

DRAFT**PROPOSAL 01****ANTICIPATED 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 (“the Company”, “HAGL Agrico”) respectfully submits to the General Meeting of Shareholders (“the Meeting”, “GMS”) for consideration and voting on the following matters:

**ARTICLE 1. APPROVAL OF THE REPORT ON THE PRODUCTION AND
BUSINESS PERFORMANCE IN 2024 OF THE BOARD OF
MANAGEMENT**

The Board of Directors respectfully submits the report of the Board of Management on the results of the production - business operations and investments in 2024 with the following contents:

1. Net revenue

In 2024, the company achieved net revenue of 492 billion VND, a decrease of 18.8% compared to 2023, with the following revenue structure:

- Revenue from fruit sales reached 187 billion VND, accounting for 38% of the total revenue structure;
- Revenue from the sale of rubber latex reached 301 billion VND, accounting for 61,2% of the total revenue structure;
- Revenue from the sale of agricultural materials and service provision reached 4 billion VND, accounting for 0,8% of the total revenue structure.

2. Loss before tax: 1,282 billion VND.**ARTICLE 2: PLAN FOR INVESTMENT AND PRODUCTION – BUSINESS
OPERATIONS IN 2025**

The Board of Directors respectfully submits the plan for investment and production - business operations with the following major contents:

1. Plan for investment in 2025

- **For cultivation production:** with total projected investment expenditure of **1,543 billion VND**;
- **For cattle farming investment:** with total projected investment expenditure of **501 billion VND**;
- **Total projected investment expenditure in 2025: 2,044 billion VND.**

2. Plan for production and business operations in 2025

- The production and business operations plan for 2025 is expected to achieve net revenue of **1,088 billion VND**;
- The pretax profit for 2025 is projected to be a **loss of 854 billion VND**.

ARTICLE 3: PLAN FOR PROFIT DISTRIBUTION AND REMUNERATION ALLOCATION FOR 2025

The Board of Directors respectfully submits the profit distribution plan and remuneration allocation for 2025 to the Board of Directors, the Supervisory Board, and the Secretarial Board following:

- Dividend: No payment.
- Remuneration for the Board of Directors, the Board of Supervisors and the Secretarial Board in 2025: Authorizing the Board of Directors to decide and perform the remuneration the Board of Directors, the Board of Supervisors and the Secretarial Board 2025 and shall be reported to the GMS 2026.

ARTICLE 4: THE AUDITED 2024 FINANCIAL STATEMENTS

The Board of Directors respectfully submits the audited financial statements for 2024 (including the consolidated and separate financial statements) of the Company, which were audited by Ernst & Young Vietnam Limited (E&Y).

ARTICLE 5: THE BOARD OF DIRECTORS REPORT FOR 2024

The Board of Directors respectfully submits of the Board of Directors report for 2024 with following major contents:

- 1. In 2024, the Board of Directors held meetings to approve issues within the authority of the BOD, with details as follows:**

No.	Resolution No.	Date	Issue
1	01/24/NQ-HĐQT/HAGL Agrico	05/01/2024	Approval of the final registration date to establish the shareholder list for conducting the written opinion gathering.
2	02/24/NQ-HĐQT/HAGL Agrico	01/02/2024	Approval of the content for conducting the written opinion gathering from shareholders.
3	04/24/NQ-HĐQT/HAGL Agrico	06/03/2024	Approval of the final registration date to establish the shareholder list for exercising the right to attend the 2024 Annual General Meeting of Shareholders.
4	05/24/NQ-HĐQT/HAGL Agrico	13/03/2024	Approval of the policy to execute contracts/transactions between the company and related parties in 2024.

No.	Resolution No.	Date	Issue
5	06/24/NQ-HĐQT/HAGL Agrico	05/4/2024	Approval of the extension of time and the plan for organizing the 2024 Annual General Meeting of Shareholders.
6	08/24/NQ-HĐQT/HAGL Agrico	10/7/2024	Approval of the selection of Ernst & Young Vietnam Limited as the firm to review the semi-annual financial statements and audit the annual financial statements for 2024.
7	09/24/NQ-HĐQT/HAGL Agrico	19/11/2024	Approval of the issuance of the Information Disclosure Regulation.
8	10/24/NQ-HĐQT/HAGL Agrico	25/11/2024	Approval of remuneration for the BOD and BOS in 2024

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

In 2024, the Company adhered to the regulations outlined in the Company's Charter, the internal governance regulations, the Board of Directors' operational regulations and the current legal requirements. The Board of Directors effectively carried out supervisory role and directed the CEO and the Executive Board in managing and overseeing the Company's operations, specifically:

- Directed and supervised the strict implementation of quarterly financial reports, annual financial statements, and the annual report, as well as the organization of the 2024 Annual General Meeting of Shareholders;
- Implemented the resolutions of the Board of Directors and the resolutions of the General Meeting of Shareholders that had been issued;
- Supervised the process of developing the business plan and the implementation of the targets set by the General Meeting of Shareholders;
- Supervised and directed information disclosure to ensure transparency and timeliness in accordance with legal regulations;
- Closely coordinated with the Board of Supervisors in inspecting and monitoring the company's operational status;
- The Board of Directors and the Executive Board also closely coordinated in managing and operating the company's activities in accordance with legal regulations, aiming to enhance business efficiency and achieve the planned target.

3. Report to the General Meeting of Shareholders on the total remuneration of the members of the Board of Directors in 2024

In 2024, the total remuneration of the members of the Board of Directors was 144,000,000 VND. Detailed information is presented in Note 30 of the Company's 2024 consolidated financial statements.

4. Evaluation of the performance of the independent members of the Board of Directors in 2024

4.1. Activities of the independent members of the Board of Directors

In 2024, the independent members of the Board of Directors attended all Board meetings. The meetings were convened with clear timing and location, ensuring prior notice, preparation of complete documents, and compliance with legal regulations. The independent members also participated in reviewing, evaluating, and discussing the meeting agenda alongside other Board members to identify the best strategies and solutions for the Company.

4.2. The supervisory activities of the independent members of the Board of Directors with the CEO and other members of the BOD

- The CEO implements the resolutions issued by the Board of Directors, ensuring that the Company's operations are tightly controlled to align with the Company's strategic objectives.
- The Board of Directors regularly updates the status of the Company's production and business as well as subsidiaries and affiliates, providing timely guidance to the Board of Management regarding any unusual events that could impact production and business activities.
- The members of the Board of Directors collectively discuss and provide careful opinions on the matters presented during meetings, thereby proposing optimal solutions for the benefit of the Company and its investors.

ARTICLE 6: THE SELECTION OF AN AUDITING FIRM FOR THE 2025

The Board of Directors respectfully submits the list of auditing firms and authorize to the Board of Directors to select one of the audit firms to prepare the Company's financial statements for 2025, including:

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

ARTICLE 7: AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

In order to ensure compliance with relevant legal regulations applicable to public companies, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the proposed amendments and supplements to the Company's Charter in accordance with the provisions of the law. *(Detailed contents of the proposed amendments and supplements to the Charter are provided in Appendix 01 attached.)*

ARTICLE 8: AMENDMENTS AND SUPPLEMENTS TO REGULATION ON THE BOARD OF DIRECTORS OPERATIONS

The Board of Directors respectfully submitted the amendments and supplements to the Company's Board of Directors' Operating Regulations in accordance with current legal regulations and the amended Charter. The Board of Directors was authorized to issue the updated version of the amended and supplemented Operating Regulations of the Board based on the content approved by the General Meeting of Shareholders. *(Detailed contents*

of the proposed amendments and supplements to the Charter are provided in Appendix 02 attached.)

ARTICLE 9: AMENDMENTS AND SUPPLEMENTS TO REGULATION ON THE INTERNAL CORPORATE GOVERNANCE

The Board of Directors respectfully submitted the amendments and supplements to the Company's Internal Corporate Governance Regulations in accordance with current legal provisions and the amended Charter. The Board of Directors was authorized to issue the updated version of the amended and supplemented Internal Corporate Governance Regulations based on the content approved by the General Meeting of Shareholders. *(Detailed contents of the proposed amendments and supplements to the Charter are provided in Appendix 03 attached.)*

ARTICLE 10: THE TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES

1. Report on the capital transfer and loans between related parties in 2024

Based on Article 2, Clause 8 of Resolution No. 02/24/NQĐHĐCĐ-HAGL Agrico dated May 4, 2024, regarding the capital transfer and loans between companies in 2024, the Board of Directors reports to the General Meeting of Shareholders on the implementation of capital transfers and loans between companies, as presented in Note 28 of the Company's audited 2024 separate financial statements and Note 30 of the audited 2024 consolidated financial statements.

2. Regarding the capital transfer and loans between the Company and related parties in 2025

The Board of Directors presents for the General Meeting's consideration and approval transactions between the Company and related parties in 2025 and will report the results at the 2026 Annual General Meeting of Shareholders, including:

- a.** Approval of the signing of contracts or transactions with a value equal to or greater than 35%, or transactions that result in the total transaction value within 12 months from the date of the first transaction reaching or exceeding 35% of the Company's total assets as recorded in the most recently published financial statements, specifically as follows:
 - Contracting parties: Contracts and transactions between the Company and individuals or organizations defined as related parties in accordance with regulations.
 - Main contents of the transactions: Contracts for the sale of goods and provision of services, equipment, and machinery; business cooperation contracts; construction contracts; transactions involving loan arrangements, lending, and guarantees for companies operating within the corporate group, including parent and subsidiary companies.
 - The specific value of each transaction shall be determined on a case-by-case basis and must ensure the benefit of the Company.
- b.** Authorize the Board of Directors to decide on each specific case and implement actions in accordance with the Company's actual situation, complying with the provisions of the Company's Charter and relevant legal regulations

**ARTICLE 11: THE AUTHORIZATION FOR THE BOARD OF DIRECTORS
TO IMPLEMENT THE MATTERS APPROVED BY THE GMS**

Respectfully submits the above-mentioned matters to the General Meeting of Shareholders for consideration and approval, and requests authorization for the Board of Directors to proactively implement the specific matters and orientations that have been approved.

Ho Chi Minh City, April 25th, 2025

**ON BEHALF OF
BOARD OF DIRECTORS
CHAIRMAN**

TRAN BA DUONG

Notes: *This document may be amended and supplemented as appropriate and submitted to the General Meeting of Shareholders for consideration at the meeting.*