



No.: 04/25/CBTT-HAGL Agrico

Gia Lai, April 4th, 2025

## INFORMATION DISCLOSURE

To: Ha Noi Stock Exchange

### 1. Company name: Hoang Anh Gia Lai Agricultural Joint Stock Company

- Securities code: HNG
- Address of head office: 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province
- Telephone: 0269 2222283 Fax: 0269 2222218
- Information disclosed by: Mr. Nguyen Hoang Phi

### 2. Content of the disclosure:

Hoang Anh Gia Lai Agricultural Joint Stock Company ("**Company**") hereby discloses the following information:

- Resolution of the Board of Directors No. 02/25/NQ-HĐQT/HAGL Agrico regarding the schedule of the 2025 Annual General Meeting of Shareholders ("**GMS 2025**") and certain matters related to the Company's operations;
- Notice of Invitation to Attend the GMS 2025;
- Link to the documents used in the 2025 Annual General Meeting of Shareholders is available at: <https://www.haagrigo.com> under the section "Investor Relations/ General Meeting of Shareholders".

This information was published on the website of the Company on April 4, 2024 at: <https://www.haagrigo.com> under the section "Investor Relations / Information Disclosure".

We hereby confirm that the information published above is true and take full legal responsibility for the content of the published information.

#### Documents attached:

- BOD resolution No. 02/25/NQ-HĐQT/HAGL Agrico;
- Notice of Invitation to the GMS 2025.

## INFORMATION DISCLOSER

#### **Recipients:**

- As above;
- Archives: Administration Office.

(Signed)

**NGUYEN HOANG PHI**





No.02/25/NQ-HĐQT/ HAGL Agrico

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Gia Lai, April 4, 2025

## RESOLUTION OF THE BOARD OF DIRECTORS

### HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises passed by the National Assembly on June 17, 2020, and its guiding documents;
- Pursuant to the Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company ("**Company**");
- Pursuant to Resolution No. 01/25/NQ-HĐQT/HAGL Agrico of the Company's Board of Directors ("**BOD**") dated March 5, 2025, on the final registration date for the list of shareholders eligible to attend the 2025 Annual General Meeting of Shareholders ("**2025 GMS**");
- Pursuant to the Meeting Minutes of the Board of Directors No.02/25/BB-HĐQT/HAGL Agrico dated April 4, 2025.

### RESOLUTION:


#### **Article 1. Approval of the schedule for conducting the 2025 Annual General Meeting of Shareholders with the following details:**

- Time: 08:00 AM, April 25, 2025.
- Venue: 5th Floor, Thiskyhall Convention Center,  
10 Mai Chi Tho Street, An Loi Dong Ward, Thu Duc City, Ho Chi Minh City.
- Form of meeting: In-person.

#### **Article 2. Approval of the matters to be discussed by the BOD and voted on by the General Meeting of Shareholders at the 2025 GMS:**

The BOD shall submit to the 2025 GMS the election of members of the BOD and the Supervisory Board for the 2025–2030 term, along with other matters related to the Company's operations, specifically:

- Report of production and business performance in 2024;
- Report of plan for production, business and investment in 2025;
- Plan for 2025 profit distribution and remuneration allocation for the Board of Directors, the Supervisory Board, and the Secretariat;
- Report of 2024 audited financial statements;
- Report of the Board of Directors activities in 2024;

- 
- Report of the Supervisory Board activities in 2024;
  - Selection of the auditing firm for the 2025 financial statements;
  - Transactions between the Company and related parties;
  - Amendments and supplements to the Company Charter, the Regulation on the Board of Directors operations, and the Regulation on the Company's Internal Corporate Governance;
  - Election of members of the Board of Directors and the Supervisory Board for the 2025–2030 term;
  - Authorization for the Board of Directors to implement resolutions approved at the General Meeting;
  - Other matters within the authority of the General Meeting of Shareholders.

**Article 3. Authorization for implementation**

The BOD hereby authorizes the Chairman of the BOD and the Board of Management to finalize the preparation of documents and materials for the 2025 GMS, to adjust and supplement relevant contents, and to carry out related procedures in accordance with the law and the Company's Charter.

**Article 4. Validity and implementation**

This Resolution takes effect from the date of signing. Members of the Board of Directors, the Board of Management, and relevant departments are responsible for implementing this Resolution.

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

***Recipients:***

- As stated in Article 4;
- Archives: Office Administration.

*(Signed)*

**TRAN BA DUONG**



**LIST OF DOCUMENTS**

**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“General Meeting”)  
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

No.	DOCUMENT
1	Notice of invitation to the 2025 Annual General Meeting of Shareholders
2	Confirmation of Attendance / Proxy Authorization Form
3	Agenda of the 2025 General Meeting
4	Regulations on the organization of the General Meeting
5	Proposal No. 01 – Matters to be Approved at the General Meeting
6	Proposal No. 02 – Approval of the Supervisory Board’s Report for 2024
7	Proposal No. 03 – Election of Members of the Board of Directors and the Supervisory Board for the 2025–2030 Term
8	Voting Ballot on Matters for Approval at the General Meeting
9	Notice of Nomination and Candidacy for Members of the Board of Directors and the Supervisory Board for the 2025–2030 Term
10	Nomination and Candidacy Application for the Board of Directors – Term 2025–2030
11	Nomination and Candidacy Application for the Supervisory Board – Term 2025–2030
12	Curriculum Vitae Form for Shareholders Nominated as Candidates for the Board of Directors
13	Curriculum Vitae Form for Shareholders Nominated as Candidates for the Supervisory Board
14	Voting Ballot for Electing Members of the Board of Directors at the General Meeting – Term 2025–2030
15	Voting Ballot for Electing Members of the Supervisory Board at the General Meeting – Term 2025–2030
16	Regulation Draft on Election for Members of the Board of Directors and the Supervisory Board – Term 2025–2030
17	Draft Resolution of the General Meeting of Shareholders



**HAGL Agrico**

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

*Gia Lai, April 04, 2025*

No: 02/25/TB-HAGL Agrico

## NOTICE

***About: Convening the 2025 Annual General Meeting of Shareholders***

**To: - Hanoi Stock Exchange;  
- Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company.**

The Board of Directors (“**BOD**”) of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”) respectfully announces and invites all Shareholders to attend the 2025 Annual General Meeting of Shareholders (“**General Meeting**”) with the following details:

Time: 08:00 am, on April 25, 2025

Venue: 5th Floor, Thiskyhall Convention Center, Sala Urban Area,  
10 Mai Chi Tho, An Loi Dong Ward, Thu Duc City, Ho Chi Minh City

Participants: Shareholders holding shares of the company (*Stock Code: HNG*) are determined based on the list of shareholders finalized on March 26, 2025, as provided by the Vietnam Securities Depository and Clearing Corporation (“**CNVSDC**”).

Agenda:

- Approval of production and business performance in 2024;
- Approval of plans for production, business and investment in 2025;
- Approval of plans for profit distribution and remuneration allocation for Board of Directors, Supervisory Board and Secretariat in 2025
- Approval of the 2024 audited financial statements;
- Approval of Board of Directors report 2024;
- Approval of Supervisory Board report 2024;
- Selection of the auditing firm for the 2025 financial statements;
- Approval of transactions between the Company and related parties;
- Amendments and supplements to the Company Charter, the Regulation on Board of Directors operations, and the Regulation on the Company’s Internal Corporate Governance;
- Election of members of the BOD and the Supervisory Board for the 2025–2030 term;
- Authorization for the BOD to implement the resolutions approved at the General Meeting;
- Other matters within the authority of the General Meeting.

In case of being unable to attend the General Meeting, shareholders can authorize a member of the Board of Directors or another individual/organization to attend on behalf using the Confirmation of Attendance/ Authorization Form (*attached to the Letter of Invitation*).

When attending the General Meeting, Shareholders or Authorized Representative of Shareholders are kindly requested to bring the Invitation Letter; ID/Passport; Confirmation of Attendance or Authorization Letter (if applicable) for the purpose of registration at the venue.

**Documents related to the General Meeting:**

- Invitation Letter and Confirmation of Attendance/ Authorization Form will be sent to each shareholder at the address provided by CNVSDC and published on the Company's website at: [www.haagrigo.com](http://www.haagrigo.com) under section the Investor/General Meeting of Shareholders from on April 04, 2025.
- The General Meeting agenda, ballot, discussion materials, and draft resolutions for each matter to be approved will also be made available on the same website from: [www.haagrigo.com](http://www.haagrigo.com) under section Investor/General Meeting of Shareholders from on April 04, 2025.

To facilitate the organization of the General Meeting, shareholders are kindly requested to confirm their attendance no later than 03:00 p.m on April 24, 2025 via one of the following contact methods:

- Ms. Tran Thi Minh Phuong: 0977 138 088 or Ms. Do Thi Thu Huyen: 0932 118 066
- Email: [haglagrico@thagrico.vn](mailto:haglagrico@thagrico.vn)
- Venue: 11th Floor, Hoang Anh Gia Lai Building, No. 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province

This announcement serves as the official invitation in case any shareholder does not receive the physical Invitation Letter due to unclear address or delivery issues.

Best regards!

**Recipient:**

- *As above;*
- *Archives: Administration Office.*

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed)*

**TRAN BA DUONG**



## ATTENDANCE/AUTHORIZATION LETTER

### 2025 Annual General Meeting of Shareholders

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

**To: Hoang Anh Gia Lai Agricultural Joint Stock Company**

Full name of individual/organization:.....

ID Card /Passport/Business Registration Certificate No:.....

Date of issue:.....

Place of issue:.....

Legal representative: .....

Permanent address/Head office:.....

Shareholder code: .....

Number of shares owned (par value 10,000 VND/share): .....

In words:.....

Pursuant to the Invitation to the 2025 Annual General Meeting of Shareholders of the Company, I (the Shareholder) hereby confirm my participation in the General Meeting as stated in the Invitation:

**Attending in person**

**Authorizing the following individual/organization to attend on my behalf:**

Full name of individual/organization: .....

ID Card /Passport/ Business Registration Certificate No:.....

Date of issue:.....

Place of issue:.....

Permanent address/Head office:.....

Number of shares authorized: .....

In words:.....

**Or authorizing one (01) of the following members of the Board of Directors of of Hoang Anh Gia Lai Agricultural Joint Stock Company (tick X in the box):**

- |   |  |
|---|--|
| <input type="checkbox"/> Mr Tran Ba Duong     | - Chairman of the Board of Directors           |
| <input type="checkbox"/> Mr Doan Nguyen Duc   | - Vice Chairman of the Board of Directors      |
| <input type="checkbox"/> Mr Tran Bao Son      | - Member of the Board of Directors             |
| <input type="checkbox"/> Mr Nguyen Phuc Thinh | - Independent member of the Board of Directors |
| <input type="checkbox"/> Mr Nguyen Hoang Phi  | - Member of the Board of Directors             |

Number of shares authorized: .....

In words:.....

**Contents of authorization:**

Attending the 2025 Annual General Meeting of Shareholders (“**General Meeting**”) of Hoang Anh Gia Lai Agricultural Joint Stock Company to be held on April 25, 2025. Within the scope of this authorization, the authorized representative shall act on behalf of the authorizing party to cast votes by ballot (written voting) on all matters presented at the General Meeting. The voting rights shall be based on the number of authorized shares, in accordance with the number of voting shares held by the authorizing party as of the record date as prescribed.

The authorized representative may only perform tasks within the scope of this authorization and shall not re-authorize any third party.

The authorizing party shall bear full legal responsibility for the content of this authorization and agrees not to make any claims against the Company for using this Authorization Letter to conduct and pass resolutions at the General Meeting.

This authorization is only valid for participation in the 2025 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company held on April 25, 2025 and shall expire upon the conclusion of the voting session of the General Meeting.

....., April ..., 2025

**Authorized Party**  
*(Full name & signature)*

**Authorizing Party (\*)**  
*(Full name & signature)*

**Notes:**

- *The authorized representative is not allowed to re-authorize a third party. When attending the General Meeting, please bring the Invitation Letter, this Authorization Letter, and valid ID/Passport.*
- *Shareholders who attend or authorize someone to attend the General Meeting must tick the appropriate box, complete the form in full, sign, affix seal (if any), and submit to: Hoang Anh Gia Lai Agricultural Joint Stock Company - 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai province or scan and send via email: [haglagrico@thagrico.vn](mailto:haglagrico@thagrico.vn) before 03:00 pm on April 24, 2025.*

(\*) In case the Shareholder is a legal entity, the Legal Representative must sign and affix the official seal (authorization or substitution is not permitted).





## AGENDA

### OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“GENERAL MEETING”)

**Time:** 08:00 am, April 25, 2025

**Venue:** 5th Floor, Thiskyhall Convention Center,

10 Mai Chi Tho, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City

Item	Duration	Content	Performed by
<b>I. Opening the General Meeting</b>	08:00 - 08:30	1.1 Welcoming delegates, honored guests and shareholders 1.2 Verifying shareholder eligibility and registration	<b>Shareholder Eligibility Verification Committee</b>
	08:30 - 08:45	1.3 Announcement of verification results and confirmation of quorum for the General Meeting	<b>Shareholder Eligibility Verification Committee</b>
		1.4 Opening statement, introduction of participants	<b>Master of Ceremony</b>
		1.5 Nomination and approval of Chairperson, Secretarial, and Vote Counting Committee 1.6 Introduction and approval of the General Meeting’s regulation, agenda and program	<b>Master of Ceremony</b>
	08:45 - 09:00	1.7 Opening remarks of the General Meeting	<b>Chairperson</b>
<b>II. Main Agenda</b>	09:00 - 10:45	2.1 Board of Management report: - Results of the production and business performance in 2024 - Plans for production, business and investment in 2025	<b>Board of Management</b>
		2.2 Report of the Board of Directors for 2024	<b>Board of Directors</b>
		2.3 Report of the Supervisory Board for 2024	<b>Supervisory Board</b>
		2.4 Presentation of proposals to be submitted for approval at the General Meeting	<b>Presiding Board</b>
		2.5 Discussion and responses to shareholders’ questions	<b>Presiding Board</b>
		2.6 Shareholder voting on the following matters: - Results of production and business performance in 2024	<b>Vote Counting Committee</b>

Item	Duration	Content	Performed by
		<ul style="list-style-type: none"> <li>- Plans for production, business and investment in 2025</li> <li>- Approval of plans for 2025 profit distribution and remuneration allocation for the Board of Directors, the Supervisory Board, and the Secretariat</li> <li>- Approval of 2024 audited financial statements</li> <li>- Approval of 2024 Report of the Board of Directors</li> <li>- Approval of 2024 Report of the Supervisory Board</li> <li>- Selection of the auditing firm for the 2025 financial statements</li> <li>- Approval of transactions between the Company and related parties</li> <li>- Amendments and supplements to the Company Charter, the Regulation on the Board of Directors operations, and the Regulation on the Company's Internal Corporate Governance</li> <li>- Authorization for the Board of Directors to implement resolutions approved at the General Meeting</li> </ul>	
		<p>2.7 Election of members of the Board of Directors and the Supervisory Board for the 2025–2030 term</p> <ul style="list-style-type: none"> <li>- Presentation on the election of BOD and SB members for the 2025–2030 term</li> <li>- The Regulation on the election of BOD and SB members for the 2025–2030 term</li> </ul>	<b>Presiding Board</b>
		2.8 Shareholder voting to elect members of the Board of Directors and the Supervisory Board	<b>Vote Counting Committee</b>
<b>III. Break</b>	10:45 - 11:05	3.1 Break, ballot counting, and preparation of voting result minutes	<b>Vote Counting Committee</b>
<b>IV. Closing the General Meeting</b>	11:05 - 11:15	4.1 Announcement of the voting results and election results for the Board of Directors and the Supervisory Board for the 2025–2030 term	<b>Presiding Board</b>
		4.2 Introduction of newly elected members of the Board of Directors and the Supervisory Board	<b>Members of the BOD and the SB</b>
		4.3 Announcement of the General Meeting resolution	<b>Board of Directors</b>
		4.4 Closing remarks of the General Meeting	<b>Chairperson</b>



## REGULATION ON THE ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

*Pursuant to:*

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;*
- *Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Law on Securities, passed by the Government on December 31, 2020;*
- *Circular No. 116/2020/TT-BTC guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the government, detailing the implementation of a number of articles of the Law on Securities, issued by the Ministry of Finance on December 31, 2020;*
- *The current Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company;*
- *Resolution of the Board of Directors of Hoang Anh Gia Lai Agricultural Joint Stock Company dated March 5, 2025, on finalizing the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders.*

### PART I. GENERAL PROVISIONS

**Article 1.** This regulation applies to the organization and conduct of the 2025 Annual General Meeting of Shareholders (“**General Meeting**”) of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”).

**Article 2.** This regulation specifically provides the rights and obligations of shareholders, authorized representatives of shareholders, and other participants of the General Meeting, as well as the conditions and procedures for conducting the General Meeting and voting on matters under the authority of the General Meeting.

**Article 3.** All shareholders, authorized representatives of shareholders, and other participants of the General Meeting are responsible for complying with the provisions of this Regulation.

### PART II. RIGHTS AND OBLIGATIONS OF PARTICIPANTS

#### Article 4. Rights and Obligations of Shareholders

##### 1. Conditions for attending the General Meeting

Shareholders whose names appear on the list of shareholders as of the record date (*March 26, 2025*), as provided by the Vietnam Securities Depository and Clearing

Corporation – Ho Chi Minh City Branch (“CNVSDC”), shall have the right to directly attend the General Meeting or authorize another individual or organization in writing to attend the General Meeting in accordance with this Regulation, the Company’s Charter, applicable laws, and Authorization Letter form attached to the General Meeting documents.

## **2. Shareholders’ Rights When Attending the General Meeting**

2.1 Shareholders have the right to attend, discuss, and vote on all matters within the authority of the General Meeting of Shareholders in accordance with the Company’s Charter, the Law on Enterprises, and other relevant legal documents.

2.2 Shareholders may attend the General Meeting through one of the following forms:

a. Directly attending the General Meeting (*Confirmation of attendance using the form attached to the General Meeting documents*);

b. Authorizing in writing another individual or organization to attend the General Meeting. A representative authorized by an organization shall not sub-authorize another person to attend and shall not be eligible to run for election as an individual. If a shareholder is an organization without a designated authorized representative, it must authorize another person to attend the General Meeting (*Authorization Letter using the form attached to the General Meeting documents*).

2.3 The Organizing Committee of the General Meeting will publicly announce the full agenda of the General Meeting. All shareholders eligible to attend the General Meeting have the right to express their opinions directly or through authorized representatives of shareholders. All comments will be discussed publicly within the timeframe allocated for discussion.

2.4 Shareholders or authorized representatives of shareholders attending the General Meeting must bring identification documents (Identity Card/ Passport or other legally valid personal documents), the Business Registration Certificate or equivalent legal documentation, the Invitation Letter, the Authorization Letter (*if attending as an authorized representative*), and submit to the Shareholder Eligibility Verification Committee for confirmation of eligibility in accordance with the law. After verification, the shareholder or authorized representative will receive 01 (*one*) voting ballot and 02 (*two*) election ballots for electing members of the Board of Directors and Supervisory Board for the 2025–2030 term (*indicating their Shareholder Code and number of voting shares*). The voting value of each ballot corresponds to the number of voting shares held or represented by that shareholder according to the list provided by CNVSDC.

2.5 Shareholders or authorized representatives of Shareholders arriving after the General Meeting has started are allowed to register for attendance immediately and may vote upon completing the registration procedures. However, the Presiding Board shall not be responsible for pausing the General Meeting to accommodate latecomers, and any resolutions adopted prior to shareholders’ arrival shall remain effective in this case.

## **3. Shareholders’ Obligations When Attending the General Meeting**

3.1 Attend or authorize attendance of the General Meeting in accordance with this Regulation, the Company’s Charter, and the law.

- 3.1 Attend or authorize attendance of the General Meeting in accordance with this Regulation, the Company's Charter, and the law.
- 3.2 Comply with the provisions of this Regulation.
- 3.3 Shareholders or authorized representatives of shareholders attending the General Meeting must complete the registration procedures for attending the General Meeting with the Organizing Committee of the General Meeting and may only attend the General Meeting after verifying shareholder status.
- 3.4 Participate in discussions in a respectful, cooperative, and constructive manner. Speak only when invited by the Chairperson.
- 3.5 Strictly comply with the General Meeting's code of conduct and respect the outcomes of the General Meeting.
- 3.6 In case of questions or complaints, Shareholders or authorized representatives of Shareholders should contact the Organizing Committee of the General Meeting for clarification and/or guidance.

#### **Article 5. Rights and Obligations of the Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee is nominated by the Board of Directors and introduced at the General Meeting. The Shareholder Eligibility Verification Committee's functions and responsibilities are as follows:
  - 1.1. Verify the eligibility of Shareholders and authorized representatives of shareholders to attend the General Meeting based on the documents they provide: Identity Card/ Passport or other legally valid identification; Business Registration Certificate or equivalent legal document; Invitation Letter; Authorization Letter for attending the General Meeting and any other relevant documents (*if applicable*);
  - 1.2. Distribute the General Meeting materials and voting ballots after verifying shareholder eligibility;
  - 1.3. Summarize the inspection results and report at the General Meeting on the verification of shareholder eligibility to attend the General Meeting.
2. The Shareholder Eligibility Verification Committee has the right to establish supporting teams to fulfill its tasks.
3. In case an attendee does not meet the conditions for attending the General Meeting as stipulated in this regulation, the Shareholder Eligibility Verification Committee shall have the right to recommend that the Board of Directors deny that person's participation in the General Meeting.

#### **Article 6. Rights and Obligations of the Vote Counting Committee**

1. The Vote Counting Committee shall be approved by the General Meeting through voting during the session. The Committee shall consist of 03 members, including 01 Head and 02 members nominated by the Presiding Board and approved by the General Meeting. Members of the Vote Counting Committee are not required to be shareholders of the Company but must not be included in the list of nominees or candidates for the Board of Directors or the Supervisory Board.

0712  
ÔNG  
PH  
IGNG  
QUỐC  
DANG  
GIALA  
7/KU-7

2. The Vote Counting Committee shall be responsible for:
  - 2.1. Counting the voting ballots during the process of collecting votes from shareholders and overseeing the entire voting process at the General Meeting;
  - 2.2. Preparing the minutes of the vote counting and announcing the results to the General Meeting, and submitting the minutes and all ballots to the Chairperson;
  - 2.3. Carrying out all vote counting, recording of minutes, and announcing the results with the Vote Counting Committee's honesty, accuracy, and full responsibility for the outcomes.

#### **Article 7. Rights and Obligations of the Presiding Board**

1. The Board of Directors of the Company shall nominate the Presiding Board, which in turn nominates the Secretariat and Vote Counting Committee for the General Meeting to approve.
2. The Presiding Board shall consist of 01 (*one*) Chairperson and other members, whose responsibility is to preside over the General Meeting. The Chairman of the Board of Directors may authorize another member of the Presiding Board to act as Chairperson of the General Meeting.
3. The Chairperson's decisions on procedural matters or unexpected events arising outside the General Meeting's agenda shall be final and binding.
4. The Chairperson shall take all necessary and reasonable actions to conduct the General Meeting lawfully, orderly, and in accordance with the approved agenda, ensuring that the General Meeting reflects the will of the majority of attending shareholders.
5. The Chairperson has the right to postpone the General Meeting to another time and location if it is determined that:
  - The venue does not provide adequate and comfortable seating for all attendees;
  - The technical or information systems at the venue are not sufficient to enable shareholders to participate, discuss, and vote;
  - The behavior of attendee(s) at the General Meeting disrupts or may disrupt the orderly proceedings of the General Meeting, or poses a risk of unfairness, illegality, or danger to others;
  - A postponement is necessary for the proper conduct of the General Meeting.
6. The Chairperson also has the authority to:
  - Require all attendees to undergo appropriate and lawful security checks or other reasonable measures;
  - Request competent authorities to maintain order at the General Meeting; and expel any individuals who refuse to comply with the Chairperson's authority, intentionally disrupt the order, interfere with the normal proceedings, or fail to comply with security checks or the General Meeting's rules.

#### **Article 8. Rights and Obligations of the General Meeting Secretariat**

1. The General Meeting Secretariat shall consist of 02 members nominated by the Presiding Board and approved by the General Meeting.

2. The Secretariat shall carry out supporting tasks as assigned by the Chairperson, and take minutes of the General Meeting proceedings, ensuring that the content of the General Meeting is recorded fully, truthfully, and accurately in the Minutes and the General Meeting Resolutions.

### **PART III. CONDUCTING THE GENERAL MEETING**

#### **Article 9. Conditions for Conducting the General Meeting**

The General Meeting of Shareholders shall be validly conducted when shareholders (or authorized representatives of shareholders) attending the General Meeting represent at least 51% of the total voting shares, based on the shareholder list as of March 26, 2025, provided by CNVSDC.

#### **Article 10. Procedures for Conducting the General Meeting**

1. After completing shareholder eligibility verification, the General Meeting shall officially open and introduce through approval of the General Meeting agenda, the list of the Presiding Board, the Vote Counting Committee, and the Secretariat. After the opening procedures, shareholders shall vote by a show of hands.
2. The General Meeting shall proceed according to the announced agenda of the General Meeting and include discussion before voting on matters within the authority of the General Meeting.

Voting on each item shall be conducted at the General Meeting in accordance with Article 12 of this Regulation.

#### **Article 11. Speaking Rules at the General Meeting**

##### **1. Shareholders wishing to speak at the General Meeting must follow these principles:**

- Discussions must take place during the allocated time and within the discussion section of the General Meeting.
- Shareholders may submit opinions/questions in the discussion form and send to the Secretariat, who will compile and forward to the Presiding Board.
- Shareholders wishing to speak shall raise hand and may only speak once permitted by the Chairperson.
- If multiple shareholders wish to speak at the same time, the Chairperson shall invite shareholders to speak in order.
- Remarks must be relevant to the topic currently under discussion at the General Meeting.
- The Chairperson has the right to interrupt a shareholder's statement if deemed necessary.

##### **2. Shareholders' proposals must meet the following conditions:**

- Be concise and clear. If the proposal is complex or requires extended explanation, it should be submitted in writing to the Company no later than 3 working days before the General Meeting date.
- Avoid repeating issues already discussed.



- Avoid personal attacks; language must be appropriate, respectful, and culturally suitable.
- The content must not violate the law, concern personal matters, or exceed the authority of the General Meeting.

**Article 12. Adoption of Resolutions by the General Meeting**

1. Shareholders may vote on matters presented at the General Meeting using the following methods:
  - Direct voting at the General Meeting using Voting Ballots;
  - Voting through an authorized representative, who will attend the General Meeting and vote on behalf of the shareholder.
2. All resolutions/decisions of the General Meeting must be adopted through open and direct voting.
3. Adoption of Resolutions:
  - 3.1. Except for the regulatory contents listed in point 3.2 below, other matters shall be approved by the General Meeting if at least 51% of the total voting shares of attending shareholders vote in favor.
  - 3.2. The following matters shall only be approved by the General Meeting if at least 65% of the total voting shares of attending shareholders vote in favor:
    - Types and quantities of shares to be offered;
    - Amendments or supplements to the Company’s Charter;
    - Changes to the Company’s management structure;
    - Investment in or sale of assets valued at 50% or more of the total asset value recorded in the latest financial statement approved by the auditor;;
    - Reorganization or dissolution of the Company.
4. Voting Method:
 

Voting on each matter at the General Meeting shall be conducted by ballot voting. Shareholders shall cast votes on each item by marking “X” in the box: “Agree,” “Disagree,” or “No Opinion” corresponding to each issue mentioned at the General Meeting on the voting ballot.

**Article 13. Resolutions and Meeting Minutes**

1. All contents discussed during the General Meeting shall be recorded by the Secretariat in the General Meeting minutes. The minutes and the draft resolutions of the General Meeting shall be read publicly at the General Meeting and adopted through voting before ending the General Meeting.
2. The minutes and resolutions of the General Meeting shall be kept at the Company’s Head Office as per legal regulations. The Resolution of the General Meeting shall also be published on the Company’s website and disclosed in accordance with applicable laws.

**PART IV. IMPLEMENTING PROVISIONS**

**Article 14. Cases where the General Meeting cannot be conducted**



1. In the event that the first General Meeting cannot be conducted due to failure to meet the conditions specified in Article 9 of this Regulation, the second Meeting must be convened within 30 days from the scheduled date of the first Meeting. The second Meeting may proceed if shareholders attending represent at least 33% of the total voting shares.
2. If the second General Meeting still fails to meet the conditions under Clause 1 of this Article, the third General Meeting shall be convened within 20 days from the scheduled date of the second General Meeting. In this case, the third General Meeting may proceed regardless of the number of voting shares represented by attending shareholders.

**Article 15. Implementation Clauses**

1. This Regulation consist of 04 (*four*) Parts and 15 (*fifteen*) Articles. It takes effect from the date of signing and shall be applied at the Company's General Meeting held on April 25, 2025.
2. The Chairperson shall be responsible for conducting the General Meeting in accordance with this Regulation.
3. Shareholders, authorized representatives of shareholders, and other participants attending the General Meeting are responsible for complying with the provisions of this Regulation.

*Gia Lai, April 4, 2025*

**ON BEHALF OF  
THE BOARD OF DIRECTORS**

*(Signed)*

**TRAN BA DUONG**

*(Red circular stamp)*



**HAGL Agrico**

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

Phone: (+84) 269 2222283

Fax: (+84) 269 222218

Website: [www.haagrigo.com](http://www.haagrigo.com)

**DRAFT**

**PROPOSAL NO. 01  
MATTERS TO BE APPROVED  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: The General Meeting of Shareholders  
Hoang Anh Gia Lai Agricultural Joint Stock Company**

The Board of Directors (“**BOD**”) of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”, “**HAGL Agrico**”) respectfully submits to the General Meeting of Shareholders (“**General Meeting**”, “**GMS**”) the following matters for consideration and approval:

**Matter 1: REPORT OF BOARD OF MANAGEMENT ON BUSINESS AND INVESTMENT PERFORMANCE IN 2024**

The BOD respectfully submits for the General Meeting to consider and approve the Report of Board of Management on business and investment performance in 2024, with the following key contents:

**1. Net Revenue**

In 2024, the Company recorded net revenue of VND 492 billion, a decrease of 18,8% compared to 2023, with revenue structure as follows:

- Revenue from fruit sales: VND 187 billion (38% of total revenue);
- Revenue from rubber latex sales: VND 301 billion (61,2% of total revenue);
- Revenue from agricultural materials sales and service provision: VND 4 billion (0,8% of total revenue).

**2. Net Loss After Tax: VND 1.282 billion.**

**Matter 2: BUSINESS AND INVESTMENT PLAN FOR 2025**

The BOD submits the 2025 business and investment plan for the General Meeting to review and approve, with the following key contents:

- 1. Investment plan in 2025 (*Updating*)**
- 2. Production and business plan in 2025 (*Updating*)**

**Matter 3: PROFIT DISTRIBUTION AND REMUNERATION ALLOCATION PLAN FOR 2025**

The BOD respectfully submits for the General Meeting to review and approve the 2025 profit distribution and remuneration allocation plan for the BOD, Supervisory Board, and Secretariat as follows:

- Dividend Distribution: Not applicable.



- Remuneration allocation for the BOD, Supervisory Board, and Secretariat in 2025: The BOD is authorized to determine and implement the 2025 remuneration allocation for the BOD, Supervisory Board, and Secretariat, and report to the 2026 Annual General Meeting of Shareholders.

**Matter 4: THE 2024 AUDITED FINANCIAL STATEMENTS**

The BOD respectfully submits for the General Meeting to approve the 2024 audited financial statements (including Combined Financial Statements and Consolidated Financial Statements) of the Company, which have been audited by Ernst & Young Vietnam Limited (E&Y).

**Matter 5: REPORT ON THE ACTIVITIES OF THE BOD IN 2024**

The BOD respectfully submits to the General Meeting for review and approval the Report on the BOD’s activities in 2024 with the following key contents:

- In 2024, the BOD conducted meetings and approved matters within the BOD’s functions and authority, specifically as follows:**

No.	Resolution No.	Date	Content
1	01/24/NQ-HĐQT/HAGL Agrico	05/01/2024	Approval of the record date for finalizing the list of shareholders for written consultation
2	02/24/NQ-HĐQT/HAGL Agrico	01/02/2024	Approval of the contents for conducting written consultation with shareholders
3	04/24/NQ-HĐQT/HAGL Agrico	06/03/2024	Approval of the record date for finalizing the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders
4	05/24/NQ-HĐQT/HAGL Agrico	13/03/2024	Approval of the policy for signing Contracts/Transactions between the Company and related parties in 2024
5	06/24/NQ-HĐQT/HAGL Agrico	05/04/2024	Approval of the extension of the timeline and plan for organizing the 2024 Annual General Meeting of Shareholders
6	08/24/NQ-HĐQT/HAGL Agrico	10/07/2024	Approval of the selection of Ernst & Young Vietnam Limited to review the 2024 semi-annual financial statements and audit the 2024 financial statements
7	09/24/NQ-HĐQT/HAGL Agrico	19/11/2024	Approval of the promulgation of Regulations on information disclosure

No.	Resolution No.	Date	Content
8	10/24/NQ-HĐQT/HAGL Agrico	25/11/2024	Approval of the 2024 remuneration allocation for members of the BOD and Supervisory Board

## 2. The BOD's supervision of the Board of Management activities:

Based on the Company's Charter, the Regulations on Internal Corporate Governance and BOD operations, and current laws of the Government, the BOD effectively supervised and directed the General Director and the Executive Team in managing the Company's operations, specifically as follows:

- Strictly directed, supervised and implemented the compliance of quarterly financial reports, annual financial statements, annual reports, and the organization of the 2024 Annual General Meeting of Shareholders;
- Implemented the Resolutions of BOD and GMS as issued;
- Supervised the process of making production and business plan and the implementation of targets as approved by the GMS;
- Supervised and directed the disclosure of information to ensure transparency and timeliness in compliance with legal regulations;
- Coordinated closely with the Supervisory Board in monitoring and understanding the Company's operations;
- The BOD and Executive Team collaborated closely to manage and operate the Company in accordance with the law, aiming to enhance business efficiency and achieve the set targets.

## 3. Report to the GMS on total income of BOD members in 2024

In 2024, the total income of the BOD members was VND 144.000.000. Detailed information is provided in Note 30 of the 2024 Consolidated Financial Statements.

## 4. Evaluation of the activities of Independent BOD Members in 2024

### 4.1. Activities of Independent BOD Members

In 2024, the Independent BOD Member attended all BOD meetings. These meetings were convened with clear timing and locations, proper notice, and adequate documentation in accordance with legal regulations. The Independent BOD Member participated in reviewing, evaluating, and discussing meeting content with other BOD members to find out and develop the best directions and solutions for the Company.

### 4.2. Supervision of the General Director and other BOD Members by Independent BOD Members

The General Director executed the Resolution issued by the BOD, ensuring the Company's operations were strictly monitored and aligned with the Company's strategy.



The BOD continuously updated on the business operations of the Company, subsidiaries and affiliates in order to promptly direct the Board of Management on unusual issues that could affect production and business performance.

BOD members worked together to discuss and provide prudent opinions during meetings to derive optimal solutions for the benefit of the Company and investors.

**Matter 6: SELECTION OF AUDITING FIRM FOR 2025**

The BOD respectfully submits to the General Meeting for consideration and approval lists of audit companies and authorization for the BOD to select one of the following companies to conduct the review and audit of the Company's financial statements in 2025, including:

- PwC (Vietnam) Limited;
- Deloitte Vietnam Audit Company Limited (Deloitte);
- Ernst & Young Vietnam Limited (E&Y);
- KPMG Limited (KPMG).

**Matter 7: AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER**

In order to ensure compliance with applicable laws and regulations concerning public companies, the BOD respectfully submits to the GMS for review and approval the proposed amendments and supplements to the Company's Charter to align with current legal provisions. *(Details of the proposed amendments and supplements are presented in Appendix 01 attached).*

**Matter 8: AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE BOD OPERATIONS**

The BOD respectfully submits to the GMS for consideration and approval the amendments and supplements to the Regulations on the BOD operations as well as authorization for the BOD to issue the updated version of the Regulation on the BOD operations after receiving the GMS's approval. *(Details of the proposed amendments and supplements are presented in Appendix 02 attached).*

**Matter 9: AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S INTERNAL CORPORATE GOVERNANCE REGULATIONS**

The BOD respectfully submits to the General Meeting for consideration and approval the amendments and supplements to the Regulation on Internal Corporate Governance and authorization for the BOD to issue the updated version of the Regulation on the BOD operations after receiving the GMS's approval. *(Details of the proposed amendments and supplements are presented in Appendix 03 attached).*

**Matter 10: TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES**

**1. Report on capital transfers and loans between related parties in 2024**

Pursuant to Clause 2, Article 8 of the 2024 General Meeting Resolution No. 02/24/NQĐHĐCĐ-HAGL Agrico dated May 4, 2024, regarding capital transfers and loans between companies during 2024, the BOD reports to the General Meeting the implementation of capital transfers and loans between companies during 2024 as presented

in Note 28 of the audited 2024 Separate Financial Statements and Note 30 of the audited 2024 Consolidated Financial Statements.

## **2. Capital transfers and loans between the Company and related parties in 2025**

The BOD respectfully submits to the General Meeting for review and approval of certain transactions between the Company and the Company's related parties during 2025. The results will be reported at the 2026 Annual General Meeting, including:

- a. Approval for contracts and transactions with a value equal to or greater than 35%, or transactions that result in a total transaction value arising within 12 months from the date of the first transaction being equal to or greater than 35% of the total asset value of the Company as stated in the most recently published financial statements, specifically as follows:
  - Contracting parties: Contracts or transactions between the Company and related individuals or organizations as prescribed by regulations.
  - Main transaction contents: Contracts for the purchase and sale of goods and services, equipment and machinery; Contracts for business cooperation; Contracts for construction; Transactions involving loan arrangements, lending and guarantees for companies operating within the corporate group, including parent companies and subsidiaries.
  - Specific transaction values are determined based on timing and aligned with the Company's interests.
- b. Authorization for the BOD to decide on each specific case and implement in accordance with the Company's actual situation as well as in compliance with the Company's Charter and relevant legal regulations.

### **Matter 11: AUTHORIZATION FOR THE BOD TO IMPLEMENT RESOLUTIONS PASSED AT THE GENERAL MEETING**

Respectfully submit to the General Meeting for consideration of the aforementioned matters and authorization for the Board of Directors to proactively implement the approved matters and policies.

*Ho Chi Minh City, ... .., 2025*

**ON BEHALF OF  
THE GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRPERSON**

**TRAN BA DUONG**

***Note:** This document may be revised or supplemented as appropriate and submitted to the GMS for consideration at the time of the general meeting.*



**HAGL Agrico**

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

Phone: (+84) 269 2222283

Fax: (+84) 269 2222218

Website: [www.haagrigo.com](http://www.haagrigo.com)

## APPENDIX 01

### AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF

#### HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY (“HAGL Agrico”)

Attached to Proposal No. 01 dated ...../..../... at the 2025 Annual General Meeting of Shareholders

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (“Law on Enterprises 2020”);*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (“Law on Securities 2019”);*
- *Decree No. 155/2020/ND-CP issued by the Government dated December 31, 2024, detailing the implementation of several provisions of the Law on Securities (“Decree 155”);*
- *Circular No. 116/2020/TT-BTC issued by the Ministry of Finance on December 31, 2020, providing guidance on certain provisions regarding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law (“Circular 116”);*
- *HAGL Agrico’s Charter dated June 2021.*



The specific amendments and supplements to the Charter are as follows:

No	Current Provision in the Charter	Proposed Amendments and Supplements
1	<p>Point d, f Clause 1 Article 1 – Interpretation of Terms</p> <p>d. “<i>Business executive</i>” refers to a person who manages the Company, including the Chairman of the Board of Directors, and members of the Board of Directors, the General Director, and other individuals holding managerial positions as stipulated in the Company’s Charter;</p> <p>f. “<i>Authorized representative</i>” refers to an individual authorized in writing by the Shareholder who is an organization to exercise Shareholder rights in accordance with the law.</p>	<p><u>Amendments to Points d, f, Clause 1, Article 1</u></p> <p>d. “<i>Business executive</i>” refers to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company’s Charter;</p> <p>f. “<i>Authorized representative of the shareholder</i>” refers to an individual authorized in writing by the Shareholder to exercise Shareholder rights in accordance with the law.</p> <p><u>Supplements to Points m, n, o, p, Clause 1, Article 1</u></p> <p>m. “<i>Business manager</i>” refers to an individual who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managerial positions as stipulated in the Company’s Charter;</p> <p>n. “<i>Physical meeting</i>” refers to the form of organizing the General Meeting of Shareholders at a physical location, where shareholders or authorized representatives of shareholders participate and vote directly at the General Meeting venue;</p> <p>o. “<i>Online meeting</i>” refers to the form of organizing a General Meeting of Shareholders using electronic means and internet-based systems or other forms that allow shareholders from various locations to participate, discuss, and vote via electronic voting or other methods as prescribed by the</p>



No	Current Provision in the Charter	Proposed Amendments and Supplements
2	<p><u>Clause 3 Article 2 – Name, Type, Head Office, Branches, Legal Representative, Representative Office, and Operating Term of the Company</u></p> <p>3. Website: <a href="https://www.haagrico.com.vn">haagrico.com.vn</a></p>	<p>Company. The location of the Chairperson’s participation shall be considered the main location of the General Meeting;</p> <p>p. “<i>Electronic voting</i>” refers to the act of shareholders or authorized representatives of shareholders casting votes through the Company’s electronic voting system or through a third party designated by the Company.</p> <p><u>Amendments to Clause 3, Article 2:</u></p> <p>“3. Website: <a href="https://www.haagrico.com">https://www.haagrico.com</a>”</p>
3	<p><u>Clause 1 Article 14 – Authorized Representatives</u></p> <p>1. Shareholders entitled to attend the General Meeting of Shareholders under the law may attend in person or authorize individuals or organizations to represent and vote at the General Meeting. In the case that more than one authorized representative is appointed, the number of shares and voting rights assigned to each representative must be clearly specified; If the number of shares is not specified for each representative, the total number of shares shall be equally divided among the authorized representatives. The appointment, termination, or change of an authorized representative must be notified to the Company in writing at the earliest possible time.</p>	<p><u>Amendment to Clause 1, Article 14:</u></p> <p>“1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the law may attend in person or authorize individuals or organizations to represent and vote at the General Meeting. In cases where more than one representative is appointed, the number of shares and voting rights assigned to each representative must be clearly specified.”</p>
4	<p><u>Clause 3, Article 16 – Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders</u></p>	<p>Amendments to Clause 3, Article 16:</p> <p>“3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by methods as prescribed by the</p>



No	Current Provision in the Charter	Proposed Amendments and Supplements
	<p>3. The notice of the General Meeting of Shareholders (GMS) shall be sent to all shareholders by secured means and simultaneously disclosed on the information disclosure system of the State Securities Commission, the Stock Exchange, and the Company's website. The notice must be sent to all shareholders on the list of shareholders entitled to attend the General Meeting no later than twenty-one (21) days prior to the opening date of the General Meeting (counted from the date the notice is duly sent or dispatched, prepaid, or placed in the mailbox). The General Meeting agenda and documents related to the matters to be voted on at the GMS shall be sent to Shareholders and/or published on the Company's website. If such documents are not enclosed with the General Meeting invitation, the notice must specify the website address where Shareholders can access the documents, including:</p> <ol style="list-style-type: none"> <li>a. The General Meeting agenda and documents used during the General Meeting;</li> <li>b. The list and detailed information of candidates in case of the election of members of the Board of Directors or Supervisory Board;</li> <li>c. Voting ballots;</li> <li>d. Draft resolutions for each issue on the agenda.</li> </ol>	<p>Company from time to time (such as by post, email, SMS, and/or other appropriate communication methods) to ensure delivery to the contact address of shareholders as provided by the Vietnam Securities Depository and Clearing Corporation. The General Meeting invitation shall also be published on the Company's website and the website of the Stock Exchange where the Company's shares are listed, simultaneously with the sending of the invitation to shareholders. The notice of the General Meeting and meeting materials (including the General Meeting agenda, materials to be used during the General Meeting; the list and detailed information of candidates in case of election of members of the Board of Directors and Supervisory Board; voting ballots; and draft resolutions for each item on the agenda, etc.) must be sent to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days before the date of the General Meeting. The distribution of meeting documents along with the General Meeting invitation may be substituted by uploading them to the Company's website, and the invitation must clearly specify the URL link where the full set of meeting documents can be accessed by shareholders."</p>
5	<p><u>Clauses 1, 2, 3 – Article 18: Meeting Procedures and Voting at the General Meeting of Shareholders</u></p>	<p><u>Amendment to Clauses 1, 2, 3 of Article 18</u>  "1. Before the opening of the General Meeting, in the case of a physical meeting, the Company must carry out shareholder</p>

No	Current Provision in the Charter	Proposed Amendments and Supplements
	<p>1. Prior to the opening of the General Meeting, the Company must carry out Shareholder registration procedures and continue such registration until all Shareholders entitled to participate have registered.</p> <p>2. Upon Shareholders registration, the Company shall issue each shareholder or authorized representative of shareholder entitled to vote a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative of shareholder, and the number of voting rights held. During the voting process, ballots in favor of a resolution shall be collected first, followed by ballots against the resolution, and then counting the total number of votes in favor of or against. The total number of votes in favor, against, abstentions, or invalid votes for each item shall be announced by the Chairperson immediately after the vote. The General Meeting shall elect persons responsible for counting or supervising the vote count based on the Chairperson's recommendation. The number of members of the vote-counting committee shall be determined by the Chairperson at the General Meeting.</p> <p>3. Shareholders or authorized representatives of Shareholders arriving after the General Meeting has started may register immediately and shall have the right to participate and vote thereafter. The Chairperson is not responsible for pausing the General Meeting to allow latecomers to register, and any resolutions adopted prior to their registration shall remain valid.</p>	<p>registration procedures and continue registration until all attending shareholders entitled to participate have registered. For an online meeting, shareholders must register by successfully logging into the online system.</p> <p>2. For a physical meeting, upon shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by selecting "agree", "disagree", or "no opinion". During the voting process, ballots in favor of a resolution are collected first, followed by those against, and the total number of votes for or against shall determine the outcome. For online meetings, shareholders or their authorized representatives shall vote via the Company's electronic voting system.</p> <p>The General Meeting shall elect persons to be responsible for vote counting or vote counting supervision based on the Chairperson's recommendation. The number of members in the vote counting committee shall be decided by the General Meeting.</p> <p>3. Shareholders or their authorized representatives who arrive at a physical meeting or log into the online system after the General Meeting has started may register immediately and shall have the right to participate and vote upon registration. The Chairperson shall not be required to pause the General</p>

No	Current Provision in the Charter	Proposed Amendments and Supplements
6	<p><u>Clause 1, Article 23 – Members and Term of the Board of Directors</u></p> <p>1. The number of members of the Board of Directors shall be no less than five (05) and no more than eleven (11). The term of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than two (02) consecutive terms.</p>	<p>Meeting to allow latecomers to register, and the validity of previously adopted resolutions remains unaffected.</p> <p><u>Amendments to Clause 1, Article 23</u></p> <p>“1. The number of members of the Board of Directors shall be no less than three (03) and no more than eleven (11). The term of a member of the Board shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.”</p>
7	<p><u>Clause 3, Article 23 – Members and Term of the Board of Directors</u></p> <p>3. The required number of independent members of the Board of Directors is specified as follows:</p> <ul style="list-style-type: none"> <li>a. At least 01 independent member if the Board of Directors has from 03 to 05 members;</li> <li>b. At least 02 independent members if the Board of Directors has from 06 to 08 members;</li> <li>c. At least 03 independent members if the Board of Directors has from 09 to 11 members.</li> </ul>	<p><u>Cancellation of Clause 3, Article 23</u></p>
	<p><u>Clause 2, Article 35 – Members of the Supervisory Board</u></p> <p>2. Shareholders holding voting shares have the right to pool their voting rights to jointly nominate candidates for the</p>	<p><u>Amendment to Clause 2, Article 35</u></p> <p>“2. Shareholders holding voting shares are entitled to pool their voting rights to jointly nominate candidates to the</p>

No	Current Provision in the Charter	Proposed Amendments and Supplements
	<p>Supervisory Board. Shareholders or groups of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; From 20% to less than 30%: a maximum of two (02) candidates; From 30% to less than 40%: a maximum of three (03) candidates; From 40% to less than 50%: a maximum of four (04) candidates; From 50% to less than 60%: a maximum of five (05) candidates; From 60% to less than 70%: a maximum of six (06) candidates; From 70% to 80%: a maximum of seven (07) candidates; From 80% to less than 90%: a maximum of eight (08) candidates.</p>	<p>Supervisory Board. Shareholders or groups of shareholders holding: From 10% to under 20% may nominate up to one (01) candidate; From 20% to under 30%: up to two (02) candidates; From 30% to under 40%: up to three (03) candidates; From 40% to under 50%: up to four (04) candidates; From 50% to under 60%: up to five (05) candidates.”</p>
8	<p><u>Clause 16, Article 27 – Meetings of the Board of Directors</u></p> <p>16. Committees of the Board of Directors: The Board of Directors may establish supporting committees such as the Personnel Committee, Remuneration Committee, and other committees. The Board of Directors shall appoint one (01) independent member of the Board to serve as the Head of the Personnel Committee and the Remuneration Committee. The establishment of such committees must be approved by the General Meeting of Shareholders. The operation of these committees must comply with the regulations of the Board of Directors. A committee’s resolution shall only be valid if the majority of attendees voting in favor are members of the Board of Directors.</p> <p>In case the Personnel Committee and Remuneration Committee are not established, the Board of Directors may assign an independent member to assist the Board in matters related to human resources and remuneration.</p>	<p><u>Amendment to Clause 16, Article 27</u></p> <p>“16. Committees of the Board of Directors: The Board of Directors may establish sub-committees responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of members in each committee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board and external members. Non-executive Board members should form the majority in the committee, and one of them shall be appointed as Head of the committee by decision of the Board of Directors. The committee’s operations shall comply with the Board’s regulations. A resolution of the committee shall only be valid if the majority of attending members vote in favor at the committee meeting.</p> <p>Implementation of resolutions by the Board of Directors or its sub-committees must comply with the current legal regulations, the Company’s Charter, and internal corporate governance regulations.”</p>

No	Current Provision in the Charter	Proposed Amendments and Supplements
	The Board of Directors shall define in detail the formation, responsibilities of each committee, as well as the duties of each committee member or the responsibilities of the designated independent member in charge of human resources and remuneration.	
9		In Point a, Clause 4, Article 12 and Point c, Clause 3, Article 27, the phrase <b><u>“independent member of the Board of Directors”</u></b> is hereby removed.



**HAGL Agrico**

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

Phone: (+84) 269 2222283

Fax: (+84) 269 2222218

Website: [www.haagrigo.com](http://www.haagrigo.com)

## APPENDIX 02

### AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON OPERATIONS OF THE BOARD OF DIRECTORS

#### HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY (“HAGL Agrico”)

Attached to Proposal No. 01 dated ...../.../... at the 2025 Annual General Meeting of Shareholders

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (“Law on Enterprises 2020”);*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (“Law on Securities 2019”);*
- *Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities (“Decree 155”);*
- *Circular No. 116/2020/TT-BTC issued by the Ministry of Finance on December 31, 2020, guiding several regulations on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 (“Circular 116”);*
- *The Charter of HAGL Agrico dated June 2021;*
- *The Regulations on Operations of the Board of Directors of HAGL Agrico under Decision No. 08/21/QĐ-HDQT-HAGL Agrico dated June 5, 2021;*
- *The Internal Corporate Governance Regulations of HAGL Agrico dated June 2021.*

The specific amendments and supplements are as follows:



No	Provisions under the Regulations on Operations of the Board of Directors	Proposed Amendment and Supplement
1	<p><u>Point c, e Clause 1 Article 1 – Interpretation of Terms</u></p> <p>c. “<i>Business executive</i>” refers to a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the Company’s Charter.</p> <p><u>Point d Clause 1 Article 1 – Interpretation of Terms</u></p> <p>d. “<i>Non-executive member of the Board of Directors</i>” refers to a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as stipulated in the Company’s Charter.</p> <p><u>Point e Clause 1 Article 1 – Interpretation of Terms</u></p> <p>e. “<i>Independent member of the Board of Directors</i>” refers to a member as defined in Clause 2, Article 155 of the Law on Enterprises 2020.</p>	<p><u>Amendment to Point c, Clause 1, Article 1</u></p> <p>“c. “<i>Business managers</i>” refers to a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as stipulated in the Company’s Charter.”</p> <p><u>Amendment to Point d, Clause 1, Article 1</u></p> <p>“d. “<i>Business executive</i>” refers to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company’s Charter.”</p> <p><u>Repeal of Point e, Clause 1, Article 1</u></p>
2	<p><u>Clause 1, Article 4 – Term and Number of BOD Members</u></p> <p>1. The number of members of the Board of Directors shall be at least five (05) and no more than eleven (11). The term of the BOD member shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only</p>	<p><u>Amendment to Clause 1, Article 4</u></p> <p>“1. The number of members of the Board of Directors shall be at least three (03) and no more than eleven (11). The term of the BOD shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.”</p>



No	Provisions under the Regulations on Operations of the Board of Directors	Proposed Amendment and Supplement
	<p>be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms.</p> <p><u>Clause 3, Article 4 – Term and Number of BOD Members</u></p> <p>3. The required number of independent members of the Board of Directors is specified as follows:</p> <ul style="list-style-type: none"> <li>a) At least 01 independent member if the Board has 03 to 05 members;</li> <li>b) At least 02 independent members if the Board has 06 to 08 members;</li> <li>c) At least 03 independent members if the Board has 09 to 11 members.</li> </ul>	<p><u>Repeal of Clause 3, Article 4</u></p>
3	<p><u>Clauses 2, 3, Article 5 – Standards and Conditions for BOD Members</u></p> <ul style="list-style-type: none"> <li>1. An independent member of the Board of Directors must meet the following standards and conditions: <ul style="list-style-type: none"> <li>a. Not currently working for the Company, its parent company, or its subsidiaries; and must not have worked for the Company, its parent, or its subsidiaries for at least the last 03 consecutive years;</li> <li>b. Not currently receiving salary or remuneration from the Company, except for allowances that BOD members are entitled to according to regulations;</li> </ul> </li> </ul>	<p><u>Repeal of Clauses 2 and 3, Article 5</u></p>



No	Provisions under the Regulations on Operations of the Board of Directors	Proposed Amendment and Supplement
	<p>c. Must not have a spouse, biological or adoptive parent, biological or adopted child, or biological sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;</p> <p>d. Must not directly or indirectly own 1% or more of the total voting shares of the Company;</p> <p>e. Must not have been a member of the Board of Directors or Supervisory Board of the Company for at least the past 05 consecutive years, except in the case of two continuous terms of appointment;</p> <p>f. Must meet other standards and conditions as stipulated in the Company's Charter and internal corporate governance regulations.</p> <p>2. An independent member of the Board of Directors must notify the Board if he/she no longer satisfies the standards and conditions specified in Clause 2 of Article 5 of this Regulation and shall automatically cease to be an independent member from the date the conditions are no longer met. The Board of Directors must report this case at the nearest General Meeting of Shareholders or convene a General Meeting to elect a replacement independent member within six (06) months from the date of receipt of the relevant notice.</p>	

No	Provisions under the Regulations on Operations of the Board of Directors	Proposed Amendment and Supplement
4	<p><u>Point b, Clause 4, Article 8 – Dismissal, Removal, Replacement, and Supplementation of BOD Members</u></p> <p>b. The number of independent members of the Board of Directors falls below the level required by law and the Company's Charter;</p>	<p><u>Repeal of Point b, Clause 4, Article 8</u></p>
5	<p><u>Point c, Clause 4, Article 8 – Dismissal, Removal, Replacement, and Supplementation of BOD Members</u></p> <p>c. Except for cases specified in Points a and b of this Clause, the Board of Directors shall submit to the General Meeting of Shareholders a proposal to elect a new member to replace the dismissed or removed member at the next meeting.</p>	<p><u>Amendment to Point c, Clause 4, Article 8</u></p> <p>“c. Except for the case specified in Point a of this Clause, the Board of Directors shall submit to the General Meeting of Shareholders a proposal to elect a new member to replace the dismissed or removed the BOD member at the next meeting.”</p>
6		<p><u>Removal of the phrase “independent member of the Board of Directors” in Clause 2, Article 12 and Point c, Clause 2, Article 14</u></p>





**HAGL Agrico**

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

Phone: (+84) 269 2222283

Fax: (+84) 269 2222218

Website: [www.haagrico.com](http://www.haagrico.com)

### APPENDIX 03

## AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL CORPORATE GOVERNANCE REGULATIONS

### HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY (“HAGL Agrico”)

Attached to Proposal No. 01 dated ...../.../... at the 2025 Annual General Meeting of Shareholders

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (“Law on Enterprises 2020”);*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (“Law on Securities 2019”);*
- *Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020, detailing the implementation of several provisions of the Law on Securities (“Decree 155”);*
- *Circular No. 116/2020/TT-BTC issued by the Ministry of Finance on December 31, 2020, providing guidance on certain corporate governance matters applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 (“Circular 116”);*
- *The Charter of HAGL Agrico dated June 2021;*
- *The Regulations on Operations of the Board of Directors of HAGL Agrico under Decision No. 08/21/QĐ-HDQT-HAGL Agrico dated June 5, 2021;*
- *The Internal Corporate Governance Regulations of HAGL Agrico dated June 2021.*

The specific amendments and supplements are as follows:



No	Contents of the Internal Corporate Governance Regulations	Proposed Amendments and Supplements
1	<p><u>Points d, e, h – Clause 1, Article 2 – Interpretation of Terms</u></p> <p>d. “<i>Business manager</i>” is defined in Clause 24, Article 4 of the Law on Enterprises.</p> <p><u>Point e – Clause 1, Article 2 – Interpretation of Terms</u></p> <p>e. “<i>Business executive</i>” refers to a person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles as stipulated in the Company’s Charter.</p> <p><u>Point h – Clause 1, Article 2 – Interpretation of Terms</u></p> <p>h. “<i>Independent member of the Board of Directors</i>” is defined in Clause 2, Article 155 of the Law on Enterprises.</p>	<p><u>Amendment to Points d and e, Clause 1, Article 1</u></p> <p>“d. “<i>Business manager</i>” refers to a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the Company’s Charter.”</p> <p>“e. “<i>Business executive</i>” refers to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company’s Charter.”</p>
		<p><u>Repeal of Point h, Clause 1, Article 2</u></p>
		<p><u>Supplements to Points i, j, k to Clause 1, Article 2 – Interpretation of Terms</u></p> <p>“i. “<i>Physical meeting</i>” refers to a form of convening the General Meeting of Shareholders at a specific venue, where shareholders or their authorized representatives participate and vote directly at the location of the General Meeting;</p> <p>j. “<i>Online meeting</i>” means a form of convening the General Meeting of Shareholders via electronic means and through the</p>

No	Contents of the Internal Corporate Governance Regulations	Proposed Amendments and Supplements
2	<p><u>Clauses 1, 2, 5 – Article 6: Method of Shareholder Registration for Attending the General Meeting of Shareholders</u></p> <p>1. Before the opening of the General Meeting, the Company must carry out shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration.</p> <p>2. Upon shareholder registration, the Company shall issue to each shareholder or authorized representative a voting card, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights. During the voting process at the General Meeting, ballots in favor of a resolution are collected first, followed by those against. The total number of votes in favor, against, abstentions, or invalid votes for each issue shall be announced by the Chairperson immediately after the vote. The General Meeting shall elect persons responsible for vote counting or supervising the vote count upon the Chairperson's</p>	<p>internet or other platforms that allow shareholders in different locations to participate, discuss, and vote electronically or by other methods as prescribed by the Company. The location of the Chairperson shall be considered the principal venue of the General Meeting;</p> <p>k. “<i>Electronic voting</i>” refers to the act of shareholders or their authorized representatives casting votes through the Company’s electronic voting system or a third party designated by the Company.”</p> <p><u>Amendment to Clauses 1, 2, 5, Article 6 – Method of Shareholder Registration for Attending the General Meeting of Shareholders</u></p> <p>“1. Prior to the opening of the General Meeting: For physical meetings, the Company must carry out shareholder registration procedures and continue registration until all attending shareholders entitled to participate have completed registration. For online meetings, shareholders must register by successfully logging into the online system.</p> <p>2. Upon shareholder registration: For physical meetings, the Company shall issue each shareholder or their authorized representative a voting card, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights. The General Meeting shall discuss and vote on each item on the agenda. Voting shall be conducted by selecting “agree,” “disagree,” or “no opinion.” Ballots in favor of a resolution shall be collected</p>



No	Contents of the Internal Corporate Governance Regulations	Proposed Amendments and Supplements
	<p>recommendation. The number of members in the vote-counting committee shall be decided by the General Meeting based on the Chairperson's proposal.</p> <p>5. Shareholders or their authorized representatives who arrive after the General Meeting has started may register immediately and shall have the right to participate and vote thereafter. The Chairperson shall not be required to pause the General Meeting to allow latecomers to register, and the validity of previously adopted resolutions shall remain unaffected.</p>	<p>first, followed by those against, then the total number of votes shall be counted to determine the outcome. For online meetings, shareholders or their authorized representatives shall vote via the electronic voting system.</p> <p>The General Meeting shall elect vote counters or vote counting supervisors upon the Chairperson's recommendation. The number of vote-counting members shall be decided by the General Meeting based on the Chairperson's proposal.</p> <p>5. Shareholders or authorized representatives arriving at a physical meeting or logging into the online system after the General Meeting has started may register immediately and shall have the right to participate and vote upon registration. The Chairperson shall not be required to pause the General Meeting to allow latecomers to register, and the validity of previously adopted resolutions shall remain unaffected.</p>
3	<p><u>Clauses 2, 3 – Article 13: Standards for Members of the Board of Directors</u></p> <p>2. Independent members of the Board of Directors must satisfy the standards and conditions set out in Clause 1 of this Article and the following additional requirements:</p> <p>a. Not currently working for the Company, the parent company, or any subsidiary of the Company, and must not have worked for such entities for at least the past three (03) consecutive years;</p>	<p><u>Repeal of Clauses 2, 3, Article 13 – Standards for Members of the Board of Directors</u></p>

No	Contents of the Internal Corporate Governance Regulations	Proposed Amendments and Supplements
	<p>b. Not currently receiving salary or remuneration from the Company, except for allowances that Board members are entitled to under regulations;</p> <p>c. Must not have a spouse, biological/adoptive parent, biological/adoptive child, or biological sibling who is a major shareholder or a manager of the Company or its subsidiaries;</p> <p>d. Must not directly or indirectly own at least 1% of the total voting shares of the Company;</p> <p>e. Must not have been a member of the Board of Directors or Supervisory Board of the Company for at least the past five (05) consecutive years, unless appointed continuously for two consecutive terms;</p> <p>f. Other standards and conditions as stipulated in the Company's Charter.</p> <p>3. An independent member of the Board of Directors must notify the Board if they no longer meet the conditions specified in Clause 2 of this Article and shall automatically cease to be an independent member from the date those conditions are no longer satisfied. The Board of Directors must report this matter at the nearest General Meeting of Shareholders or convene a General Meeting to elect a replacement within six (06) months from the date of receiving the notice from the concerned independent Board member.</p>	





No	Contents of the Internal Corporate Governance Regulations	Proposed Amendments and Supplements
4	<p>Clause 1 – Article 25: Method for Shareholders or Groups of Shareholders to Nominate Candidates for the Position of Supervisory Board Member</p> <p>1. Shareholders have the right to pool their voting rights to jointly nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding: From 10% to under 20% of the total voting shares may nominate one (01) candidate; From 20% to under 30% of the total voting shares may nominate two (02) candidates; From 30% to under 40% of the total voting shares may nominate three (03) candidates; From 40% to under 50% of the total voting shares may nominate four (04) candidates; From 50% to under 60% of the total voting shares may nominate five (05) candidates; From 60% to under 70% of the total voting shares may nominate six (06) candidates; From 70% to under 80% of the total voting shares may nominate seven (07) candidates; From 80% to under 90% of the total voting shares may nominate eight (08) candidates.</p>	<p><u>Amendment to Clause 1, Article 25</u></p> <p>“1. Shareholders have the right to pool their voting rights to jointly nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding: From 10% to under 20% of the total voting shares may nominate one (01) candidate; From 20% to under 30% of the total voting shares may nominate two (02) candidates; From 30% to under 40% of the total voting shares may nominate three (03) candidates; From 40% to under 50% of the total voting shares may nominate four (04) candidates; From 50% to under 60% of the total voting shares may nominate five (05) candidates.”</p>
5		<p><u>In Point c, Clause 2, Article 19, the phrase “independent member of the Board of Directors” shall be removed.</u></p>



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

Phone: (+84) 269 2222283

Fax: (+84) 269 2222218

Website: [www.haagrico.com](http://www.haagrico.com)

## PROPOSAL NO. 02

### Approval of the Supervisory Board's Report for 2024

To: General Meeting of Shareholders

Hoang Anh Gia Lai Agricultural Joint Stock Company

The Supervisory Board of Hoang Anh Gia Lai Agricultural Joint Stock Company (“Company”) respectfully submits to the General Meeting of Shareholders (“General Meeting”) for review and approval the Supervisory Board’s Report for 2024, which will be presented at the General Meeting and is included in the 2024 Annual Report.

*Ho Chi Minh City, April ..., 2025*

**ON BEHALF OF  
THE SUPERVISORY BOARD  
HEAD OF THE BOARD**

*(Signed)*

**BUI MINH KHOA**



**HAGL Agrico**

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

Phone: (+84) 269 2222283

Fax: (+84) 269 222218

Website: [www.haagrigo.com](http://www.haagrigo.com)

DRAFT

### PROPOSAL NO. 03

#### About: Election of Members of the Board of Directors and Supervisory Board for the 2025–2030 Term

To: **The General Meeting of Shareholders  
Hoang Anh Gia Lai Agricultural Joint Stock Company**

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its guiding documents (“**Law on Enterprises 2020**”);*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its guiding documents (“**Law on Securities**”);*
- *Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020, detailing the implementation of a number of articles of the Law on Securities (“**Decree 155**”);*
- *The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”).*

The Board of Directors (“**BOD**”) of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”) submits to the 2025 Annual General Meeting of Shareholders (“**General Meeting**”) for consideration and approval the election of members to the Board of Directors and the Supervisory Board (“**SB**”) for the 2025–2030 term as follows:

#### **I. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2025–2030 TERM**

The term of the current BOD members (2020–2025) has come to an end. According to the Law on Enterprises 2020, Decree 155, and the amended Company’s Charter, the number of BOD members shall be at least 03 (*three*) and no more than 11 (*eleven*), and at least one-third (1/3) of the total members must be non-executive members. It is proposed that the General Meeting *elect 04 members of the BOD for the 2025–2030 term.*

The list of nominees/candidates for the BOD as of the date of the General Meeting, as submitted under the Notice of Nomination and Candidacy for the BOD 2025–2030 term, is as follows:

1. Mr./Ms.....nominated/self-nominated by shareholder/shareholder group;
2. Mr./Ms. ....nominated/self-nominated by shareholder/shareholder group;
3. Mr./Ms. ....nominated/self-nominated by shareholder/shareholder group;
4. Mr./Ms. ....nominated/self-nominated by shareholder/shareholder group.

## **II. ELECTION OF MEMBERS OF THE SUPERVISORY BOARD FOR THE 2025–2030 TERM**

The term of the current members of the Supervisory Board (2020–2025) has also ended. According to the Company’s Charter, the Supervisory Board must consist of 03 (three) to 05 (five) members. It is proposed that the General Meeting *elect 03 members of the Supervisory Board for the 2025–2030 term.*

The list of nominees/candidates for the Supervisory Board as of the date of the General Meeting, as submitted under the Notice of Nomination and Candidacy for the SB 2025–2030 term, is as follows:

1. Mr./Ms. .... nominated/self-nominated by shareholder/shareholder group;
2. Mr./Ms. ....nominated/self-nominated by shareholder/shareholder group;
3. Mr./Ms. ....nominated/self-nominated by shareholder/shareholder group.

The Board of Directors submits this list of candidates for approval by the General Meeting and requests that the election be conducted in accordance with the Election Regulations for BOD and SB members for the 2025–2030 term, attached in the General Meeting documents.

*Ho Chi Minh City, ... .., 2025*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**TRAN BA DUONG**



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

Tel: (+84) 269 2222283 Fax: (+84) 269 2222218

Website: [www.haagrico.com](http://www.haagrico.com)

## ELECTION BALLOT

AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS ("GMS")

HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

Full name of shareholder: .....

Shareholder code: .....

Total number of shares owned and/or authorized: ..... **shares**

After reviewing the proposals submitted by the Board of Directors ("BOD"), I hereby cast my vote on the following matters:

**Matter 1: Approval of the 2024 Business Performance Report by the General Director**

Agree  Disagree  Abstain

**Matter 2: Approval of the 2025 Business and Investment Plan**

Agree  Disagree  Abstain

**Matter 3: Approval of the 2025 Profit Distribution Plan, and Remuneration for the BOD, Supervisory Board, and Secretariat**

Agree  Disagree  Abstain

**Matter 4: Approval of the Audited 2024 Financial Statements**

Agree  Disagree  Abstain

**Matter 5: Approval of the 2024 Report of the BOD**

Agree  Disagree  Abstain

**Matter 6: Approval of the Selection of the Auditing Firm for the 2025 Financial Statements**

Agree  Disagree  Abstain

**Matter 7: Approval of Transactions between the Company and Related Parties**

Agree  Disagree  Abstain

**Matter 8: Approval of Amendments and Supplements to the Company's Charter**

Agree  Disagree  Abstain

**Matter 9: Approval of Amendments and Supplements to the BOD's Operating Regulations**

Agree  Disagree  Abstain

**Matter 10: Approval of Amendments and Supplements to the Company's Internal Corporate Governance Regulations**

Agree  Disagree  Abstain

**Matter 11: Approval of the 2024 Report of the Supervisory Board**

Agree  Disagree  Abstain

**Matter 12: Approval of the Authorization for the BOD to Implement the Resolutions Approved at the  
GMS**

Agree  Disagree  Abstain

Ho Chi Minh City, April ..., '2025

**Shareholder/Authorized Representative**

*(Full name & signature)*

.....

**Note:**

- Shareholders mark "X" in the box corresponding to voting choice for each matter;
- This ballot is only valid for use at the 2025 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company held on April 25, 2025.

**Note:** This document may be amended and supplemented as appropriate and presented to the GMS for consideration.



Address: 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province  
Tel: (+84) 269 2222283 Fax: (+84) 269 2222218  
Website: www.haagrico.com

## NOTICE

### *About: Nomination and Candidacy for Members of the Board of Directors and the Supervisory Board for the term 2025 – 2030*

#### **To: Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company**

Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”) will hold the 2025 Annual General Meeting of Shareholders (“**GMS**”) at 08:00 a.m. on April 25, 2025.

On the basis of:

- Article 276 of Decree No. 155/2020/NĐ-CP on the number of members of the Board of Directors (“**BOD**”): *“A public company must have at least 03 and no more than 11 members on its Board of Directors. At least one-third (1/3) of the total number of BOD members must be non-executive members”*;
- Article 254 of the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 (“**Enterprise Law 2020**”): *“The term of office of a BOD member shall not exceed 5 years and such member may be re-elected for an unlimited number of terms”*;
- Clause 1, Article 36 of the Company's Charter regarding the number of Supervisory Board (“**SB**”) members: *“The Supervisory Board must consist of between three (03) and five (05) members”*.

The current term of the Company’s BOD and SB members (2020–2025) has come to an end. Therefore, the BOD respectfully informs shareholders about the nomination and candidacy process for electing new BOD and SB members for the 2025–2030 term at the GMS 2025 as follows:

#### **I. Number of BOD and SB Members for the 2025–2030 term**

##### **1. Number of BOD members for the 2025–2030 term**

GMS 2025 will elect 04 BOD members for the 2025–2030 term, ensuring that at least one-third (1/3) of the total members are non-executive.

##### **2. Number of SB members for the 2025–2030 term**

GMS 2025 will elect 03 SB members for the 2025–2030 term.

#### **II. Regulations on Nomination and Candidacy for BOD and SB Members**

Pursuant to the Enterprise Law 2020 and the current Company's Charter, the nomination and candidacy process must comply with the following requirements:

##### **1. Nomination and Candidacy for BOD Members**

###### **1.1 Qualifications and Eligibility:**

According to the Enterprise Law 2020 and the Company’s Charter, BOD members must:

- Not fall under any restrictions from establishing or managing an enterprise in Vietnam under the Enterprise Law;



- Possess professional qualifications and experience in business management or the Company's business sector and not necessarily be shareholders of the Company, unless otherwise provided in the Company's Charter;
- Be allowed to concurrently serve as BOD members of other companies;
- Fulfill other requirements under applicable laws and the Company's Charter.

## **1.2 Nomination Rights for BOD Candidates:**

According to Clause 5, Article 115 of the Enterprise Law 2020 and Clause 4, Article 23 of the Company's Charter: *"Shareholders or groups holding from 10% to under 20% of total voting shares may nominate 01 candidate; From 20% to under 30%: up to 02 candidates; From 30% to under 40%: up to 03 candidates; From 40% to under 50%: up to 04 candidates; From 50% to under 60%: up to 05 candidates; From 60% to under 70%: up to 06 candidates; From 70% to 80%: up to 07 candidates; From 80% to under 90%: up to 08 candidates."*

## **2. Nomination and Candidacy for SB Members**

### **2.1 Qualifications and Eligibility:**

According to the provisions of the Enterprise Law 2020, SB members must:

- Not fall under any restrictions from establishing or managing an enterprise in Vietnam according to the provisions of the Enterprise Law 2020;
- Have education in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other fields relevant to the Company's business;
- Not be relatives of BOD members, the General Director/Director, or other key managers;
- Not hold management positions in the Company; Not necessarily be shareholders or employees of the Company;
- Not be relatives of managers at the Company or its parent company, or be representatives of company capital.
- Not work in the Company's accounting or finance departments;
- Not be members or employees of the independent audit firm auditing the Company's financial statements within the past 3 consecutive years;
- The Head of the Supervisory Board must be a certified auditor or accountant and work full-time at the Company;
- Meet all other conditions required by law and the Company's Charter.

### **2.2 Nomination Rights for SB Candidates**

According to Clause 5, Article 115 of the Enterprise Law 2020 and Clause 2, Article 35 of the amended Charter: *"Shareholders or groups holding from 10% to under 20% may nominate up to 01 candidate; From 20% to under 30%: up to 02 candidates; From 30% to under 40%: up to 03 candidates; From 40% to under 50%: up to 04 candidates; From 50% to under 60%: up to 05 candidates"*.

## **3. Nomination and Candidacy Information**

### **3.1 Application Submission:**

Based on the contents of this Notice, shareholders or qualified shareholder groups wishing to nominate or self-nominate candidates for election to the BOD and SB at GMS



2025 are kindly requested to submit nomination/candidacy dossiers (using the attached forms) to the following address:

**HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

- Address: 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province
- Tel: (+84) 269 2222283 Fax: (+84) 269 2222218
- Email: [haglagrico@thagrico.vn](mailto:haglagrico@thagrico.vn)
- Deadline: before 03:00 pm on April 24, 2025.

**3.2 Required Documents:**

The nomination/candidacy dossier must include:

1. *Nomination/Candidacy Application Form (attached to GMS documents);*
2. *Profile completed by the candidate (as per the attached form);*
3. *Valid copies of the Citizen Identification Card/Passport;*
4. *Valid copies of degrees and certificates verifying the candidate's educational/professional qualifications;*
5. *Shareholding confirmation as of the shareholder list record date, or equivalent document issued by the securities company holding the depository account, or by the Vietnam Securities Depository and Clearing Corporation (VSDCC), applicable to the nominee or nominating group.*

If the Company does not receive valid nomination/candidacy documents by the above deadline, the BOD shall consider and nominate eligible individuals for election at GMS 2025 for the 2025–2030 term.

*Gia Lai, April 4, 2025*

**ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN**

*(signed)*

**TRAN BA DUONG**







Issued together with the Notice of Nomination and Candidacy for the Board of Directors and the Supervisory Board for the 2025–2030 Term

**HAGL Agrico**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., April ..., 2025

**APPLICATION FOR CANDIDACY**

**AS A MEMBER OF THE BOARD OF DIRECTORS FOR THE TERM 2025 – 2030**  
**HOÀNG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

**To: General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company**

Full name: .....

Nationality: .....

Date of birth: .....Place of birth: .....

Permanent address: .....

ID/Passport No: ..... Date of issue: ..... At: .....

Educational level: .....

Professional qualification: .....

Number of shares owned as of the closing date of the shareholder list on March 26, 2025 is: ..... shares, corresponding to: ..... % of charter capital of Hoang Anh Gia Lai Agricultural Joint Stock Company ("**Company**")

Pursuant to the provisions of the Enterprise Law and the Company Charter, I hereby apply for the position of member of the Board of Directors ("**BOD**") of the Company.

I hereby certify that I have sufficient qualifications/standards to apply for the position of member of the BOD according to the provisions of the Company Charter and the Notice on nomination and candidacy for BOD members for the term 2025 – 2030 of the Company.

I hereby undertake to take responsibility for the accuracy and truthfulness of the contents of the attached documents, and at the same time undertake to fully comply with the provisions of the Company's Charter and the Notice of nomination and candidacy for members of the Board of Directors dated .../.../2025 of the Company.

Best regards!

**CANDIDATE**  
*(Full name & signature)*

**Attached documents:**

1. Profile completed by the candidate (as per the prescribed form).
2. Valid copies of the Identification Card/Passport.
3. Valid copies of diplomas or certificates verifying the candidate's educational and professional qualifications.
4. A shareholding confirmation certificate as of the record date for the list of shareholders, or an equivalent document issued by the Vietnam Securities Depository and Clearing Corporation/Securities Company where the candidate's depository account is opened.



Issued together with the Notice of Nomination and Candidacy for the Board of Directors and the Supervisory Board for the 2025–2030 Term

**HAGL Agrico**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., April ..., 2025

**APPLICATION FOR CANDIDACY**  
**AS A MEMBER OF THE BOARD OF DIRECTORS FOR THE TERM 2025 – 2030**  
**HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

**To: General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company**

I/We are the group of shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company (“Company”) including:

No	Full name of Shareholder	ID /Passport number, date of issue, place of issue	Number of shares owned (*)	Ownership Ratio	Signature

(\*) Number of shares as of the closing date of the list on March 26, 2025

Based on the provisions of the Enterprise Law 2020 and the Company Charter, we nominate:

Mr/Mrs : .....

Date of birth : ..... Place of birth: .....

Permanent address: .....

ID/Passport No: ..... Date of issue: ..... At:.....

Educational level: .....

Professional qualification: .....

I/We guarantee that Mr./Ms. .... has sufficient qualifications and standards to run for the position of member of the Board of Directors (“BOD”) according to the provisions of the Company’s Charter and the Notice on nomination and candidacy for the Board of Directors for the term 2025 – 2030 dated .../.../2025 of the Company.

I/We hereby undertake full responsibility for the accuracy and truthfulness of the information provided in this document and the enclosed application dossier, and commit to fully complying with the provisions of the Company’s Charter and the Notice on the Nomination and Candidacy for the Board of Directors for the 2025–2030 term dated .../.../2025 issued by the Company.

Sincerely!

**Nominator/Representative of the Nominating Group**  
*(Full name & signature)*

**Attached documents:**

1. Profile completed by the nominee (as per the prescribed form).
2. Valid authorization letter (in case a shareholder authorizes another person to make the nomination).
3. Valid copy of the Citizen Identification Card/Passport.
4. Valid copies of diplomas or certificates verifying the nominee’s educational and professional qualifications.
5. A shareholding confirmation certificate as of the record date for the list of shareholders, or an equivalent document issued by the Vietnam Securities Depository and Clearing Corporation/Securities company where the depository account of the nominating shareholder/group of shareholders is opened.



Issued together with the Notice of Nomination and Candidacy for the Board of Directors and the Supervisory Board for the 2025-2030 Term

**HAGL Agrico**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., April ..., 2025

**APPLICATION FOR CANDIDACY**

**AS A MEMBER OF THE SUPERVISORY BOARD FOR THE TERM 2025 - 2030**  
**HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

**To: General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company**

Full name: .....

Nationality: .....

Date of birth: ..... Place of birth: .....

Permanent address: .....

ID/Passport No: ..... Date of issue:..... At.....

Educational level:.....

Professional qualification: .....

Number of shares owned as of the closing date of the shareholder list on March 26, 2025 is: ..... shares, corresponding to: ..... % of charter capital of Hoang Anh Gia Lai Agricultural Joint Stock Company ("**Company**")

Pursuant to the provisions of the Enterprise Law and the Company Charter, I hereby apply for the position of member of the Supervisory Board ("**SB**") of the Company.

I hereby certify that I have sufficient qualifications/standards to apply for the position of member of the SB according to the provisions of the Company Charter and the Notice on nomination and candidacy for SB members for the term 2025 – 2030 of the Company.

I hereby undertake to take responsibility for the accuracy and truthfulness of the contents of the attached documents, and at the same time undertake to fully comply with the provisions of the Company's Charter and the Notice of nomination and candidacy for members of the Supervisory Board dated .../.../2025 of the Company.

Best regards!

**CANDIDATE**  
(Full name & signature)

**Attached documents:**

1. Profile completed by the candidate (as per the prescribed form).
2. Valid copies of the Citizen Identification Card/Passport.
3. Valid copies of diplomas or certificates verifying the candidate's educational and professional qualifications.
4. A shareholding confirmation certificate as of the record date for the list of shareholders, or an equivalent document issued by the Vietnam Securities Depository and Clearing Corporation/Securities Company where the candidate's depository account is opened.



Issued together with the Notice of Nomination and Candidacy for the Board of Directors and the Supervisory Board for the 2025–2030 Term

**HAGL Agrico**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., April ..., 2025

**APPLICATION FOR CANDIDACY**  
**AS A MEMBER OF THE SUPERVISORY BOARD FOR THE TERM 2025 – 2030**  
**HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

**To: General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company**

I/We are the group of shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company (“Company”) including:

No	Full name of Shareholder	ID /Passport number, date of issue, place of issue	Number of shares owned (*)	Ownership Ratio	Signature

(\*) Number of shares as of the closing date of the list on March 26, 2025

Based on the provisions of the Enterprise Law 2020 and the Company’s Charter, we nominate:

Mr/Mrs: .....  
Date of birth: ..... Place of birth: .....  
Permanent address : .....  
ID/Passport No: ..... Date of issue: ..... At: .....  
Educational level: .....  
Professional qualification: .....

I/We guarantee that Mr./Ms. .... has sufficient qualifications and standards to run for the position of member of the Supervisory Board (“SB”) according to the provisions of the Company’s Charter and the Notice on nomination and candidacy for the Supervisory Board for the term 2025 – 2030 dated .../.../2025 of the Company.

I/We hereby undertake full responsibility for the accuracy and truthfulness of the information provided in this document and the enclosed application dossier, and commit to fully complying with the provisions of the Company’s Charter and the Notice on the Nomination and Candidacy for the Supervisory Board for the 2025–2030 term dated .../.../2025 issued by the Company.

Sincerely !

**Nominator/Representative of the Nominating Group**

*(Full name & signature)*

**Attached documents:**

1. Profile completed by the nominee (as per the prescribed form).
2. Valid authorization letter (in case a shareholder authorizes another person to make the nomination).
3. Valid copy of the Citizen Identification Card/Passport.
4. Valid copies of diplomas or certificates verifying the nominee’s educational and professional qualifications.
5. A shareholding confirmation certificate as of the record date for the list of shareholders, or an equivalent document issued by the Vietnam Securities Depository and Clearing Corporation/Securities company where the depository account of the nominating shareholder/group of shareholders is opened



**HAGL Agrico**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., April ..., 2025



**PROFILE OF CANDIDATE OF BOARD OF DIRECTORS**  
**FOR THE TERM 2025 - 2030**  
**HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

Full name (in capital letters): .....

Gender (Male/Female): ..... Date of birth: .....

Place of birth: ..... Nationality: .....

ID/Passport No: ..... Date of issue: ..... Place of issue: .....

Permanent address: .....

Current residence: .....

Phone number: .....

Education level: .....

Professional qualification: .....

Working experience (summarize previous companies, positions, and roles): .....

Current company: .....

Current position: .....

Other positions held in other organizations: .....

Number of shares held: .....

Total number of shares held by the nominating shareholder/group: .....

Percentage of shareholding related to related persons: .....

Legal violations (if any): .....

Debts to the company (if any): .....

Conflicts of interest with the company: .....

I hereby declare that all the information provided above is true and accurate. I shall take full legal responsibility for any false declarations.

**CANDIDATE**

*(Full name & signature)*



**HAGL Agrico**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., April ..., 2025



**PROFILE OF CANDIDATE OF THE SUPERVISORY BOARD  
FOR THE TERM 2025 - 2030  
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

Full name (in capital letters): .....

Gender (Male/Female): ..... Date of birth: .....

Place of birth: ..... Nationality: .....

ID/Passport No: ..... Date of issue: ..... Place of issue: .....

Permanent address: .....

Current residence: .....

Phone number: .....

Education level: .....

Professional qualification: .....

Working experience (summarize previous companies, positions, and roles): .....

Current company: .....

Current position: .....

Other positions held in other organizations: .....

Number of shares held: .....

Total number of shares held by the nominating shareholder/group: .....

Percentage of shareholding related to related persons: .....

Legal violations (if any): .....

Debts to the company (if any): .....

Conflicts of interest with the company: .....

I hereby declare that all the information provided above is true and accurate. I shall take full legal responsibility for any false declarations.

**CANDIDATE**

*(Full name & signature)*





SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

## REGULATION

### ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD FOR TERM 2025 - 2030 AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly on June 17, 2020 and its guidance documents (“Law on Enterprises 2020”);*
- *The Law on Securities No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019 and its guidance documents (“Law on Securities 2019”);*
- *The Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities (“Decree 155”);*
- *The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“Company”);*
- *The Resolution of the Board of Directors dated March 5, 2025 on the final registration date for preparing the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders.*

#### **ARTICLE 1: General principles**

- The election of members of the Board of Directors (“**BOD**”) and members of the Supervisory Board (“**SB**”) must comply with legal regulations and the Company’s Charter.
- Voting method: ballot using the cumulative voting method.
- The voting results are calculated based on the number of voting shares held by shareholders attending in person or authorized representative of shareholders at the 2025 Annual General Meeting of Shareholders.
- Shareholders/Authorized representative of shareholders attending the meeting may only use the election ballots issued by the Organizing Committee of the 2025 Annual General Meeting of Shareholders (“**GMS**”) and chopped the Company’s seal at the upper left corner.
- Members of the vote-counting committee must be approved by the GMS and must not be among the nominees or candidates.
- The process must ensure transparency, democracy, and respect for the legal rights of all Shareholders.

#### **ARTICLE 2: Entities applying the election rights at GMS**

Shareholders holding voting shares and authorized representatives of shareholders holding voting shares (*based on the list of shareholders finalized on March 26,*



2025, provided by the Vietnam Securities Depository and Clearing Corporation – Ho Chi Minh City Branch) who attend the General Meeting in person.

**ARTICLE 3: The number of members of the Board of Directors (“BOD”) and members of the Supervisory Board (“SB) for election of 2025 – 2030 term**

The number of members of BOD elected: 04 (four) members.

The number of members of SB elected: 03 (three) members.

**ARTICLE 4: Criteria of members of BOD and members of SB**

**1. Members of BOD**

- Not being banned from enterprise establishment and management under the Law on Enterprises 2020;
- Having professional qualifications and experience in business administration or in the Company's business sector, and is not necessarily required to be a shareholder of the company;
- A member of the Company's BOD may concurrently serve as a board member in no more than 05 other companies;
- Meeting other standards and conditions as stipulated by laws and the Company's Charter.

**2. Members of SB**

- Not being banned from enterprise establishment and management under the Law on Enterprises 2020;
- The major is economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation;
- Not being a relative of any of enterprise managers of the Company and the Parent Company; capital representatives of the Company;
- Not being a manager of the Company; being not necessarily required to be a shareholder or an employee of the company;
- Members of SB are required not to work at the accounting or finance department of the Company.
- Not being a member or an employee of the independent auditing firm that audited the Company's financial statements in the past three consecutive years.
- Head of SB must be an auditor or a professional accountant and must work full-time at the Company.
- Other Criteria and conditions as stipulated by applicable laws and the Company's Charter

**ARTICLE 5: The election papers of members of BOD and members of SB**

**1. The election paper**

- The ballots are uniformly printed according to a standard template, with the total number of shares owned pre-printed based on the shareholder's attendance code.

- Each shareholder or authorized representative will receive 02 (two) ballots: 01 (one) for electing BOD members and 01 (one) for electing SB members, based on their shareholder attendance code at GMS.
- In case of the election paper torned, erased, scratched or corrected, Shareholders may request to have a new election paper and return the invalid one to the Board of Election for on-the-spot cancellation.
- Shareholders or authorized representatives must manually enter the corresponding number of votes for each candidate, sign and write full name.

## **2. The invalid election paper**

- Not being the official template issued by the GMS Organizing Committee for each shareholder or authorized representative.
- Not being sealed by the Company.
- The total number of election papers allocated to nominees exceeds the total number of ones the shareholders or authorized representatives attend to vote.
- The election paper containing names not included in the list of nominees and candidates approved by GMS, or has been crossed out, erased, altered, or corrected.
- The number of elected members exceeds 04 (four) of BOD members and 03 (three) of SB members.
- Having no signature and full name of Shareholder/authorized representative.
- Not voting for any nominees.



## **ARTICLE 6: Election method (cumulative voting method)**

1. Each shareholder or authorized representative attending the meeting will be issued one ballot for electing BOD members and one ballot for electing SB members.
2. The vote for members of BOD and members of SB shall be made by cumulative voting method. Accordingly, each shareholder or authorized representative has a total number of votes equivalent to the total number of shares owned (or represented) multiplied by the number of members to be elected for the BOD (04 members) or the SB (03 members).
3. Shareholders or authorized representatives attending the meeting must specify the number of votes cast for each candidate.
4. Shareholders have the right to allocate their total voting shares among multiple candidates, either equally or unequally, or concentrate all their votes on a single candidate.
5. Shareholders must fill in their election papers with the following informations: the number of votes assigned to each candidate they support, ensuring that the total number of votes to be equal to **(not to exceed)** their total voting shares.

## **ARTICLE 7: Board of vote counting, voting and counting principles**

### **1. Board of vote counting**

- The Vote Counting Board is nominated by the Chair and approved by the GMS.

- The Vote Counting Board is responsible for:
  - + Introducing and distributing ballots, as well as providing guidance and addressing any questions during the voting process.
  - + Conducting the vote counting process and overseeing the entire GMS.
  - + Ensuring that vote counting, record-keeping, and result announcements are honest, accurate, and accountable.
- Members of the Vote Counting Board must not be included in the list of nominees and candidates.
- The Board of Vote Counting has the right to establish a supporting team to assist in fulfilling its duties. For this GMS, the supporting team consists of 06 (six) members.

## **2. Voting and counting principles**

- Before the voting begins, the Vote Counting Board shall inspect the ballot box in the presence of the shareholders.
- Voting will commence once the Organizing Committee has completed the distribution of ballots and will conclude when the last shareholder has cast their vote into the ballot box. Immediately afterward, the Vote Counting Board shall seal the ballot box in the presence of the shareholders.
- The vote counting process must begin immediately after voting concludes.
- The vote counting results shall be documented in writing and announced by the Head of the Vote Counting Board at GMS.

### **ARTICLE 8: Method for determining members of BOD and members of SB elected**

1. The voting to elect members of BOD and members of SB shall be conducted to use the cumulative voting method. Accordingly, each shareholder has a total number of votes equivalent to the number of shares owned multiplied by the number of members elected for the BOD or the SB. Shareholders may allocate all their votes to one or multiple candidates. Elected members are determined based on the highest number of votes, starting from the candidate with the highest votes until the required number of members is filled.
2. In the case that 02 (two) or more candidates receive the same number of votes for the final available position, the GMS shall conduct a re-election among those candidates to select the one with the highest number of votes.

### **ARTICLE 9: Preparation and disclosure the result of voting**

- After the vote counting process, the vote counting Board must prepare a vote counting record.
- The vote counting record must include the following details:
  - + Time and location of the record preparation;
  - + Members of the Vote Counting Board;
  - + Purpose and content of the voting process;

- + Total number of shareholders and authorized representatives attending the meeting;
- + Total number of voting ballots cast, distinguishing between valid and invalid ballots.
- + Election results (the number of votes detailed for each candidate for BOD and SB);
- + Signatures of all members of the Vote Counting Board.
- The full text of the Vote Counting Record must be disclosed before the closure of the GMS and included in the GMS Resolution.

**ARTICLE 10: Other regulations**

1. Complaints regarding the election and vote counting process shall be resolved by the Chair of the meeting and recorded in the minutes of the GMS.
2. This Regulation consists of 10 (ten) Articles and shall be publicly read and approved by voting at the GMS.

*Ho Chi Minh City, April ..... 2025*

**ON BEHALF OF  
THE ANNUAL GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN**

**TRAN BA DUONG**





**HAGL Agrico**

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

Telephone: (+84) 269 2222 283

Website: www.haagrico.com

### ELECTION BALLOT

#### MEMBERS OF THE SUPERVISORY BOARD (“SB”) FOR TERM 2025 - 2030 AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Full name of Shareholder:.....

Code of Shareholder: .....

Total number of shares owned and/or authorized:.....Shares

Number of votes for electing members of the Supervisory Board (\*):.....Ballots

No	Name of Candidates	Number of Votes Allocated
1		
2		
3		
	<b>Total</b>	

Ho Chi Minh City, April ..., 2025

**Shareholder/Authorized Representative**

(Full name & signature)

(\*) According to Clause 3 Article 148 of the Law on Enterprises and clause 4 Article 19 of the Company Charter: “The voting for the election of members of the Board of Directors and the Supervisory Board must be conducted by **the cumulative voting method**, whereby each shareholder has a total number of votes equal to the number of shares they own **multiplied** by the number of members to be elected to the Board of Directors or the Supervisory Board, and Shareholders have the right to allocate all of votes to one or several candidates”. Therefore:

- The number of SB members elected at the 2025 annual General Meeting of Shareholders is 03 (three) members.  
Example: Shareholder A owns 100 shares, so the number of votes for electing members of the Supervisory Board is:  $100 \times 03 = 300$  votes.

Each shareholder selects candidates by allocating their votes to the candidates of their choice, ensuring that the total number of votes allocated does not exceed their total number of votes. A shareholder may allocate all votes to one candidate or distribute among several candidates.

.....



DRAFT

## REGULATION

### ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD FOR TERM 2025 - 2030 AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 promulgated by the National Assembly on June 17, 2020 and its guidance documents (“**Law on Enterprises 2020**”);*
- *The Law on Securities No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019 and its guidance documents (“**Law on Securities 2019**”);*
- *The Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities (“**Decree 155**”);*
- *The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”);*
- *The Resolution of the Board of Directors dated March 5, 2025 on the final registration date for preparing the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders.*

#### **ARTICLE 1: General principles**

- The election of members of the Board of Directors (“**BOD**”) and members of the Supervisory Board (“**SB**”) must comply with legal regulations and the Company’s Charter.
- Voting method: ballot using the cumulative voting method.
- The voting results are calculated based on the number of voting shares held by shareholders attending in person or authorized representative of shareholders at the 2025 Annual General Meeting of Shareholders.
- Shareholders/Authorized representative of shareholders attending the meeting may only use the election ballots issued by the Organizing Committee of the 2025 Annual General Meeting of Shareholders (“**GMS**”) and chopped the Company’s seal at the upper left corner.
- Members of the vote-counting committee must be approved by the GMS and must not be among the nominees or candidates.
- The process must ensure transparency, democracy, and respect for the legal rights of all Shareholders.

#### **ARTICLE 2: Entities applying the election rights at GMS**

Shareholders holding voting shares and authorized representatives of shareholders holding voting shares (*based on the list of shareholders finalized on March 26,*



2025, provided by the Vietnam Securities Depository and Clearing Corporation – Ho Chi Minh City Branch) who attend the General Meeting in person.

**ARTICLE 3: The number of members of the Board of Directors (“BOD”) and members of the Supervisory Board (“SB) for election of 2025 – 2030 term**

The number of members of BOD elected: 04 (four) members.

The number of members of SB elected: 03 (three) members.

**ARTICLE 4: Criteria of members of BOD and members of SB**

**1. Members of BOD**

- Not being banned from enterprise establishment and management under the Law on Enterprises 2020;
- Having professional qualifications and experience in business administration or in the Company's business sector, and is not necessarily required to be a shareholder of the company;
- A member of the Company's BOD may concurrently serve as a board member in no more than 05 other companies;
- Meeting other standards and conditions as stipulated by laws and the Company's Charter.

**2. Members of SB**

- Not being banned from enterprise establishment and management under the Law on Enterprises 2020;
- The major is economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation;
- Not being a relative of any of enterprise managers of the Company and the Parent Company; capital representatives of the Company;
- Not being a manager of the Company; being not necessarily required to be a shareholder or an employee of the company;
- Members of SB are required not to work at the accounting or finance department of the Company.
- Not being a member or an employee of the independent auditing firm that audited the Company's financial statements in the past three consecutive years.
- Head of SB must be an auditor or a professional accountant and must work full-time at the Company.
- Other Criteria and conditions as stipulated by applicable laws and the Company's Charter

**ARTICLE 5: The election papers of members of BOD and members of SB**

**1. The election paper**

- The ballots are uniformly printed according to a standard template, with the total number of shares owned pre-printed based on the shareholder's attendance code.



- Each shareholder or authorized representative will receive 02 (two) ballots: 01 (one) for electing BOD members and 01 (one) for electing SB members, based on their shareholder attendance code at GMS.
- In case of the election paper torned, erased, scratched or corrected, Shareholders may request to have a new election paper and return the invalid one to the Board of Election for on-the-spot cancellation.
- Shareholders or authorized representatives must manually enter the corresponding number of votes for each candidate, sign and write full name.

## **2. The invalid election paper**

- Not being the official template issued by the GMS Organizing Committee for each shareholder or authorized representative.
- Not being sealed by the Company.
- The total number of election papers allocated to nominees exceeds the total number of ones the shareholders or authorized representatives attend to vote.
- The election paper containing names not included in the list of nominees and candidates approved by GMS, or has been crossed out, erased, altered, or corrected.
- The number of elected members exceeds 04 (four) of BOD members and 03 (three) of SB members.
- Having no signature and full name of Shareholder/authorized representative.
- Not voting for any nominees.



## **ARTICLE 6: Election method (cumulative voting method)**

1. Each shareholder or authorized representative attending the meeting will be issued one ballot for electing BOD members and one ballot for electing SB members.
2. The vote for members of BOD and members of SB shall be made by cumulative voting method. Accordingly, each shareholder or authorized representative has a total number of votes equivalent to the total number of shares owned (or represented) multiplied by the number of members to be elected for the BOD (04 members) or the SB (03 members).
3. Shareholders or authorized representatives attending the meeting must specify the number of votes cast for each candidate.
4. Shareholders have the right to allocate their total voting shares among multiple candidates, either equally or unequally, or concentrate all their votes on a single candidate.
5. Shareholders must fill in their election papers with the following informations: the number of votes assigned to each candidate they support, ensuring that the total number of votes to be equal to (**not to exceed**) their total voting shares.

## **ARTICLE 7: Board of vote counting, voting and counting principles**

### **1. Board of vote counting**

- The Vote Counting Board is nominated by the Chair and approved by the GMS.

- The Vote Counting Board is responsible for:
  - + Introducing and distributing ballots, as well as providing guidance and addressing any questions during the voting process.
  - + Conducting the vote counting process and overseeing the entire GMS.
  - + Ensuring that vote counting, record-keeping, and result announcements are honest, accurate, and accountable.
- Members of the Vote Counting Board must not be included in the list of nominees and candidates.
- The Board of Vote Counting has the right to establish a supporting team to assist in fulfilling its duties. For this GMS, the supporting team consists of 06 (six) members.

## **2. Voting and counting principles**

- Before the voting begins, the Vote Counting Board shall inspect the ballot box in the presence of the shareholders.
- Voting will commence once the Organizing Committee has completed the distribution of ballots and will conclude when the last shareholder has cast their vote into the ballot box. Immediately afterward, the Vote Counting Board shall seal the ballot box in the presence of the shareholders.
- The vote counting process must begin immediately after voting concludes.
- The vote counting results shall be documented in writing and announced by the Head of the Vote Counting Board at GMS.

## **ARTICLE 8: Method for determining members of BOD and members of SB elected**

1. The voting to elect members of BOD and members of SB shall be conducted to use the cumulative voting method. Accordingly, each shareholder has a total number of votes equivalent to the number of shares owned multiplied by the number of members elected for the BOD or the SB. Shareholders may allocate all their votes to one or multiple candidates. Elected members are determined based on the highest number of votes, starting from the candidate with the highest votes until the required number of members is filled.
2. In the case that 02 (two) or more candidates receive the same number of votes for the final available position, the GMS shall conduct a re-election among those candidates to select the one with the highest number of votes.

## **ARTICLE 9: Preparation and disclosure the result of voting**

- After the vote counting process, the vote counting Board must prepare a vote counting record.
- The vote counting record must include the following details:
  - + Time and location of the record preparation;
  - + Members of the Vote Counting Board;
  - + Purpose and content of the voting process;



**HAGL Agrico**

No. .../25/NQ-ĐHĐCĐ/HAGL Agrico

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Ho Chi Minh City, April ..... 2025*

**DRAFT**

## **RESOLUTION**

### **THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

#### **GENERAL MEETING OF SHAREHOLDERS**

#### **HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the current Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**Company**”) adopted on June 4, 2021;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders (“**GMS 2025**”) of Hoang Anh Gia Lai Agricultural Joint Stock Company, No. ..../25/BBH-ĐHĐCĐ/HAGL Agrico, dated .../.../2025.

#### **RESOLUTION:**

- Article 1. Approval of the report on the business and production performance in 2024 of the Board of Management**
- Article 2. Approval of investment and business plan for 2025**
- Article 3. Approval of profit distribution plan and remuneration allocation for 2025 to the Board of Directors, the Supervisory Board, and Secretariat**
- Article 4. Approval of the audited 2024 financial statements**
- Article 5. Approval of the Board of Directors report for 2024**
- Article 6. Approval of the selection of an auditing firm for the 2025 Financial Statements**
- Article 7. Approval of the transactions between the Company and related parties**
- Article 8. Approval of amendments and supplements to the Company’s Charter**
- Article 9. Approval of amendments and supplements to Regulation on the Board of Directors operations**
- Article 10. Approval of amendments and supplements to Regulation on the internal corporate governance**
- Article 11. Approval of the Supervisory Board report for 2024**

**Article 12. Approval of Board of Directors members for the 2025 - 2030 term**

**Article 13. Approval of the Supervisory Board members for the 2025 - 2030 term**

**Article 14. Approval of the authorization for the Board of Directors to implement the matters approved by the 2025 GMS**

**Article 15. Implementation clauses**

1. This resolution is fully approved by the General Meeting of Shareholders of the Company at the 2025 Annual General Meeting and comes into force from the date of approval.
2. Members of the Board of Directors, the Supervisory Board and the Board of Management, and other relevant individuals are responsible for implementing this Resolution and organizing its execution within respective powers and functions in accordance with the laws and the Company's Charter.

**ON BEHALF OF  
THE ANNUAL GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN**

**Recipients:**

- As Article 15;
- Save: Office Administration.

**TRAN BA DUONG**