

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To:**                   - **The State Securities Commission**  
                              - **Ho Chi Minh City Stock Exchange**

Company                   : Hoang Anh Gia Lai Joint Stock Company  
Stock Code               : HAG  
Head office               : 15 Truong Chinh - Phu Dong Ward - Pleiku City - Gia Lai Province  
Telephone                : 0269 2225888            Fax: 0269 2222335  
Information disclosed by: Ms. Vo Thi My Hanh            Title: Deputy General Director

**Information disclosed:**

Hoang Anh Gia Lai Joint Stock Company (“**Company**”) discloses Resolution of the Board of Directors No. 19/22/NQ.HĐQT/HAGL dated 14/10/2022 the application file of private placement in 2022

This information was published on the website of the Company on 26/9/2022 at:

<http://www.hagl.com.vn> at *Investor Relation*)

We would like to give formal assurances of the whole truth about the information disclosed above and shall take full legal responsibility for the information disclosed.

***Documents attached:***

- *BOD Resolution No. 19/22/NQHĐQT-HAGL*

**Recipients:**

- As above
- Archives

**HOANG ANH GIA LAI JOINT STOCK COMPANY**  
**INFORMATION DISCLOSING PERSON**

**VO THI MY HANH**

No. 19/22/NQĐHĐCĐ-HAGL

Gia Lai, 14<sup>th</sup> October, 2022

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**RESOLUTION**

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**THE BOARD OF DIRECTORS OF  
HOANG ANH GIA LAI JOINT STOCK COMPANY**Pursuant to

- *the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17/6/2020;*
- *the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019*
- *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;*
- *Circular No. 118/2020/TT-BTC promulgated by the Ministry of Finance guiding a number of contents on offering, issuing securities, public offer to buy, redeeming stocks, public company registration at Decree No. 155/2020/ND-CP dated December 31, 2020 promulgated by the government on elaboration of some Articles of the Law on Securities.*
- *the current Charter of Hoang Anh Gia Lai Joint Stock Company;*
- *the Resolution No. 01/22/BBHĐHĐCĐ - HAGL dated 8/4/2022 of the General Meeting of Shareholders*
- *the minutes of BOD meeting No. 19/22/BBHĐQT-HAGL dated 14/10/2022*

**RESOLUTION****(Re: Approving the application file for private placement in 2022)**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17/6/2020;*
- *Pursuant to Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of Articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC promulgated by the Ministry of Finance guiding a number of contents on offering, issuing securities, public offer to buy, redeeming stocks, public company registration at Decree No. 155/2020/ND-CP dated December 31, 2020 promulgated by the government on elaboration of some Articles of the Law on Securities.*
- *Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company;*
- *Pursuant to the Resolution No. 01/22/BBHĐHĐCĐ - HAGL dated 8/4/2022 of the General Meeting of Shareholders (“GMS”)*
- *Minutes of the BOD meeting No.18/22/BBHĐQT-HAGL dated 26 September 2022 of Công Hoàng Anh Gia Lai JSC.*

## **Article 1: Approving the application of private placement of Hoang Anh Gia Lai Joint Stock Company (“Company”, “HAGL”)**

The Board of Directors (BOD) unanimously approved the list of documents for registration of private placement of shares submitted to the State Securities Commission in accordance with the provisions of law, specifically as follows:

1. Registration for private placement of shares No. 82/GĐKCB/HAGL dated 14 October 2022
2. Business registration certificate No. 5900377720 issued by Gia Lai Department of Planning and Investment for the first time on 01/6/2006, and the 30th amendment on 03/3/2018;
3. Certificate of change of business registration contents dated 12/4/2022 by Department of Planning and Investment of Gia Lai province for Hoang Anh Gia Lai Joint Stock Company;
4. Charter of Hoang Anh Gia Lai Joint Stock Company;
5. Resolution No. 01/22/NQDIIĐCD-HAGL dated 08/04/2022 of the 2022 Annual General Meeting of Shareholders (attached with the proposal No. 02/TTr/HĐQT-HAGL dated 08/04/2022)
6. Resolution of the Board of Directors No. 17/22/NQ.HĐQT/HAGL dated September 26, 2022 approving the continued implementation of the plan of private placement of shares to increase charter capital, adjusting the use plan for proceeds from the offering, the list of professional securities investors expected to be offered for sale, the plan to ensure the issuance of shares meeting the regulations on foreign ownership ratio and a number of related issues;
7. Resolution of the Board of Directors No. 19/22/NQ.HĐQT/HAGL dated 14/10/2022 on approving the application file of private placement;
8. Letter of commitments No. 2204/2022/HAGL dated April 22, 2022 not to violate regulations on cross-ownership;
9. Document No. 2453/UBCK-PTTT dated 29/4/2022 of the State Securities Commission on notification of maximum foreign ownership ratio of Hoang Anh Gia Lai Joint Stock Company;
10. Document No. 79/2022/CV-HAGL dated 06/10/2022 of the Company on separation of voting rights of people of interest related to the private placement;
11. Written confirmation No. 01/TB-VPB of Vietnam Prosperity Joint Stock Commercial Bank on opening an escrow account to receive money from shares issue (attached with documents of authorization signed);
12. Documents related to the plan to use the proceeds obtained from the offering
- 12.1 **Documents related to the lending to its subsidiary, Hung Thang Loi Gia Lai Co., Ltd (“Hung Thang Loi Gia Lai”) include:**
  - Certificate of business registration No. 5901046432 of Hung Thang Loi Gia Lai first issue by the Department of Planning and Investment of Goa Lai province on 12/10/2016; and the 13<sup>th</sup> amendment on 13/12/2021;
  - Resolution No. 014/NQHĐV-HTLGL.22 dated 1 April, 2022 of the Board of Members of Hung Thang Loi Gia Lai Co., Ltd on approving the loan policy and approving the draft of the loan contract with the parent company, attached with the draft loan contract of Hung Thang Loi Gia Lai with Hoang Anh Gia Lai Joint Stock Company;

- Document No. 2309/CV-HTL.22 dated September 23, 2022 of Hung Thang Loi Gia Lai clarifying HAGL's proposals on the purpose of using the loan as well as explaining in detail the receivables from short-term loans and receivables from long-term loans to organizations and individuals; attached with Business plan and loan demand in 2022 of Hung Thang Loi Gia Lai;

**12.2 Documents related to the lending to its subsidiary, Lo Pang Co., Ltd (“Lo Pang”) include:**

- Certificate of business registration No. 5901147416 of Lo Pang Cattle Joint Stock Company first issue by the Department of Planning and Investment of Goa Lai province on 19/6/2020; and the 8th amendment on 09/02/2022;
- GMS Resolution No. 014/NQDHDCD-GSLP.22 dated 01/4/ 2022 of Lo Pang Cattle Joint Stock Company on approving the loan policy and approving the draft loan contract with HAGL; attached with draft loan contract of Lo Pang with HAGL;
- GMS Resolution No. 0201/22/NQDI 1DCD-GSLP dated January 2, 2022 of Lo Pang Cattle Joint Stock Company on the investment plan in 2022;
- Resolution No. 0504/22/NQDHDCD-GSLP dated 05/4/2022 of the General Meeting of Shareholders of Lo Pang Cattle Joint Stock Company on adjusting the investment plan in 2022;
- Document No. 0909/2022/CV-GSLP dated September 9, 2022 of Lo Pang Cattle JSC to Hoang Anh Gia Lai Joint Stock Company to determine that the company's fruit-growing activities are not subject to investment approval procedures on investments;
- Document No. 2735/SKHĐT-DN dated August 27, 2022 of the Department of Planning and Investment of Gia Lai province replying Letter No. 2208/2022/CV-GSLP of Lo Pang Cattle Joint Stock Company guiding the procedures for production, trading and investment activities of Lo Pang Cattle Joint Stock Company;
- Document No. 3581/STNMT-QIÐD dated August 30, 2022 Department of Natural Resources and Environment of Gia Lai Province replying Letter No. 2208/2022/CV-GSLP dated August 22, 2022 of Lo Pang Cattle Joint Stock Company;
- Document No. 587/CCTTBVTV-TT dated September 9, 2022 Department of Agriculture and Rural Development of Gia Lai Province replying Letter No. 2208/2022/CV-GSLP dated August 22, 2022 of Lo Pang Cattle JSC;

**12.3 Documents relating to partial repayment of principal for Bonds issued by the Company on 30/12/2016, Bond code HAGL.BOND16.26 including:**

- Resolution of the Board of Directors, book 0510/16/NQHÐQT\_HAGL dated 05/10/2016 approving the Bond issuance plan (the plan attached)
- Bond purchase and swap contract dated 30/12/2016 between Hoang Anh Gia Lai Joint Stock Company and JSC Bank for Investment and Development of Vietnam;

**Article 2.** The Board of Directors authorizes and assigns Mr. Doan Nguyen Duc - Chairman of the Board of Directors, to direct the Board of Management and relevant Departments to prepare documents and carry out necessary procedures to complete the file for private placement of shares mentioned in this Resolution.

**Article 3.** This Resolution takes effect from the date of signing. The members of the Board of Directors, the Executive Board and relevant departments of the Company are responsible for the implementation of this Resolution

**Recipients:**

- As in Article 3
- BOD, BOS
- Archives: Secretariat

**FOR THE BOARD OF DIRECTORS  
CHAIRMAN**

**DOAN NGUYEN DUC**