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HAGL Group

ANNUAL REPORT



2023



CIRCULAR AGRICULTURE

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ABBREVIATIONS

- **"Company", "HAGL"**: Hoang Anh Gia Lai Joint Stock Company
- **LPBank**: Lien Viet Post Joint Stock Commercial Bank
- **GMS**: General Meeting of Shareholders
- **BOD**: the Board of Directors
- **CEO**: General Director
- **BOM**: the Board of Management
- **BOS**: the Board of Supervision
- **CLB**: Club

MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

**Dear Shareholders,
Investors, Banks and Partners,**

After 30 years of building and development, Hoang Anh Gia Lai is now a company specializing in agriculture with the vision of becoming a leading enterprise in Vietnam and the region in the field of agriculture.

2023 witnessed thriving signs of the Group's production and business activities. Revenue reached VND 6,442 billion, an increase of 26% and profit after tax of the Parent Company reached VND 1,664 billion, an increase of 47% compared to 2022.

The achievements above resulted from the opportune decisions of the Board of Directors to improve the operating efficiency of the enterprise. HAGL selected and rationalized production and business activities, remained steadfast in its decision to grow banana and durian, and rear banana-fed pigs. Along with that, HAGL drastically restructured extensively to get its finances in order and reduce debt.

In October 2023, HAGL signed a comprehensive cooperation with LPBank. This is a very important and significant event, helping both sides maximize their strengths, providing constant financial resources, together seeking business solutions, and delivering the best products and values for the community.

On that basis, 2023 is the premise on which development strategies are planned in the new period 2024 - 2030 and the subsequent years





HAGL's operational orientation in the period of 2024 - 2030 is as follows:

Vision:

- In 2030, HAGL will be among the Vietnam's leading agricultural companies with scale of 30,000 hectares, growing as a supplier of agricultural products to other Asia countries.

Mission:

- The Company's mission is to create clean, safe agricultural products by applying circular agriculture methods.

Core value:

- **Unity is Strength** (Strong connection - Culture of caring - Absolute loyalty).

To realize the vision, HAGL plans a business strategy with the following elements:

- Concentration on creating and delivering values to big distributor companies and international traders, keeping up with the trend of information explosion and globalization.
- Ensuring operational excellence, harmony, unity.

In 2024 in particular and the period 2024 – 2030 in general, HAGL adopts "Circular Agribusiness" model in its operation. HAGL places great importance on the application of scientific advances and technological solutions to recycling by-products and waste from the crop and livestock farming process to serve the agricultural production process, forming a supply chain, closed loop production. The goal is to create safe, high-quality products, reduce resource waste and environmental pollution approaching sustainable development.

To successfully implement the business strategy in the next 7 years, HAGL will innovate the company's administration, management and operations apparatus. The Board of Directors focuses on corporate governance and mid as well as long-term business strategic planning, serving as a basis for orientation and providing information for the Executive Board to organize and implement them. Effective implementation of strategy and realization of vision is based on focusing on goals of priority while ensuring harmony in implementation of customer component, internal capabilities, and operating processes and finance.

On behalf of the Board of Directors, I would like to sincerely thank you for accompanying HAGL over the past 30 years and look forward to further receiving your support in the coming period with many innovations.

CHAIRMAN OF THE BOARD OF DIRECTORS

Doan Nguyen Duc



GGN: 4056186754059

GGN: 4056186754066



I. GENERAL INFORMATION



Durian plantation

GENERAL INFORMATION



Unit: VND

**Registered charter
capital**

9,274,679,470,000

**Contributed charter
capital**

9,274,679,470,000

**Total number of
shares listed**

927,467,947

Stock code

HAG

HOANG ANH GIA LAI JOINT STOCK COMPANY

Address:

15 Truong Chinh St, Phu Dong Ward, Pleiku City, Gia Lai Province,
Viet Nam

Tel: (+84) 269 222 5888

Fax: (+84) 269 222 2335

Website: www.hagl.com.vn

Business certificate of Joint Stock Company

Business code: 5900377720

First registration: 01/06/2006

32nd amended registration: 15/2/2024

30

years of making and delivering values

1993 - 2023



2011



2012



2013

- First-class Labour Order
- First Class Development Order of the State of Laos
- First Class Order of Merit of State of Cambodia



2023

30 YEAR HAGL

- Comprehensive cooperation with LPBank
- Business strategy 2024 - 2030
- Circular agriculture model

2021

RESTRUCTURING

Extensive and intensive restructuring to reduce debt, select and streamline production and business activities

2009 - 2020

GROWTH

Multi-industry business operation: Real estate, Minerals, Hydro-power, Agriculture

2008

LISTING

Listed at Ho Chi Minh City Stock Exchange

2006

EQUITIZATION

Converted into joint stock company

2001

FOOTBALL

HAGL football club established

1993

STARTUP

Hoang Anh Pleiku Proprietorship established



BUSINESS LINES AND BUSINESS AREA

2
trees

1
animal

Fruit sector: Banana and durian

HAGL picked Banana and Durian as two flagship products, focusing intensive expertise on cultivating, nurturing and harvesting. By the end of 2023, the banana area was 7,000 hectares and the durian 1,500 hectares.

Livestock: Banana-fed pigs

HAGL completed construction of 10 pigsty clusters with a capacity to rear 24,000 sows and 600,000 hogs.

Football: Not the main business, but HAGL has made remarkable contributions to the development of Vietnamese Football

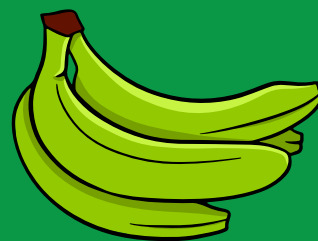
Operating area:

HAGL's cultivation, livestock and production areas are primarily in Vietnam, Laos and Cambodia. HAGL's key consumer markets are China, Japan and Korea

Durian:
1,500 ha



Fresh banana exported:
7,000 ha



Banana-fed pigs:
10 clusters of pigsties



Production area

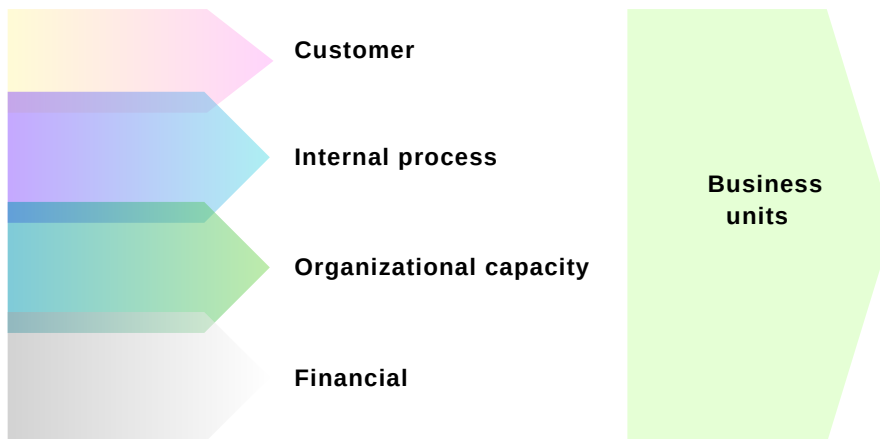
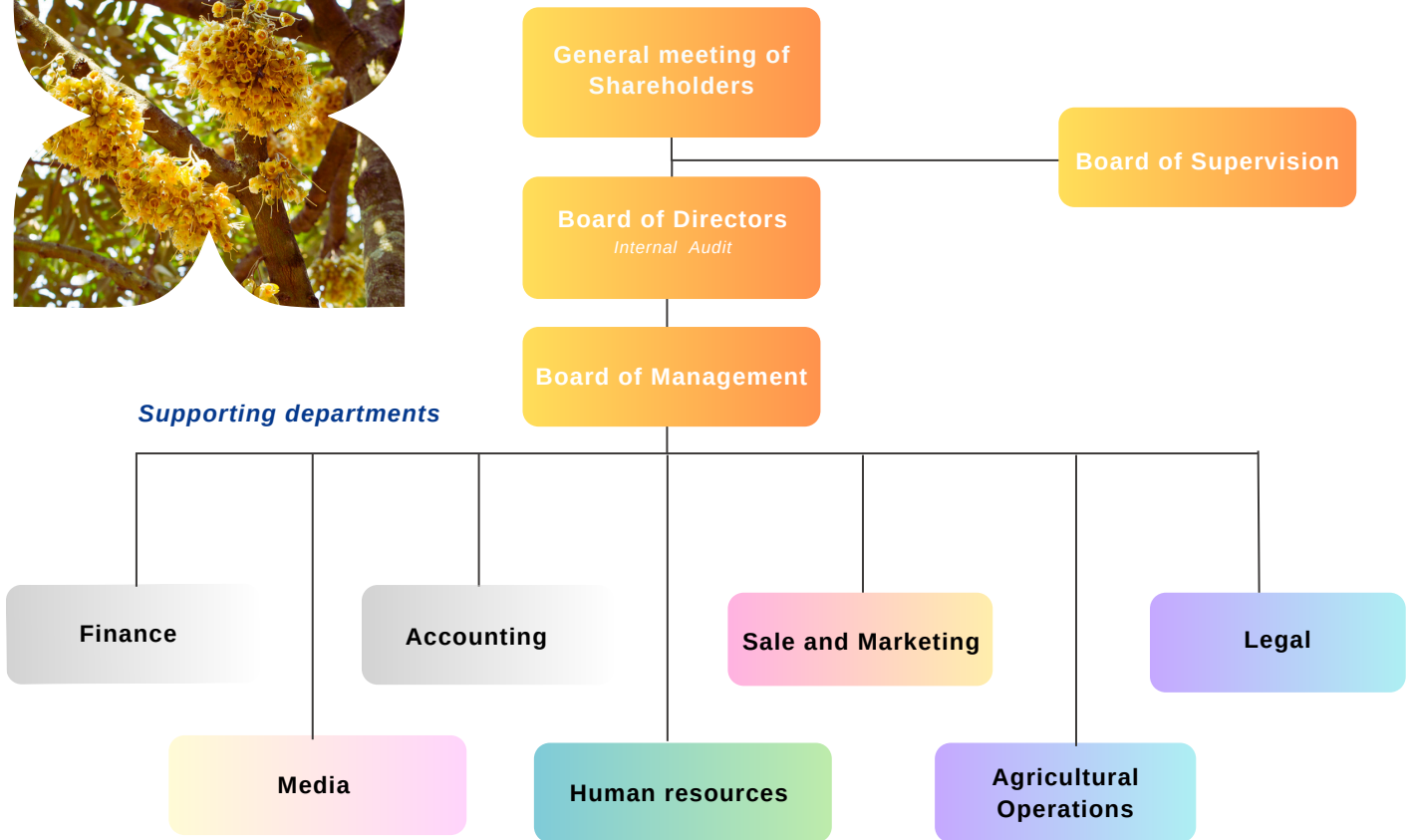


Major consumption markets

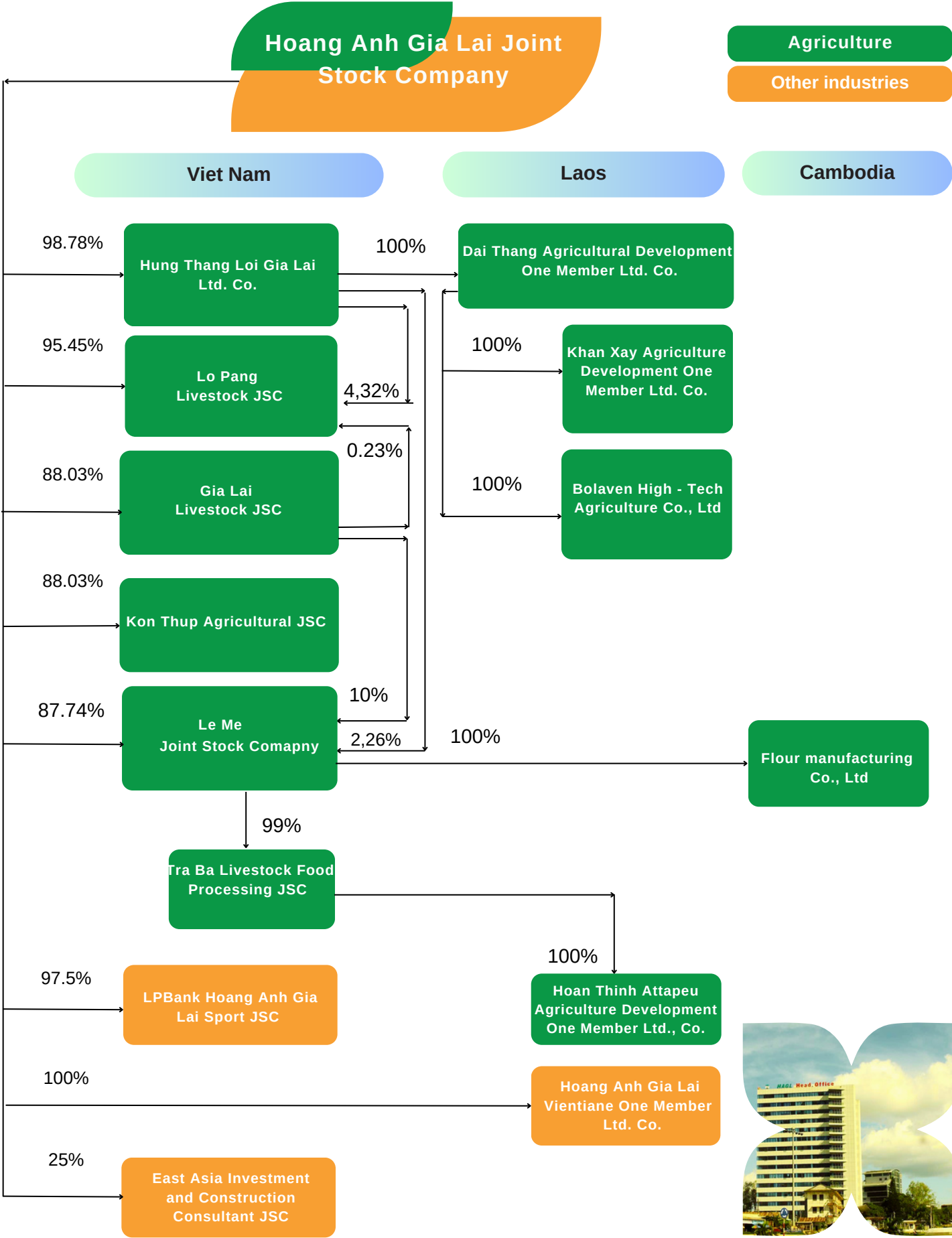




MANAGEMENT STRUCTURE



ORGANIZATIONAL CHART



❖ SUBSIDIARIES & ASSOCIATES

AGRIBUSINES

No,	Subsidiary	Head office	Actual contributed charter capital (VND billion)	Ownership
1	Gia Lai Livestock JSC	15 Truong Chinh Street, Phu Dong Ward, Pleiku City, Gia Lai Province, Vietnam	1,000,000	88.03%
2	Lo Pang Livestock JSC	Ngol Village, Ia GLai Commune, Chu Se District, Gia Lai Province, Vietnam	1,100,000	99.92%
3	Hung Thang Loi Gia Lai Ltd. Co.	15 Truong Chinh Street, Phu Dong Ward, Pleiku City, Gia Lai Province, Vietnam	1,285.000	98.78%
4	Dai Thang Agriculture Development One Member Co., Ltd	Nongeaoyi village, Paksong district, Champasak province, Laos	268,635	98.78%
5	Khan Xay Agriculture Development Co., Ltd.	Hatsan Village, Saysettha District, Attapeu Province, Laos	332,186	98.78%
6	Bolaven High - Tech Agriculture Co., Ltd	Huaykong Village, Paksong District, Champasak Province, Laos	179,049	98.78%
7	Le Me JSC	178 Hung Vuong, Hoi Thuong Ward, Pleiku City, Gia Lai Province, Vietnam	3,932,326	98.78%
8	Flour Manufacturing Co., Ltd	Osvay Village, Osvay Commune, Boret Osvay Senchay District, StungTreng Province, Cambodia	181,337	98.78%
9	Tra Ba Livestock Food Processing JSC	859 Truong Chinh, Chi Lang Ward, City. Pleiku, Gia Lai Province, Vietnam	250,000	97.79%
10	Hoan Thinh Attapeu Agriculture Development One Member Co., Ltd	Hatsan Village, Saysettha District, Attapeu Province, Laos	24,110	97.79%
11	Kon Thup Agriculture JSC	859 Truong Chinh, Chi Lang Ward, City. Pleiku, Gia Lai Province, Vietnam	4,382	88.03%

❁ SUBSIDIARIES & ASSOCIATES

OTHER INDUSTRIES

No.	Subsidiary	Head office	Actual contributed charter capital (VND billion)	Ownership
12	LPBank Hoang Anh Gia Lai Sport JSC	15 Truong Chinh Street, Phu Dong Ward, Pleiku City, Gia Lai Province, Vietnam	115,000	98.49%
13	Hoang Anh Gia Lai Vientiane One Member Co., Ltd.	Vatchan Village, Chanthabouly District, Vientiane city, Laos	17,712	100.00%
14	East Asia Investment and Construction Consultant JSC	7/1 Thanh Thai, Ward 14, District 10, Ho Chi Minh City, Vietnam	20,000	25.00%

13

Subsidiaries

1

Associate

Visiting durian orchard

DEVELOPMENT ORIENTATION

The development strategy for the period 2024 - 2030 is planned as based on information obtained from a survey of factors both inside and outside the company:

Business strategy planning includes building strategic goals and action plans to help the company realize its vision.

1

Vision

In 2030, HAGL will be among the Vietnam's leading agricultural companies with scale of 30,000 hectares, growing as a supplier of agricultural products to other Asia countries.

2

Mission

The Company's mission is to create clean, safe agricultural products by applying circular agriculture methods.

3

Core value

Unity is strength
(*Strong Connection - Culture of caring - Absolute loyalty*)

4

Business strategy

Concentration on creating and delivering values to big distributor companies and international traders, keeping up with the trend of information explosion and globalization.

Ensuring operational excellence, harmony, unity.



Risk management is the process of analyzing the environment (both internal and external) to identify, analyze, assess, classify, prioritize risks and organize and deploy appropriate solutions to respond, minimize and eliminate possible negative impacts. Risk management is a systematic, comprehensive activity, maintained regularly at all levels, carried out in a thorough process.

Risk identification



MARKET RISKS

Such risks are connected with market movements and changes, including products, customers, suppliers, partners, competitors ...

The Company's fresh banana products are exported to the Chinese market at CNF prices that are determined weekly, which is possibly subject to considerable fluctuations during the year. Meanwhile, exports to Japan and Korea are part of the contracts with prices unchanged for the whole year.

Exporting fresh fruit abroad must comply with plant quarantine requirements, growing area codes and packaging facilities according to the Protocol signed with the importing country.

Response to risks

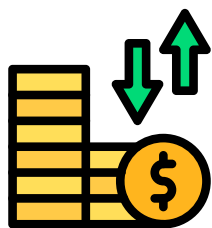
HAGL keeps gradually diversifying product consumption markets and intensifying forecasts to reduce the risk of market price fluctuations

In 2023, in parallel with their exports to the Chinese market, HAGL increased banana export turnover to the Japanese and Korean markets.

HAGL devises measures to comply with plant quarantine requirements, including regulations on growing area codes and packaging facilities according to the requirements of the importing country.

HAGL applies Good Agricultural Practices GLOBAL G.A.P to meet food safety and traceability goals.

Risk identification



RISK OF EXCHANGE AND INTEREST RATES

Making investments in Laos and Cambodia and export of fresh fruits to earn foreign currency, HAGL risks incurring VND exchange rate fluctuations compared to LAK, KHR and USD.

In recent years, the exchange rates of VND, USD, and KHR have been relatively steady. However, the LAK value has sharply diminished compared to VND, affecting the investment value in LAK in Laos when converted to VND.

The Group's business activities are in need of considerable capital for their project investments. The Group takes out a lot of bank loans and issues corporate bonds with floating interest rates. If interest rates increase, it will increase interest costs and cause difficulties for the Group's production and business activities

Risk analysis

Response to risks

All exchange rate differences are reflected in the financial statements and will have an impact on profits when the investment is liquidated.

HAGL's revenue from fresh fruit exports is USD foreign currency. Therefore, the increase in exchange rates between USD and VND, LAK, and KHR is more beneficial for HAGL as an exporter.

However, HAGL always takes heed of exchange rate fluctuations for proactive response.

HAGL strives to gradually reduce debt, bringing outstanding debt to an acceptable level for production scale. Then the cash flow from production and business activities minus the cost will create a margin enough to offset interest costs.

Risk identification



LEGAL RISK

Risk analysis

Investing and doing business in three countries: Vietnam, Laos and Cambodia and selling agricultural products abroad, HAGL needs to comply with the legal regulations of the three countries as well as international laws related to trade, import and export.

In addition, operating in the agricultural sector, HAGL also needs to comply with specialized legal regulations, especially tariff and non-tariff barriers. Some countries have erected technical barriers related to quarantine, hygiene, and food safety.

Response to risks

Compliance is the most effective response to legal risks. Therefore, HAGL complies with legal regulations, including but not limited to investment, land, environmental and tax laws. The legal department regularly updates changes in laws and legal impacts (if any) on business activities to promptly advise the Board of Directors and Board of Management. In addition, it is also responsible for reviewing documents and contracts in daily transactions to limit related risks.

HAGL is also conscious of respecting the customs and traditions of the host country.

Risk identification



RISKS ENVIRONMENT, NATURAL DISASTERS, AND PANDEMIC

Risk analysis

Agricultural production is one of the fields that heavily depend on natural factors like environment, weather, climate, natural disasters, soil, terrain... so it faces many risks in the production process.

For farming, climate and natural disaster risks need particular attention, and for livestock, disease risks need serious concern.

Response to risks

HAGL adopts the circular agriculture model and good agricultural practices GLOBALG.A.P to minimize environmental impact. Agricultural by-products are used to replenish agriculture.

For cultivation: Measures to minimize risks caused by weather include but not limited to: Before the dry season, build fireproof belts and corridors. Before the rainy season, dredge the canals to drain water quickly. Take measures to prevent trees from falling and plant windbreaks to reduce the wind gusts.

For livestock: Regularly checking diseases in pig farming, strictly implementing quarantine and ensuring biosecurity.



Durian flower buds

II. OPERATION IN THE YEAR



Accepting banana at a packaging facility



Loading banana container aboard

In 2023, the world economy was still trapped in recession and instability. In the context of spread war, increased inflation, people in many countries kept a tight rein on their spending, causing a steep fall in consumer demand. So, Vietnamese businesses also encounter many difficulties of which particularly noticeable is the severe decline in orders leading to a halt in production

In that context, the BOD directed the Board of Management to promptly find many solutions to such problems, thereby helping to maintain and stabilize production. Thanks to drastic and timely solutions, the Group's business situation in 2023 still achieved growth results as compared to 2022

ITEM	2023 (Billion VND)	2022 (Billion VND)	Increase/ (decrease) %
Total assets	20,903	19,798	5.6
Net revenue	6,442	5,111	26.0
Operating income	1,690	1,108	52.5
Other profit (loss)	102	(80)	227.5
Profit before tax	1,793	1,028	74.4
Profit after CIT	1,782	1,125	58.4
Profit after tax of parent company	1,664	1,129	47.4
Earning per share	-	-	-

Revenue of 2023 increased by:

1,331 billion VND

Increase of 26.0%
against 2022

Revenue from fruit sales

2,975 billion VND
↑ **819** billion VND

accounting for an increase of 38.0% compared against 2022

Increased revenue from fruit is mainly due to increased consumption in 2023 compared to 2022.

Revenue from pig sales

1,964 billion VND
↑ **267** billion VND

accounting for an increase of 15.7% compared against 2022

Increased revenue from pig is mainly due to increased sale of pigs in 2023 compared to 2022

Revenue from sale of goods and commodities

1,146 billion VND
↑ **182** billion VND

accounting for an increase of 18.9% against 2022

This business mainly provide goods and materials for agribusiness

Revenue from rendering of services

357 billion VND
↑ **64** billion VND

accounting for an increase of 21.8% against 2022

Mainly from medical services of HAGL Medical and Pharmaceutical University Hospital and hotel business v.v.



In 2023, the Group's revenue and profit after tax increased compared to 2022 and exceed the plan approved by the 2023 Annual General Meeting of Shareholders, specifically:

Item	Implemented 2023 (Billion VND)	Plan for 2023 (Billion VND)	Accomplishment of the plan (%)
Net revenue	6,442	5,120	125,8
Profit after tax	1,782	1,130	157,7

Board of Management



MR. NGUYEN XUAN THANG
General Director
(appointed on 7/2/2024)

Qualifications:

Bachelor of Economics

Working experience:

1999 - 2000:

Coffee Company No.15 – 15th Army Corps 15

2000 - 2003:

Hung Binh Ltd. Co.

2003 -2004:

Trung Hieu Co., Ltd.

2004 -2005:

Vietnam Military Telecommunications

2005 -2007:

Highland Forestry school

2007 - now:

Hoang Anh Gia Lai JSC

Current position at HAGL:

General Director

Positions at other organizations: None

Share ownership:

0 share



MS. HO THỊ KIM CHI
Deputy General Director

Qualifications:

Bachelor in Business administration,
Master of finance

Working experience:

1998 - 2006:

Hoang Anh Sole Proprietorship Enterprise

2006 - now:

Hoang Anh Gia Lai JSC

Positions at other organizations:

BOD Chairperson at Gia Lai Livestock JSC

BOD Chairperson at Lo Pang Livestock JSC

Share ownership:

395,159 shares, accounting for 0.04% of Charter capital



MS.VO THI MY HANH
*BOD member
and Deputy General
Director*
(See BOD introduction
page 47)



MS. LE TRUONG Y TRAM
Chief accountant

Qualifications:

Master of Finance,
Chief Accountant certificate

Working experience:

9/2012 - 8/2016:

Internal auditing department,
Hoang Anh Gia Lai JSC

9/2016 - 6/2017:

Accounting department,
Hoang Anh Gia Lai Agricultural JSC

7/2017 - 7/2018: Consolidation section, Hoang Anh Gia Lai JSC

Accounting department
Hoang Anh Gia Lai JSC

Current position at HAGL:

Chief accountant

Share ownership:

0 share

❖ Number of Executives and staffs

The total number of contracted Executives and staffs of HAGL by the end of 2023 was 1,748. This is the force that performs management, supervision and support for direct production and business activities. The decrease in the number of employees compared to 2022 is due to the transfer of Hoang Anh Gia Lai University of Medicine and Pharmacy Hospital in 2023.

Total number of employees:

1,748



HAGL luxury apartment building, providing free accommodation for employees

❖ Policy on recruitment, retention and development of human resources

HAGL gives priority to recruiting farm human resources especially domestic and overseas leading experts with rich experience in agriculture and livestock with whom the Company offers long-term contracts with competitive remuneration.

The company is currently arranging 120 luxury apartments in Pleiku city owned by the company for employees' accommodation during their employment at the Company.

The company adequately arranges Social Insurance, paying premiums for 100% of employees, covering all their insurance benefits as per law



"HAGL view the workforce as a resource that needs investing and developing, not an expense"

Position of project investment and implementation is as follows:

Banana:

- No expansion of new planting areas; instead, maintaining, nursing and harvesting 7,000 hectares

Durian:

- New planting area in the year: 500 hectares
- Nursing 1,500 planted hectares until the end of 2023

Banana-fed pigs:

- No new pigsties were built in the year.



❖ FINANCIAL POSITION OF SOME SUBSIDIARIES

GIA LAI LIVESTOCK JOINT STOCK COMPANY

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

Charter capital: 1,000,000,000 thousand VND

Business line: Cultivation and livestock farming

Basic financial information:

Item	2023 (Billion VND)	2022 (Billion VND)	Increase/(decrease) (%)
Total assets	3,417	3,812	(10.4)
Net revenue	1,678	1,843	(9.0)
Operating profit	1,196	395	202.8
Profit before tax	1,051	383	174.4
Profit after tax	1,051	383	174.4

LO PANG LIVESTOCK JOINT STOCK COMPANY

Address: Ngol Village, Ia GLai Commune, Chu Se District, Gia Lai Province, Vietnam

Charter capital: 1,100,000,000 thousand VND

Business line: Cultivation and livestock farming

Basic financial information:

Item	2023 (Billion VND)	2022 (Billion VND)	Increase/(decrease) (%)
Total assets	3,583	2,107	70.1
Net revenue	2,312	942	145.4
Operating profit	224	244	(8.2)
Profit before tax	105	243	(56.8)
Profit after tax	105	243	(56.8)

KHAN XAY AGRICULTURE DEVELOPMENT ONE MEMBER LTD. CO.

Address: Hatsan Village, Saysettha district, Attapeu province, Laos

Charter capital: 332,186,120 thousand VND

Business line: Cultivation

Basic financial information:

Item	2023 (Billion VND)	2022 (Billion VND)	Increase/(decrease) (%)
Total assets	976	890	9,7
Net revenue	613	627	(2,2)
Operating profit	294	247	19,0
Profit before tax	297	247	20,2
Profit after tax	297	247	20,2

FLOUR MANUFACTURING LTD. CO.

Address: O'svay village, O'svay commune, Boret O'svay Senchay district, Stungtreng, Cambodia

Charter capital: 181,336,894 thousand VND

Business line: Cultivation and livestock farming

Basic financial information:

Item	2023 (Billion VND)	2022 (Billion VND)	Increase/(decrease) (%)
Total assets	1,031	-	
Net revenue	572	-	
Operating profit	205	-	
Profit before tax	206	-	
Profit after tax	206	-	



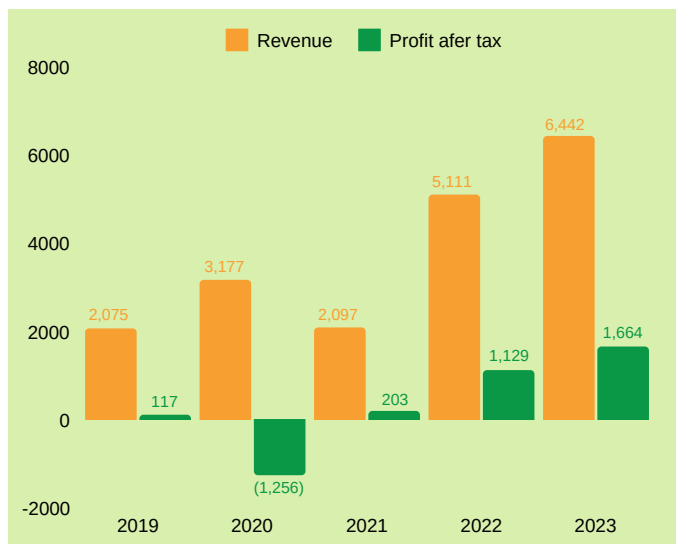
FINANCIAL POSITION



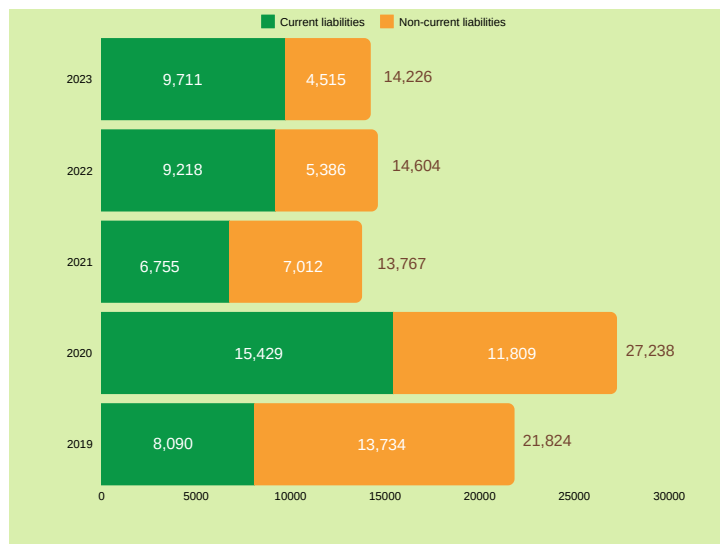
BASIC FINANCIAL GRAPH

Revenue - Profit

Unit: billion VND



Liabilities

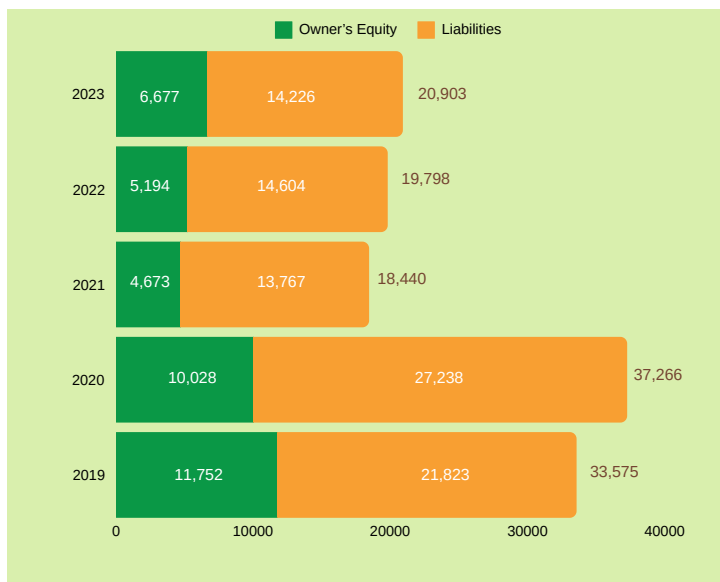


Assets

Unit: billion VND



Resources



Item	2023 (Billion VND)	2022 (Billion VND)	Increase/(decrease) (%)
Total assets	20,903	19,798	5.6
Total liabilities	14,226	14,604	(2.6)
Of which			
<i>Short and long term loan</i>	7,869	8,166	(3.6)
<i>Other liabilities</i>	6,357	6,438	(1.3)

Assets

As of December 31, 2023, the Group's total asset value was VND 20,903 billion, accounting for an increase of 5.6%, or VND 1,105 billion compared to the end of 2022. During the year, the Group completed the conversion of receivables from Le Me Joint Stock Company into investments. Accordingly, Le Me Joint Stock Company became a subsidiary of the Group. The Group also took control of subsidiaries owned by Le Me Joint Stock Company, including Flour Manufacturing Co., Ltd., Tra Ba Livestock Feed Processing JSCC and Hoan Thinh Attapeu Agricultural Development One Member Co., Ltd.

Dai Thang Agricultural Development One Member Co., Ltd., a subsidiary of the Group, has completed the transfer of all the equity in Bolaven High-Tech Agriculture Co., Ltd. and concurrently converted receivables from this company into investments. Accordingly, Bolaven High-Tech Agriculture Company Limited has become a subsidiary of the Group.

Liabilities

As at 31/12/2023, total liabilities were 14,226 billion VND, decreasing 2.6%, accounting for VND 377 billion compared to that of the end of 2022 mainly because by the Import-Export Commercial Joint Stock Bank of Viet Nam offered a reduction in loan interest the Group incurred, leading to a decrease in loan payment. In addition, during the year the Group also made a part payment of the loan, bringing down its loan by VND 296 billion, which is consistent with the Group's policy of reducing debt.



❁ IMPORTANT FINANCIAL ITEMS

Item	2023	2022
Liquidity		
Current ratio	0,90	0,87
Quick ratio	0,81	0,75
Capital structure		
Debt to Assets Ratio	0,38	0,41
Debt to Equity ratio	1,18	1,57
Earning power		
Inventory turnover (times/year)	4,96	5,05
Total asset turnover (times/year)	0,32	0,27
Rate of return (%)		
Return On Sales	27,7	22,0
Return On Equity	26,7	21,7
Return On Assets	8,5	5,7
Net profit margin ratio	26,2	21,7



NAME OF SHARE: HOANG ANH GIA LAI JSC SHARE



Charter capital:

9,274,679,470,000 VND

Type of shares: Ordinary shares

Share par value: 10,000 VND

Total number of shares: 927,467,947

Total outstanding shares: 927,399,283

Number of treasury shares: 68,664

Number of shares restricted from transfer: 0

Number of freely transferable shares: 927,399,283 shares

SHAREHOLDER STRUCTURE

(Final registration date: 13/03/2024)

No.	Shareholder	Number of Shareholder	Share ownership	Ownership / charter capital (%)
1	Domestic shareholders	37,297	903,177,879	97.38
1.1	Individual	37,222	898,046,051	96.83
1.2	Organization	75	5,131,828	0.55
2	Foreign shareholders	545	24,290,068	2.62
2.1	Individual	506	6,355,563	0.69
2.2	Organization	39	17,934,505	1.93
	Total	37,842	927,467,947	100.00

MAJOR SHAREHOLDERS

No.	Org./ Individual	Position	Shares	Ownership/ charter capital
1	Mr. Doan Nguyen Duc	BOD Chairman	319,950,533	34.50%

CHANGES IN OWNER'S EQUITY

→ In 2023, no increase in Company charter capital

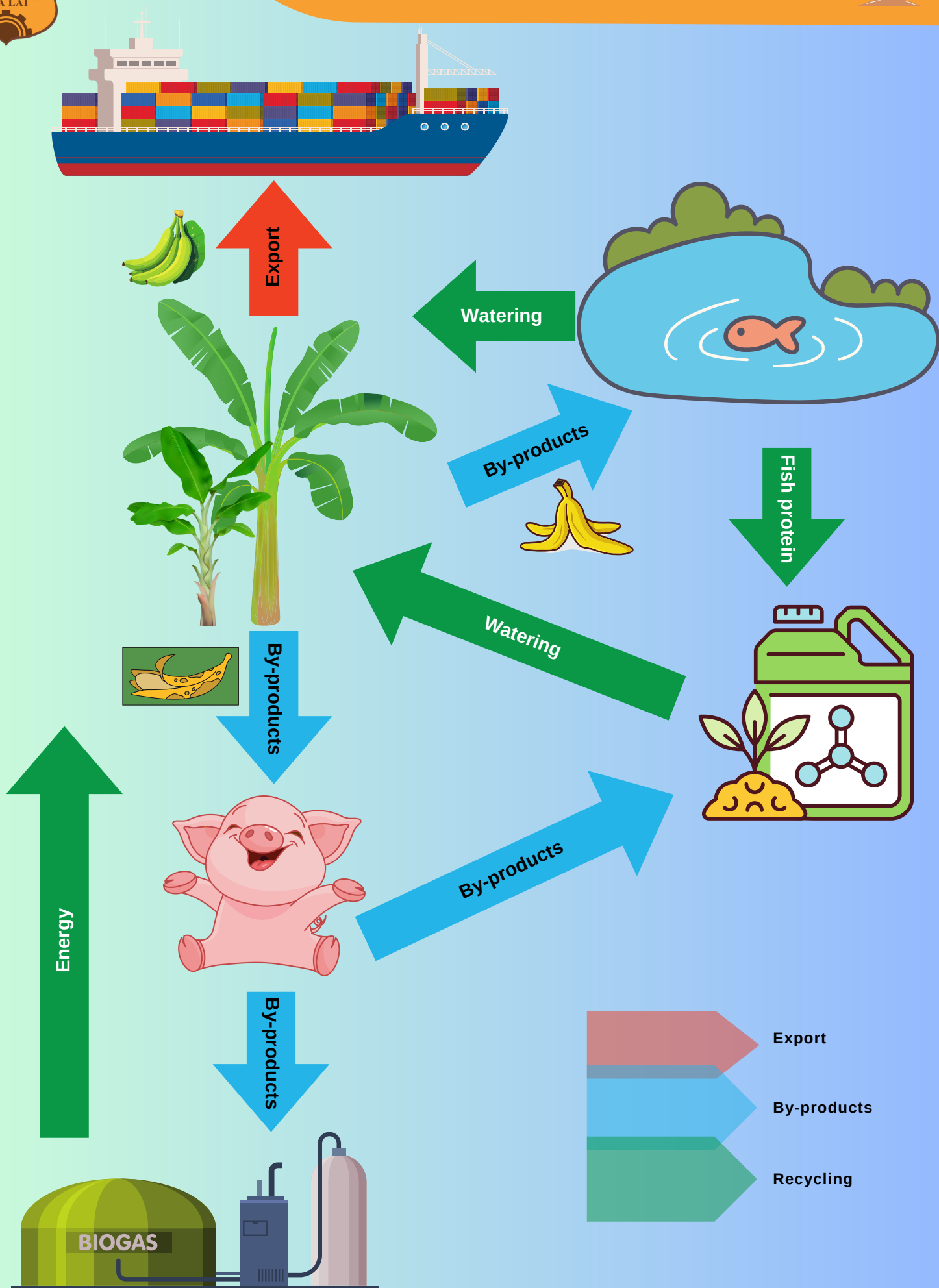
TRADE IN TREASURY SHARES

→ In 2023, the Company did not trade any treasury share





CIRCULAR AGRICULTURE





The circular agriculture model that HAGL is following has brought about a number of effects: increasing productivity on the cropland, making the most of animal feed from agricultural by-products, and a large amount of organic fertilizer to fertilize plants and improve soil quality, minimizing environmental pollution, and saving costs.

HAGL has large areas of cropland with perennial fruit trees such as durian and banana. These crops are contributing to emission control, responding to global climate change towards sustainable development.



Sprinkler and Israeli drip irrigation systems save 50 - 70% of water compared to conventional methods. They are always given high priority in HAGL agricultural projects.

Applying fertilizers through irrigation system helps control the amount of fertilizer, improves plant health, makes it easier for plants to absorb nutrients, mitigating negative impact on soil and groundwater. In addition, drip irrigation does not cause soil erosion or infertility ...



HAGL uses pesticides on the list allowed by GLOBALG.A.P



Sprinkler



Spray bio leaf fertilizer over durian trees



GLOBALG.A.P.





Using reusable materials in product manufacturing and packaging:

- All chemical fertilizer packaging is of high reuse rate to store self-produced organic fertilizer and collect plant residues in the parcels.
- Shaping materials and banana bunch bags are repeatedly reused to avoid releasing large amounts of plastic and foam into the environment. Broken or used water pipes are shipped to the Company's factories for recycling.



Collecting packages, glass bottles

COMPLYING WITH THE LAWS ON ENVIRONMENT

The Group comply with environmental laws and regulations in their investments. The Environment Section effectively controls production activities in compliance with regulations of the authorities.

Promulgating regulations on chemical use, monitoring and minimizing the use of pesticides and chemicals. Regulations are issued on accepting, processing feedback, recommendations and providing information to Individuals and organizations on the issues related to the projects.

Maintaining cooperation with Bureau Veritas - an international organization in inspection, evaluation and certification to carry out commitments to sustainable planning, development and production and business towards building and protecting community values and conservation of natural values



Irrigation reservoir combined with fish cultivation, providing fish protein to manufacture bio leaf fertilizer





LABOUR SAFETY

EMPLOYEE HEALTH CARE

In addition to complying with the policies as per law and regulations on employee occupational safety, HAGL also provides the employees with health care by supporting medical expenses at HAGL Medicine and Pharmacy University Hospital, allowing the exemption and reduction in medical expenses for staff abroad, working with the Social Insurance Agency to timely and fully support the labourers in case of illness, maternity ... Furthermore, the Group runs training courses on fire prevention and emergency care and first aid, hygiene and food safety, integrated pest management (IPM), safe use of plant protection products, etc.



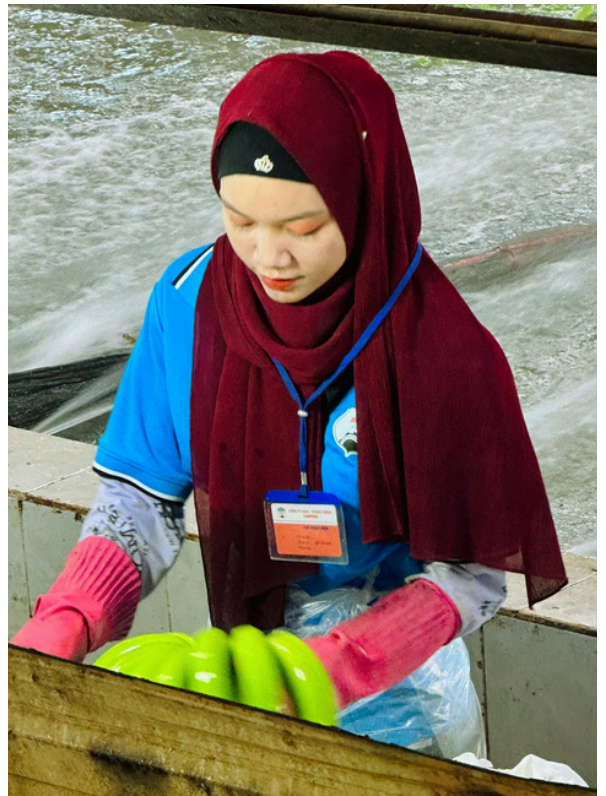
EMPLOYEE WELFARE

HAGL never discounts the importance of development of personnel policies and working environment in order to create the best conditions for employees to promote their capability. The Group's fulfillment of its responsibility towards the employees is based on two criteria:

1

ASSURANCE OF EQUALITY

Culture of fair competition is applied to working people from recruitment, training, development and promotion opportunities. HAGL places priority on employment of local labourers and respects gender equality, providing equal opportunities to both male and female employees



Respecting diversity and discrepancy in culture

2

DEVELOPMENT OPPORTUNITY

HAGL encourages and creates the most favourable conditions for its employees to attend professional training courses to enhance working skills. HAGL runs professional training courses in awareness of ISO 9001 and GLOBALG.A.P, Viet GAP, HACCP food hygiene and safety, guiding for safe operations of machinery and equipment at factories and plantations. For workers coming from remote parts nationwide who seek employment at the plantations, HAGL has done some construction works for workers in the project areas such as tenement blocks, toilets, complimentary shuttle service, etc. to generate feelings of security in the employees at work.



From 2017-2024 HAGL has reached and is maintaining GLOBALG.A.P certification. on banana at 3 affiliated companies and it is operating 12 packaging facilities, 14 banana and durian growing areas to serve the export of fruits to domestic and foreign markets, ensuring quality, food safety and hygiene. HAGL also reached and maintained VietGAP good farming practice certification at pig farms.

Guarantee of plants

Products reached quality, guarantee safety by GLOBALG.A.P standards.

Using Pesticides in the list of safe plant protection products, using no banned drugs not included in the list, ensuring quarantine period before harvesting.

No pesticide residues in the product.

Using only fertilizers in the list, with clear expiry dates. Using no fertilizer of unknown origin, unlabeled packaging or expired.

Guarantee of reared livestock

No banned substances

No antibiotics

No animal-based protein





Pursuing the mission "For a better life", HAGL and its subsidiaries regularly organize social charity programs.

In 2023, HAGL donated 4 billion dong to Dak Doa district, Gia Lai province to build 70 "Great Solidarity" houses for deprived and near- deprived households and families of the people with revolutionary contribution, people with meritorious services and relatives of martyrs in Ha Bau commune, Dak So Mei commune, Ha Dong commune, Dak Krong commune, Hai Yang commune and Kon Gang commune. The Company also completed the construction of rural transportation projects in Dak So Mei commune, homeland of Hero Wuu's, helping ethnic minorities get water for comfortable living.



Ribbon cutting to open the path to "Water Drop" in Tul Doa village, Dak So Mei commune



Scholarships awarded to deprived children of Junior High School Nguyen Van Cu



The morning of August 17, 2023 witnessed the presentation made by Gia Lai Livestock Joint Stock Company under Hoang Anh Gia Lai Group of the building project of Lo Pang Elementary School, Blen branch, Lo Pang commune, Mang Yang district worth 1,350,000,000 VND to support the teaching and learning of teachers and students in remote areas.



Lo Pang Elementary School, Blen branch



LPBank HAGL Football Club also, in coordination with sponsors, awarded more than 100 scholarships to disadvantaged studious students, 200 Tet gifts to poor families in K'Dang and Kon Gang communes worth 1 million VND each and offered 5 mini football fields, as well as teaching and sports training equipment to schools in Gia Lai province.

Coach Kiatisuk giving donation to needy people of Ia Pet commune



Voluntary charity football match "Celebrating the Party - Celebrating Spring for the poor" giving more than 200 Tet donations to the disadvantaged





"For the future of Viet Nam Football"

HAGL Football Club was founded in 2001 by President Doan Nguyen Duc and known as having the longest history in Vietnamese professional football. In 2007, HAGL Arsenal JMG Football Academy was born with the mission "For the future of Viet Nam football". Over the past 17 years, the Academy has trained hundreds of young players who are talented, virtuous and knowledgeable with foreign languages, contributing to the achievements of national teams, namely Luong Xuan Truong, Nguyen Tuan Anh, Nguyen Cong Phuong, Nguyen Van Toan, Vu Van Thanh, Nguyen Phong Hong Duy, Tran Minh Vuong, Trieu Viet Hung, Chau Ngoc Quang, Dung Quang Nho, Nguyen Quoc Viet, Nguyen Duc Viet, etc.

To make HAGL Football Academy truly a cradle of training talents, making significant contribution to the development of Viet Nam football in the future, 02/11/2023, in Ho Chi Minh City, LPBank signed a comprehensive cooperation agreement with HAGL Football Academy and Football Club. With LPBank as a companion, representative of HAGL Group announced the name Academy and Club changed to LPBank - Hoang Anh Gia Lai Football Academy and LPBank - Hoang Anh Gia Lai Football Club

This event marked new steps in the partnership between a financial institution, a football training academy and a professional football club, creating new successful turning points for the development of the two parties. The cooperation between LPBank and HAGL is an inevitable trend to enhance bilateral competitive advantages, accompanying the goal of sustainable prosperous society, thereby creating a wholesome and thriving football environment.

Specifically, LPBank brings steady financial resources to the Academy and Club, nurturing young football talents, bringing the country's sports to international level. At the same time, the Academy and the Club also help substantially enhance LPBank's images, products and services through a large community of football fans.



III. REPORT AND ASSESSMENT BY THE BOARD OF MANAGEMENT



Fresh bananas sorted then packaged for export

ASSESSMENT OF THE RESULTS OF BUSINESS OPERATION

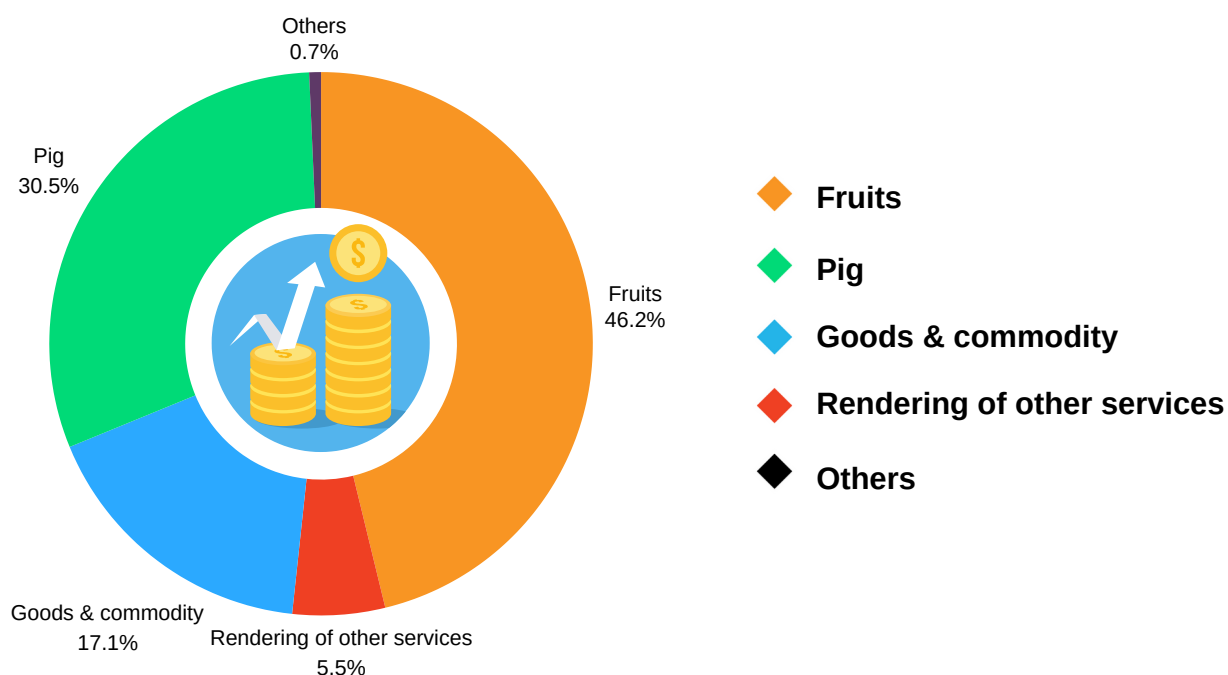


In 2023, total revenue of
6,442 billion
VND

exceeding 25.8% of the plan
 was approved by the 2023 Annual
 General Meeting of Shareholders .

❁ REVENUE STRUCTURE BY BUSINESS SEGMENT:

Segment	2023		2022		2021	
	Revenue (Billion VND)	Proportion (%)	Revenue (Billion VND)	Proportion (%)	Revenue (Billion VND)	Proportion (%)
Fruit	2,975	46.2	2,156	42.2	1,004	47.9
Pig	1,964	30.5	1,697	33.2	558	26.6
Goods and commodity	1,102	17.1	924	18.1	317	15.1
Other service provision	357	5.5	293	5.7	218	10.4
Others	44	0.7	41	0.8	-	-
Total revenue	6,442	100.0	5,111	100.0	2,097	100.0



Of which

Fruit sales reached 2,975 billion VND accounting for 46.2% of the total revenue. Gross profit reached 1,127 billion VND and gross profit margin reached 37.9%. This segment still makes major contribution to HAGL's revenue and gross profit in 2023.

Pig sales reached 1,964 billion VND accounting for 30.5% of the total revenue. Gross profit reached 65 billion VND and gross profit margin reached 3.3%. In 2023, due to sharp fall in live pig prices compared to 2022, gross profit margin also decreased. This is also the common plight of the pig farming industry across the country.

Revenue from sales of goods and commodities reached 1,102 billion dong accounting for 17.1% of the total revenue. Gross profit margin reached 8 billion dong and gross profit margin reached 0,7% mainly providing goods and materials for agribusiness.

Rendering of other services reached 357 billion dong accounting for 5.5% of the total revenue. Gross profit margin reached 97 billion dong and gross profit margin reached 27.2% mainly from medical services of HAGL Medicine and Pharmacy University Hospital and hotel business, etc.

Contributory factors to HAGL operation and business activities in 2023

Fruit segment: China is the Group's major fruit consumption market. A Protocol of Phytosanitary requirements of fresh banana and durian exported from Vietnam to China signed by Vietnam and China is a favorable factor. The signing of the Protocol has created transparency in phytosanitary requirements and traceability. However, focusing on one market also involves potential risks. Therefore, to reduce dependence on the Chinese market, the Group has also boosted banana exports to Japan and Korea, where export turnover has increased steadily over the years.

Pig farming: In 2023, the pig industry worldwide represented many challenges. Pork prices from the beginning of July 2023 to the end of the year constantly decreased due to sluggish demand in import among Asian countries, contrary to ample supply in some exporting countries. In addition, in China, the abundant supply of pork exceeded consumption compared to 2022, causing a decline in live pig prices and the meat market under pressure, etc. so pig farming yielded no profit.

Right from the first months of 2023, realizing that the livestock situation would be difficult, the Board of Directors and the Board of Management did not include in the plan building new pigsties; instead, focusing on keeping down costs and improving quality of livestock products beside taking advantage of existing barns and barn systems of subsidiaries that to be acquired in 2023 to increase yield. Consequently, pig farming revenue in 2023 still grew compared to 2022.



❁ FINANCIAL POSITION

ASSETS

Total assets in 2023 increase by 5.6% compared to 2022, accounting for to an increase of VND 1,105 billion. Details are as follows:

Unit : billion VND	2023	2022	Movement	%
Current assets	8,768	8,038	730	9.1
Non-current assets	12,135	11,760	375	3.2
Total assets	20,903	19,798	1.105	5.6

Current assets in 2023 increase by 9.1%, accounting for 730 billion dong due to increased revenue, so receivables related to business activities also increase..

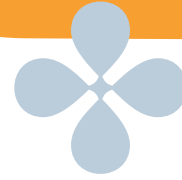
Non-current assets increased by 3.2% accounting for an increase by 375 billion dong mainly due to the an increase in fixed assets and construction in progress as during the year the Group acquired subsidiaries to pave the way for increasing output in the future.

LIABILITIES

Total liabilities in 2023 decreased by 2.6% against 2022, accounting for an increase of 377 billion VND. Details are as follows:

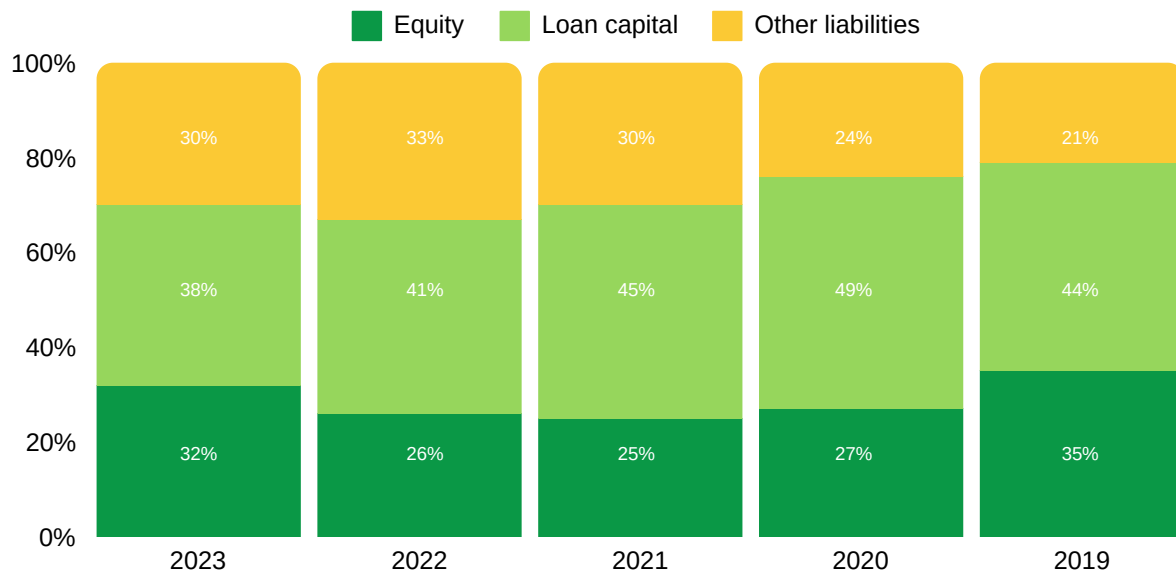
Unit : billion VND	2023	2022	Movement	%
Current liabilities	9,711	9,218	493	5.3
Short-term loans	4,529	4,000	529	13.2
Other current liabilities	5,182	5,218	(36)	(0.7)
Non-current liabilities	4,515	5,385	(870)	(16.2)
Long-term loans	3,340	4,165	(825)	(19.8)
Other non-current liabilities	1,175	1,220	(45)	(3.7)
Total liabilities	14,226	14,603	(377)	(2.6)

Short-term debt increased due to changing from long-term debt to loan due within 1 year while long-term loan decreased due to reclassification to short-term loan. Generally, loans in 2023 decrease compared to that of 2022 because the Group down payment of loans. Other liabilities decreased mainly due to reduced interest expenses.



STRUCTURE OF LIABILITIES AND OWNER'S EQUITY

Overall, total liabilities account for 68% of the Group's total capital in 2023. Details of debt-to-equity ratio over the past years are as follows:



❁ DEVELOPMENT PLANS

Developing the area of banana crop

In 2024, further planting 2,000 of banana, expanding the area from 7,000ha to 9,000 ha.

Developing the area of durian crop

In 2024, further planting 500ha of durian, expanding the area from 1,500 ha to 2,000 ha



HAGL plans in 2025 investment in expanding the area of durian to 3,000 ha and 10,000 ha of bananas, increasing, by 2030, the area of banana, durian and other crops of economic value to 30,000 hectares in Vietnam, Laos and Cambodia. In parallel with crop development, HAGL Group continued to expand its clean land bank, giving priority to investment in improving infrastructure, packing and packaging plants, etc. towards applying advanced technology and production methods to improve productivity and product quality, contributing to transforming the labor structure in agriculture



IV. BOD ASSESSMENT OF THE COMPANY OPERATION



*Cold storage warehouse for fresh banana
for export to Japan and South Korea*

BOD ASSESSMENT

OF THE COMPANY OPERATIONS



Fruits

This business forms of HAGL mainstay today, accounting for the highest proportion in the revenue structure. HAGL expands banana area and actually harvests part of durian area at the end of 2024



Pig farming

In 2022, revenue from this industry accounts for a substantial proportion of the Group's revenue structure. However, at the turn of 2023, the BOD viewed that the pig farming industry will face difficulties and cannot generate profits for the Group due to the steady decrease in pork prices.



Football

Mainly for publicity of the images and contribution to social work.

In 2023, the Board of Directors organized and implemented activities as regulated in the Charter, Internal Regulations on corporate governance, Regulation on BOD operation, ensuring compliance with the regulations above in the most appropriate and efficient fashion.

2023 experienced lots of challenges for the world and Vietnam economies. In the second half of the year, the business position sounded was relatively favorable, but not much as expected. In such circumstances, the BOD supervised and directed the BOM to adjust production and business plans to ensure stable operations of the Group.

Through BOD meetings, the BOD and the BOM exchanges the implementation and assessment of performing the tasks passed by the GMS. The BOM also make regular reports to the BOD on the work done as well as the difficulties encountered in order to find solutions together.

In 2023, the BOD directed and supervised the BOM in the following activities:

Production and business activities: Concentrating all the resources to two core business segments, namely cultivation and livestock with pig, banana, durian as flagships;

Organization structure and financing activities: As directed by the BOD, the BOM conducted organization structure and financing activities in the following transactions:

1. Converting loan balance and interest receivable due from Le Me JSC into equity, by which Le Me JSC became the Company's subsidiary owning 87.74% .

2. Conducting disposal of non-performing the Company's assets and investments for repayment of part of the Bond HAGL 2016 at the Bank for Investment and Development of Viet Nam ("BIDV"), specifically:

Disposal of Hoang Anh Gia Lai Hotel as land-attached assets at 01 Truong Chinh, Phu Dong ward, Pleiku city, Gia Lai province;

Transfer of all the Company owned shares at Hoang Anh Gia Lai University of Medicine and Pharmacy Hospital JSC;

Transfer of all the Company owned shares at BAPI Hoang Anh Gia Lai JSC ("BAPI HAGL").

3. Pursuant to GMS resolution No. 02/23/NQĐHĐCĐ-HAGL dated 26/9/2023, the BOD directed the BOM to implement the Private placement to supplement working capital for subsidiaries, repayment of loans for the company and its subsidiaries.

Corporate governance: The BOD regularly inspects the management and administration of the Board of Directors, which is carried out according to the best management practice to guarantee the rights and interests of shareholders, customers and employees in the Company. In addition, the BOD also supervises and directs the disclosure of information ensuring transparency, adequacy, and punctuality as required by law.

Based on that, the BOD assessed that the Board of Management had dutifully followed and implemented the direction given by the BOD and, simultaneously, the Board of Management fully complied with the functions and duties as specified in the Company Charter.

❁ THE BOD'S PLAN & ORIENTATION

Finance

Continuing restructuring measures, striving to reduce loan balance due to the banks.

Governance system

Continual application of advanced technology to the production and business processes, ensuring high quality products and resource-saving solution.

Production & Business

Planning and steering the implementation of the 2024-2030 business strategy, focusing on the fruit and pig farming industries.

Continuing to steer the application of advanced technology in production and business processes to create high quality products and consume the least resources according to the circular agricultural model.

Unity is strength !



V. CORPORATE GOVERNANCE



Crane lifted banana container at Quy Nhon port



MR. VO TRUONG SON
BOD member
Year of birth: 1973

Qualifications:

Master of Finance, Bachelor of Law, Member of the Association of Chartered Certified Accountants (ACCA), Member of the Vietnam Association of Certified Public Accountants (VACPA).

Working experience:

8/1996 - 11/2003:

Auditing and Consulting Company Ltd (A&C)

11/2003 - 10/2008:

Senior audit manager at Ernst & Young Vietnam Ltd. Co

10/2008 - 3/2015:

HAGL Deputy General Director

3/2015 - 07/02/2024:

BOD member and General Director

07/02/2024 - now:

BOD member



MR DOAN NGUYEN DUC
BOD Chairman
Year of birth: 1963

Working experience:

1992 - now:

Hoang Anh Gia Lai JSC

Current position at HAGL:

BOD Chairman

Positions at other organizations:

BOD Vice Chairman of Hoang Anh Gia Lai Agricultural JSC



MS. VO THI MY HANH
BOD member
and Deputy General Director
Year of birth: 1977

Qualifications:

Bachelor of Law, Master of Business Administration

Working experience:

2001 - 2006:

Hoang Anh Sole Proprietorship Enterprise

2006 - 2008:

Deputy Director at Hoang Anh Gia Lai Furniture Factory - Subsidiary of Hoang Anh Gia Lai JSC

01 - 04/2009:

Assistant Manager of Investment planning & Project department of Hoang Anh Gia Lai JSC

04/2009:

Deputy Director at Hoang Anh Gia Lai Hydropower JSC

12/2014 - 04/2017:

Deputy General Director Hoang Anh Gia Lai Agricultural JSC

02/2017 - 05/2017:

Deputy CFO at MPU Hoang Anh Gia Lai Hospital

05/2017 - 01/03/2021:

BOD member and Deputy General Director at Hoang Anh Gia Lai JSC

01/03/2021 - now::

BOD member and Deputy General Director at HAGL

Positions at other organizations

Director at Hung Thang Loi Gia Lai Co., Ltd



MR TRAN VAN DAI

*Independent BOD member
Year of birth: 1966*

Qualifications:

Agro engineer

Working experience:

1/1994 - 06/1999:

CP Group Thailand - specializing in animal feed

7/1999 - 06/2002:

Branch Manager of Dong Nai Food Company - Long Chau, Hanoi

07/2002-12/2010:

Director of Thien Ha Trading & Production Company, Hanoi

01/2011 - now:

Nutritionist and animal husbandry technician for NASA Veterinary Pharmaceutical Import Export JSC

08/2015 - 08/2017:

Nutritionist for One Member Ltd. Co. Hoa Phat Animal Feed Production And Trading Company Limited – Hoa Phat Group.

Current position at HAGL:

Independent BOD member

Positions at other organizations:

Director at NASA Veterinary Pharmaceutical Import Export JSC



**MR.
DOAN NGUYEN DUC**

BOD CHAIRMAN



MR NGUYEN CHI THANG

*BOD member
Year of birth: 1975*

Working experience

1994-2007: Hoang Anh Sole Proprietorship Enterprise

2008-2012: Hoang Anh – Quang Minh Rubber Industrial and Agricultural Co., Ltd.

2013-2015: Import-Export manager at at Hoang Anh Attapeu Agricultural Development Co., Ltd.

2016-2017: Deputy Director at Hoang Anh Attapeu Agricultural Development Co., Ltd.

2018-2020: Director at Hoang Anh Attapeu Agricultural Development Co., Ltd.

2021- now: Director at Hoang Anh Attapeu Agricultural Development Co., Ltd.

Current position at HAGL:

BOD member

Positions at other organizations:

Director at Khan Xay Agricultural Development One Member Co., Ltd.

MEMBERS AND BOD COMPOSITION

No.	BOD member	Position	Date of appointment	Shareholder voting rights
1	Mr. Doan Nguyen Duc	BOD Chairman Non-executive member	26/6/2020	34.5%
2	Mr. Vo Truong Son	BOD member	26/6/2020	0.00%
3	Ms. Vo Thi My Hanh	BOD member and Deputy CEO	26/6/2020	0.03%
4	Ms. Vo Thi Huyen Lan	Independent BOD member Dismissed on	26/6/2020 28/4/2023	None
5	Mr. Tran Van Dai	Independent BOD member	08/4/2022	None
6	Mr. Nguyen Chi Thang	BOD member Non-executive member	28/4/2023	None

INTERNAL AUDIT DEPARTMENT UNDER THE BOD

No.	Full names	Position	Qualification
1	Nguyen Thi Hanh Thuong	Head	Accounting audit

BOD ACTIVITIES

BOD MEETINGS IN 2023

No.	Full names	No. of attendances	Rate of attendance
1	Mr. Doan Nguyen Duc	26/26	100%
2	Mr. Vo Truong Son	26/26	100%
3	Ms. Vo Thi My Hanh	26/26	100%
4	Ms. Vo Thi Huyen Lan	8/8	100%
5	Mr. Nguyen Chi Thang	18/18	100%
6	Mr. Tran Van Dai	26/26	100%

ACTIVITIES OF THE INTERNAL AUDIT DEPARTMENT IN 2023:

Based on the Internal Audit Regulations and the internal audit plan approved by the Company's Board of Directors, in 2023, the internal audit department has performed the following tasks:

- Reviewing and assessing the adequacy and effectiveness of governance, risk management and internal control to help the Company achieve its strategic, operational, compliance and financial goals;
- Developing, revising, supplementing and perfecting internal audit methods and scope of internal audit activities to be able to update and keep up with the Company's development;
- Carrying out consulting activities related to governance process, risk management, financial structure and internal control appropriate to the Company;
- Periodically making report on the results of audits;
- Performing other tasks assigned by the Board of Directors



Nurturing durian flowers

BOD RESOLUTIONS IN 2023

Date	BOD Resolution No.	Content	Approval rate
19/01/2023	BOD Resolution No. 01/23/NQHĐQT- HAGL	Approval of registration to buy 650.000 shares out of 5,000,000 shares planned to be additionally issued by BAPI Hoang Anh Gia Lai Joint Stock Company	100%
24/02/2023	BOD Resolution No. 02/23/NQHĐQT- HAGL	Approval of the use of 14,000,000 shares of Lo Pang Cattle Joint Stock Company owned by the Company as collateral for credit obligations of individuals at Tien Phong Commercial Joint Stock Bank.	100%
02/03/2023	BOD Resolution No. 03/23/NQHĐQT - HAGL	Approval of finalizing the last registration day for preparing the list of shareholders attending the annual General Meeting of Shareholders 2023	100%
02/03/2023	BOD Resolution No. 04/23/NQHĐQT - HAGL	Approval of the use of 3,000,000 shares of Lo Pang Cattle Joint Stock Company owned by the Company as collateral for credit obligations of individuals at Tien Phong Commercial Joint Stock Bank	100%

Date	BOD Resolution No.	Content	Approval rate
06/03/2023	BOD Resolution No. 05/23/NQHĐQT- HAGL	Approval of the establishment of the internal audit department and the appointment of the person in charge.	100%
13/03/2023	BOD Resolution No. 06/23/NQHĐQT- HAGL	Approval of the use of 30,000,000 shares of Gia Lai Livestock Joint Stock Company owned by the Company as collateral for the credit obligations of Hung Thang Loi Gia Lai Co., Ltd. at Saigon Thuong Tin Commercial Joint Stock Bank Gia Lai Branch	100%
18/04/2023	BOD Resolution No. 07/23/NQHĐQT - HAGL	Approval of the report on the results of the private placement	100%
25/04/2023	BOD Resolution No. 08/23/NQHĐQT - HAGL	Approval of addition of a number of issues to the 2023 Annual General Meeting of Shareholders agenda.	100%
11/05/2023	BOD Resolution No. 10/23/NQHĐQT- HAGL	Approval of the selection of Ernst & Young Viet Nam Ltd. to conduct auditing and review of the Company's Financial Statements 2023 and the remuneration for the members of the Board of Directors, the Board of Supervision and the Secretarial board.	100%
16/06/2023	BOD Resolution No. 11/23/NQHĐQT- HAGL	Approval of the plan to convert Le Me's loan balance and interest receivable into contributed capital of Le Me becoming a subsidiary of the Company with the ownership rate of 87,74%.	100%
21/07/2023	BOD Resolution No. 12/23/NQHĐQT - HAGL	Approval of finalizing the last registration day for preparing the list of the Company shareholders for conducting Consultation in writing on passing the private placement plan	100%
10/08/2023	BOD Resolution No. 13/23/NQHĐQT - HAGL	Approval of the guarantee of whole payment obligations of Hung Thang Loi Gia Lai Co., Ltd at Saigon Thuong Tin Commercial Joint Stock Bank Gia Lai Branch.	100%
22/08/2023	BOD Resolution No. 14/23/NQHĐQT-HAGL	Approval of the consultation with shareholders in writing and the composition of documents of consultation with shareholders in writing.	100%
28/09/2023	BOD Resolution No. 15/23/NQHĐQT-HAGL	Approval of the plan to convert part of Hung Thang Loi Gia Lai's loan balance and interest receivable into contributed capital.	100%

Date	BOD Resolution No.	Content	Approval rate
29/09/2023	BOD Resolution No. 16/23/NQHĐQT- HAGL	Approval of Adjusting a number of contents related to The Bonds issued by the Company according to the Information Disclosure dated 25/4/2012 applicable to 300 billion VND bond par value of the issuance on 18/6/2012.	100%
30/09/2023	BOD Resolution No. 17/23/NQHĐQT- HAGL	Approval of Implementing the transaction in disposal of Hoang Anh Gia Lai Hotel.	100%
04/10/2023	BOD Resolution No. 18/23/NQHĐQT - HAGL	Approval of promulgation of the Company's Information Disclosure Regulation	100%
26/10/2023	BOD Resolution No. 19/23/NQHĐQT - HAGL	Approval of registration to buy shares offered to existing shareholders of Lo Pang Cattle Joint Stock Company	100%
22/11/2023	BOD Resolution No. 21/23/NQHĐQT- HAGL	Approval of the implementation of the private placement, the plan to use the proceeds obtained from the offering, the commitment to share listing after the successful offering, the plan to ensure full compliance with regulations on foreign ownership ratio	100%
22/11/2023	BOD Resolution No. 22/23/NQHĐQT- HAGL	Approval of the list of investors expected to be offered	100%
22/11/2023	BOD Resolution No. 23/23/NQHĐQT - HAGL	Approval of Registration File for Private placement	
24/11/2023	BOD Resolution No. 24/23/NQHĐQT - HAGL	Approval of cancellation to update the list of investors expected to be offered private placement as stated in Article 1 of BOD Resolution No. 22/23/NQHĐQT-HAGL dated 22/11/2023 due to negligence in the course of communication.	100%
29/11/2023	BOD Resolution No. 25/23/NQHĐQT-HAGL	Approval of the list of investors expected to be offered private placement according to the issuance plan stated in GMS Resolution No. 02/23/NQDHĐCD-HAGL and BOD Resolution No. 21/23/NQHĐQT-HAGL.	100%
04/12/2023	BOD Resolution No. 26/23/NQHĐQT-HAGL	Approval of the list of registration file for the Company private placement	100%
26/12/2023	BOD Resolution No. 27/23/NQHĐQT-HAGL	Approval of the transfer of shares of University of Medicine and Pharmacy - Hoang Anh Gia Lai Hospital Joint Stock Company.	100%
29/12/2023	BOD Resolution No. 28/23/NQHĐQT-HAGL	Approval of the transfer of all the shares owned by the Company at BAPI Hoang Anh Gia Lai Joint Stock Company.	100%



OPERATION OF INDEPENDENT BOD MEMBERS



Operation of Independent BOD members

The company currently has 01 BOD independent members, ensuring the number in compliance with the Enterprise Law and Decree 155/2020/ND-CP. In 2023, the BOD independent members fully attended the BOD meetings reviewing, discussing and deciding the issues raised at each meeting. As independent members they gave their opinions and contributed expertise in investment, production and business activities, especially solutions in CIRCULAR AGRICULTURE. In the context of economic difficulties and challenges in 2023, the independent BOD members actively coordinated with other BOD members to direct the BOM to accomplish the revenue and profit targets approved by the 2023 Annual General Meeting of Shareholders.



Results of the independent members' assessment on the BOD operations

BOD meetings were convened and held in accordance with the sequence and procedures as per law. The Chairman of the BOD conducts the meeting in an appropriate fashion to ensure that the BOD members attending the meeting could discuss, and voted on the issues prescribed by law and the Company's Charter. The agenda issues were discussed, counter-argued, thoroughly and prudently assessed by the BOD members. Voting and approving the BOD resolutions are carried out in accordance with regulations, under the supervision of the Board of Supervisors.



TRAINING ON CORPORATE GOVERNANCE

Training courses on corporate governance that members of BOD, BOS and the BOM, and other managers and Secretary of the Company participated in accordance with the regulations on corporate governance:

The majority of the members of the BOD, the BOM, the BOS and the Company Secretariat have attended the course and been granted a certificate of completion of the training program on Corporate Governance by the Securities Research and Training Center of the State Securities Commission.



BOD ACTIVITIES

- On 23/10/2023, at LPBank Head office in Hanoi, the Comprehensive Cooperation Signing Ceremony between LPBank and HAGL was successfully held. This is the starting event of the strategic relationship between the two sides towards building, developing and providing the best products and services to customers.
- On 02/11/2023, LP Bank signed a comprehensive cooperation agreement with HAGL Football Academy and Football Club.. With LP Bank as a partner, representatives of HAGL Group announced Academy and Club renamed LP Bank - Hoang Anh Gia Lai Football Academy and LPBank - Hoang Anh Gia Lai Football Club. This is a step forward in fulfilling the comprehensive cooperation agreement signed between HAGL and LP Bank on 23/10/2023
- On 04/3/2024, LPBank and HAGL entered into a financing agreement of VND 5,000 billion prioritizing investment in green. LPBank will disburse VND 3,000 billion to promote investment in new cultivation, nursing and development of 3 key products including: bananas, durian and pig farming





MEMBERS AND MEETINGS OF THE BOARD OF SUPERVISORS

INFORMATION ABOUT THE MEMBERS OF THE BOARD OF SUPERVISORS

No.	Member	Title	Share ownership
1	Ms. Do Tran Thuy Trang	Head	0.00%
2	Mr. Le Hong Phong	Member	0.00%
3	Mr. Pham Ngoc Chau	Member	0.00%

MEETINGS OF THE BOARD OF SUPERVISORS

No.	Minutes	Attendance	Content	Approval %
1	Minutes No. 01/2023/BB-BKS dated 29/03/2023	3/3	Supervising the implementation of the Resolution of the GMS 2023; reviewing the Consolidated Financial Statements 2023.	100%
2	Minutes No. 02/2023/BB-BKS dated 27/04/2023	3/3	Reviewing the Consolidated Financial Statements of Quarter1/ 2023	100%
3	Minutes No. 03/2023/BB-BKS dated 29/08/2023	3/3	Supervising the implementation of the Resolution of the GMS 2023. reviewing the Interim Consolidated Financial Statements of the first 6 months of 2023	100%
4	Minutes No. 04/2023/BB-BKS dated 30/10/2023	3/3	Supervising the implementation of the Resolution of the GMS 2023. Reviewing the consolidated financial statements of the first 9 months of 2023.	100%

REMUNERATION, BONUS AND OTHER BENEFITS OF BOS MEMBERS

Details of remuneration, bonus and other benefits of BOS members are presented on page 61.

INTRODUCTION OF THE BOARD OF SUPERVISORS



MS. DO TRAN THUY TRANG

*BOS head
Year of birth: 1970*

Qualifications:

Bachelor in Economics, Bachelor in Law, Auditor certificate, ACCA

Working experience:

1992 - 2007:

Auditor at Auditing and Consulting Company Ltd.

2008 - 2012:

CFO at Saigon Mekong Investment JSC

2012 - 2014:

Deputy Director in Finance at Saigon Mekong

2015 - 05/2017:

Deputy Director in charge of Finance at Indochina Cow Joint Stock Company

06/2017 - 12/2021:

Chief Accountant at Heygo Food JSC

Current position at HAGL:

Head of the Board of Supervisors



MR. LE HONG PHONG

*BOS member
Year of birth: 1980*

Qualifications:

Bachelor in Economics, Chief accountant certificate

Working experience:

2003 - 2004:

Assistant auditor at Auditing and Financial Accounting Consultancy Company (Sai Gon AFC)

2004 - 2010:

Assistant auditor, Head of auditing team at Auditing and Consulting Company Ltd.

2010 - 2011:

Financial controller at Dat Xanh Group Joint Stock Company

2011 - 2016:

Assistant manager of Internal Auditing department at Hoang Anh Gia Lai JSC

2015 - 2017:

Head of the Board of Supervision at Hoang Anh Gia Lai Agricultural JSC

2016 - 2019:

General Director at Indochina Rubber Investment and Development Co., Ltd

Current position at HAGL:

BOS member



MR. PHAM NGOC CHAU

*BOS member
Year of birth: 1975*

Qualifications:

Bachelor in Economics

Working experience:

2001 - 2003:

Saigon Trade and Production Development Corporation (SADACO)

2004 - 2007:

Europe Asia United Company Ltd.

2008 - 2012:

Hoang Anh Gia Lai Real Estate Management JSC

2013 - 4/2022:

Information Technology of Hoang Anh Gia Lai JSC

5/2022 - now: Bapi HAGL JSC

Current position at HAGL:

BOS member



Banana preserved in cold storage for export to South Korea

BOS OPERATION

Performing the tasks as prescribed in the Company's Charter and Operational Regulations of the Board of Supervisors, in 2023, the BOS supervised the BOD and the BOM through:

Attending, as requested, BOD meetings, thereby catching up with the actual business position, participating in questioning and giving opinions to the BOD in making decisions and achieving the targets approved by the General Meeting of Shareholders;

- Monitoring the implementation progress of the plans set out in the Resolution of the Annual General Meeting of Shareholders;
- Assessing the information in the Group's quarterly, 6-monthly and annual financial statements presented truthfully, reasonably in accordance with current regulations;
- Supervising the Group's information disclosure in accordance with the provisions of the Securities Law and relevant legal documents.
- Supervising and regulating the internal audit

RESULTS OF THE BOS OPERATION

SUPERVISING THE IMPLEMENTATION OF THE RESOLUTION OF THE ANNUAL GMS 2023

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

- Business results in 2023: In the context of unfavorable economic movements in the world and in the country in 2023, the BOD and the BOM made great efforts to accomplish the approved revenue and profit plan passed in the Resolution of the General Meeting of Shareholders in 2023. Specifically, net revenue reached VND 6,442 billion, exceeding 25.8% of the plan. Profit after tax reached 1,782 billion VND, exceeding 25.8% of the set plan.

Profit distribution plan for 2023: Since in the financial statements 2023 there are still accumulated losses, priority is given, from the profit in 2023, to offsetting against with the losses of previous years, thus no profits distributed.

- The BOD directed the BOM to implement a private placement offering to supplement working capital for subsidiaries and repayment of debts of the Company and its subsidiaries. The results of the private stock offering would be reported by the BOD according to regulations.



EXAMINATION OF FINANCIAL POSITION IN 2023

The BOS coordinated with the Group's Accounting Department in discussing the nature and scope of the audit with the Group's accounting department, setting up working processes with the independent audit and other important issues within the Group's internal control. Accordingly, the BOS actively participated in the quarterly, interim and year-end financial statements issuance process. The BOS reviewed and analyzed the movements of material items in the financial statements and informed the results of the review to the BOD of which emphasis of matter is as follows:

As at 31 December 2023, the Group had an accumulated loss of VND'000 1,669,170,708, and as at this date, the Group's current liabilities exceeded current assets by VND'000 941,878,694. The Group was also in violation of certain loan and bond covenants, leaving the principal and interest of some due loans and bonds unpaid. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern

As explained by the BOM, the Group has prepared projected cash flows for the next 12 months which is expected to be generated from the disposal of its financial investments, collection of debts from borrowers and cash inflows from private placement to shareholders, loans from commercial banks and from ongoing projects. The Group is also negotiating with the lenders to adjust some breached terms and conditions in related loan contracts. Accordingly, the Group is able to settle on due payables and continue to operate in the next accounting period. Based on this, the management prepared the consolidated financial statements on a going concern basis

In addition to the above-mentioned issues, the BOS assessed that the quarterly, 6-monthly financial statements and annual financial statements give a true and fair view and in accordance with the statutory requirements.

SUPERVISION OF THE BOD AND THE BOM OPERATIONS

In 2023, the BOS attended BOD quarterly and as-requested meetings, whereby the Supervisory Board catch up with the actual business position and the implementation of the targets approved by the General Meeting of Shareholders. .

The BOS also supervised the BOM operation through close and regular coordination with the internal audit planning, reviewing and assess the adequacy and effectiveness of governance, risk management and internal control to help the Group achieve its targets of strategy, operation, compliance and finance. From the results of the audits, the BOS put forward many suggestions for the BOM to improve the management system, accounting system and internal control.

ASSESSMENT OF BOS COORDINATION WITH BOD AND BOM

During the supervision of the Company's activities, the BOS was provided information in time by the BOD and the BOM and other managers as required, thus facilitating the BOS tasks.

There are no requests for review or complaints from Shareholders

SELECTING INDEPENDENT AUDIT UNIT

The BOS informed the BOD of the procedures to submit to the GMS for approving selection of an independent auditing company for the fiscal year 2024 in the nearest GMS.



BOD OPERATION PLAN FOR 2024

In order to carry out the tasks of the BOS in accordance with the provisions of the Enterprise Law, the Company's Charter and the BOS Operation Regulations, the BOS tentative operation plan in 2024 is as follows:

Supervising the compliance with the Charter and GMS Resolutions

Reviewing and assessing the quarterly, interim and yearly financial statements

Supervising the BOD and the BOM management and operation of the Group

Examining and supervising the Group's implementation of business plan in 2024

Supervising and running the operation of the internal audit

Supervising and running the operation of the internal audit



Irrigation Reservoir

BOD'S BOM'S AND BOS'S TRANSACTION, REMUNERATION AND BENEFITS

❖ **BOD'S BOM'S AND BOS'S REMUNERATION BONUS AND BENEFITS** -----> Total income (including remuneration and other benefits) of the BOD, the BOM and the BOS in 2023: 7,997,250

Remuneration of BOD, BOM, BOS members in 2023:

Full names	Position	Income (*)
Mr. Doan Nguyen Duc	BOD Chairman	2,418,600
Mr. Vo Truong Son	BOD member & CEO (**)	1,919,006
Ms. Vo Thi My Hanh	BOD member & Deputy CEO	1,376,437
Ms. Vo Thi Huyen Lan	Independent BOD member	67,500
Mr. Tran Van Dai	Independent BOD member	162,000
Mr. Nguyen Chi Thang	BOD member	94,500
Ms. Ho Thi Kim Chi	Deputy CEO	1,086,592
Ms. Do Tran Thuy Trang	BOS HEAD	656,613
Mr. Pham Ngoc Chau	BOS member	108,000
Mr. Le Hong Phong	BOS member	108,000
Total		7,997,250

(*) Total income including remuneration and other benefits .

(**) Mr. Vo Truong Son resigned from General Director as of 07/02/2024

Transaction in shares of internal person and related person of internal person

No.	Trading person	Shares owned at the beginning		Shares owned at the end		Reason for increase/decrease
1	Doan Nguyen Thinh – Related person of internal person Doan Nguyen Duc	Shares	proportion	Shares	(proportion)	(buy, sell, convert,...)
		488,900	0.05%	50,034	0.005%	Sell

The contracts, transactions between the Company and related persons; between the Company with major shareholders, internal persons and related persons of internal persons

No.	Organization/ individual	Relation with the company	NSH No/ date of transaction Resolution No.	Content
1	BAPI Hoang Anh Gia Lai JSC	Related organization of Mr. Doan Nguyen Duc - HAGL BOD chairman	5901190436; date of transaction 19/01/2023; Resolution No. 01/23/NQHĐQT - HAGL	Buying additionally issued shares: - Quantity: 650,000 shares; - Value: 6,500,000,000 VND
2	1Pang Livestock JSC	Subsidiary and related organization of Ms. Ho Thi Kim Chi - HAGL Deputy CEO	5901147416; date of transaction 26/10/2023; Resolution No. 19/23/NQHĐQT - HAGL	Registration to buy shares offered to existing shareholders of Lo Pang Livestock JSC
3	Hung Thang Loi Gia Lai Ltd., Co.	Subsidiary and related organization of Ms. Vo Thi My Hanh - HAGL BOD member	5901046432 date of transaction 13/03/2023; Resolution No. 06/23/NQHĐQT - HAGL date of transaction 10/08/2023; Resolution No. 13/23/NQHĐQT - HAGL date of transaction 28/09/2023; Resolution No. 15/23/NQHĐQT - HAGL	Guaranteeing credit obligations of Hung Thang Loi Gia Lai Co., Ltd ("HTL"). - Guaranteeing value: 500,000,000,000 VND Converting part of Hung Thang Loi Gia Lai's loan balance into contributed capital

ASSESSMENT OF IMPLEMENTATION OF THE REGULATIONS ON CORPORATE GOVERNANCE



In 2023, the Company fully and seriously observed the regulations on Corporate Governance according to the Charter, Internal Regulations on Corporate Governance, and Regulations on the BOD and BOS Operations

- The Company successfully held the annual GMS on schedule in the first 4 months of 2023 with the sequence of and procedures for convening the meeting in accordance with the provisions of law, Charter and Corporate Governance Regulations.
- BOD members attended quarterly BOD meetings to formulate business policies and strategies appropriate to the Company's operations. The issues in the meeting agenda were discussed, counter argued, and fully and prudently assessed by BOD members.
- BOS members were proactive in observing the Company financial position and the BOD and BOM members' legal compliance in their operations.
- The Company's information disclosure process is always reinforced and improved to ensure transparency, adequacy, and punctuality in accordance with the law. During the year, the Company also regularly held investor meetings to exchange and share information about the Company's production and business activities to Shareholders and Investors.

OTHER ACTIVITIES



Regularly update production and business activities on the Company's website



Listening to feedbacks, comments in preventing, tackling crises and other related activities



Conducting donation programs to express gratitude and offer shareholders experience of trying the Company's new products from the first harvest.



Marine vessel carrying fresh banana for export

FINANCIAL STATEMENTS

Independent audit report, Consolidated financial statements 2023 are presented on pages 01 to 80




Cold preserved banana container being loaded aboard



HAGL Group

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