



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

No.: 21/23/CBTT-HAGL

Gia Lai, 26th September, 2023

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: Mr. Vo Thi My Hanh Title: Deputy General Director

Information disclosed:

Hoang Anh Gia Lai Joint Stock Company hereby discloses the following information:

- Minutes of vote counting No. 02/23/NQĐHĐCĐ- HAGL dated 26/9/2023
- Resolution of the Board of Directors on consulting shareholders in writing No. 02/23/NQĐHĐCĐ- HAGL dated 26/9/2023.

This information was published on the website of the Company on 18/4/2023 at:
<http://www.hagl.com.vn> at *Investor Relation*

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

Documents attached:

- Minutes of vote counting No. 02/23/BBKP-HAGL
- BOD Resolution No. 02/23/NQĐHĐCĐ-HAGL

Recipients:

- *As above*
- *Archives*

HOANG ANH GIA LAI JOINT STOCK COMPANY
INFORMATION DISCLOSING PERSON

VO THI MY HANH



**MINUTES OF COUNTING SHAREHOLDERS' VOTES
HOANG ANH GIA LAI JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2022/QH14 passed by the National Assembly on 17/6/2022;
- Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company; (“**Company**”);
- Pursuant to the Internal Regulations on Corporate Governance;
- Pursuant to the Proposal for consulting shareholders in writing No. 04/TTr-HAG.23 dated 22/8/2023
- Pursuant to shareholder consultation sheets sent to the Company up to 17:00 on 22/9/2023

I. COMPANY INFORMATION

- Company:	Hoang Anh Gia Lai Joint Stock Company
- BRC No.:	5900377720 first issued by the Planning and Investment Service of Gia Lai province on 01/06/2006 and the 31th amended registration on 08/02/2023.
- Head office :	15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province, Vietnam

II. TIME AND VENUE

- **Venu:** the Company’ s Head office 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province
- **Vote counting time:** at 8:00 a.m. on 26/9/2023

III. PARTICIPATION

1. Vote counting board (**VCB**):

- Mr. Doan Nguyen Duc Chairman of the Board of Directors - Head of VCB
- Mr. Vo Truong Son BOD Member - Member of VCB
- Mr. Tran Van Dai Independent BOD member - Member of VCB

2. Vote counting supervision

- Ms. Do Tran Thuy Trang BOS Head
- Mr. Le Hong Phong BOS member
- Mr. Nguyen Ngoc Chau BOS member

3. Minutes taken by:

- Ms. Ho Thi My Loan

IV. PURPOSE OF CONSULTATION

Based on the list of securities owners (stock code: HAG) at the last registration date of 10 /8/2023 provided by Vietnam Securities Depository and Clearing Corporation, the Company's BOD sends written consultation sheets to shareholder to vote on the following issues:

1. the Plan for the company private placement
2. Authorization given to the BOD to implement the issues approved by the GMS

V. RESULTS OF CONSULTATION SHEET CHECK

1. total of shares and shareholders with voting right:

- Total of the Company shares: 927,467,947, of which:
 - Number of outstanding shares: 927,399,283 shares.
 - Number of treasury shares: 68,664 shares.

Thus, the total number of the Company shares with voting rights is 927,399,283 shares, accounting for 100% of the total number of votes with voting rights (01 share = 01 vote).

- Total number of shareholders with voting rights: 48,576 shareholders, owning 100% of the total votes with voting rights.

2. Results of consultation sheet check

- Total number of consultation sheets sent to shareholders (hereinafter referred to as "votes"): 48,576 votes, corresponding to 927,399,283 votes, accounting for 100% of the total number of votes with voting rights.

- Total number of shareholder consultation sheets sent: 301 votes, equivalent to 478,071,252 votes, accounting for 51.55% of the total number of votes, of which:
 - The number of votes sent back via mail: 27 votes, equivalent to 331,647,558 votes, accounting for 35.76% of the total number of votes with voting rights.
 - Number of votes sent via email/phone: 274 votes, equivalent to 146,423,694 votes, accounting for 15.79% of the total number of votes.
- The total number of shareholder consultation sheets that were not sent back (including: (i) returned votes that could not be sent to shareholders for various reasons such as the shareholder's unclear or inaccurate address) /changed address / no recipient on many deliveries, (ii) Votes sent to the Company after 5:00 p.m. on 22/9/2023), (iii) Votes sent to the Company after 17:00 on September 22, 2023), (iii) Votes not sent back): 48,275 votes, equivalent to 449,328,031 votes, accounting for 48.45% of the total number of votes with voting rights.

Thus:

- The total number of votes cast: 301, equivalent to 478,071,252 votes, accounting for 51.55% of the total votes with voting rights, of which,
 - The number of valid votes: 300 votes, equivalent to 478,046,252 votes, accounting for 51.55% of the total number of votes with voting rights:
 - The number of invalid votes: 01 vote, equivalent to 25,000 votes, accounting for 0.00% of the total number of votes with voting rights.
- Total number of votes not cast: 48,275 votes, equivalent to 449,328,031 votes, accounting for 48.45% of the total number of votes with voting rights.

VI. RESULTS OF VOTING ON EACH ISSUE

According to the draft Plan, the proceeds from the offering stated in Proposal No. 04, the Company will be used for: (i) Restructuring loans at Tien Phong Commercial Joint Stock Bank

for Lo Pang Cattle Joint Stock Company - Company's subsidiary; (ii) Supplementing working capital for and restructuring the loans of Hung Thang Loi Gia Lai Co., Ltd, a subsidiary of the Company's. Based on the regulations on transactions with related parties, Ms. Vo Thi My Hanh - Member of the Board of Directors and Deputy General Director of the Company, concurrently holds the position of Director of Hung Thang Loi Gia Lai Co., Ltd., and Ms. Ho Thi Kim Chi -as Deputy General Director of the Company - holds the position of Chairman of the Board of Directors of Lo Pang Cattle JSC, will not be participating in the voting. Therefore, these two cases has been excluded from the total number of valid votes.

Issue 1: Plan for the Company Private Placement

- *Total number votes for: 288 votes, equivalent to 477,769,152 votes, accounting for 51.52% of the total votes with voting rights.*
- *Total number of votes against: 01 vote, equivalent to 9,500 votes, accounting for 0.00% of the total number of votes with voting rights.*
- *Total abstentions: 11 votes, equivalent to 267,600 votes, accounting for 0.03% of the total number of votes with voting rights*

Issue 2: Authorization given to the BOD to implement the issues approved by the GMS

- *Total number votes for: 286 votes, equivalent to 477,769,152 votes, accounting for 51.52% of the total votes with voting rights.*
- *Total number of votes against: 01 vote, equivalent to 9,500 votes, accounting for 0.00% of the total number of votes with voting rights.*
- *Total abstentions: 11 votes, equivalent to 267,600 votes, accounting for 0.03% of the total number of votes with voting rights*

VII. The issues that have been approved

Pursuant to Article 21.9 of the Company's Charter, it is stipulated that "**In case of passing a resolution in the form of consultation in writing, the resolution of the General Meeting of Shareholders shall be passed if the number of shareholders owning more than 50% total number of votes of all shareholders with voting rights are in favor.**" Accordingly, the issues were approved by the Company's General Meeting of Shareholders including the following specific results:

Issue 1: Passing the Plan for the Company Private Placement with an approval rate of 51.52% of the total number of votes with voting rights.

Issue 2: Passing Authorization given to the BOD to proactively implement the issues approved by the GMS with an approval rate of 51.51% of the total number of votes with voting rights.

The vote counting minutes was read by the Head of the BKP to all the people present. All the VCB members and supervising members agree with the entire content of the minutes and put their signatures below.

The vote counting for consultation with shareholders in writing ended at 14:00 the same day

FOR THE BOARD OF DIRECTORS
CHAIRMAN
DOAN NGUYEN DUC

VOTE COUNTING BOARD MEMBER

VO TRUONG SON

VOTE COUNTING SUPERVISION

DO TRAN THUY TRANG

VOTE COUNTING BOARD MEMBER

TRAN VAN DAI

MINUTES PREPARER

HO THI MY LOAN

No. 02/23/NQĐHĐCĐ-HAGL

Gia Lai , 26th September, 2023

RESOLUTION
GENERAL MEETING OF SHAREHOLDERS
(Consulting shareholders in writing)

GENERAL MEETING OF SHAREHOLDERS
HOANG ANH GIA LAI JOINT STOCK COMPANY

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly on June 17, 2020;
- Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company (“**Company**”);
- Pursuant to the Internal Regulations on governance;
- Pursuant to the Minutes of vote counting regarding consultation with shareholders in writing 02/23/BBKP - HAGL ngày dated 26/9/2023.

RESOLUTION:

Article 1: Passing the Plan for the company private placement

The General Meeting of Shareholders (GMS) passed the plan for the Company private placement including: the plan for private placement; plan for using the proceeds from the offering and implementing other issues related to this private placement, specifically

1. Plan for private placement

1.	Issuing organizer :	Hoang Anh Gia Lai Joint Stock Company (“ Company ”)
2.	Stock name:	shares of Hoang Anh Gia Lai Joint Stock Company
3.	Stock code:	HAG
4.	Type of stock:	ordinary share (in general “ share ”)
5.	Par value:	VND 10,000 (in words: ten thousand dong)/ 01 (one share)
6.	Purpose:	To supplement capital for subsidiaries and settle part of the Company’s and subsidiaries’ debts, detailed: <ul style="list-style-type: none">- Payment of principal and interest of Bonds coded HAG2012.300 issued by the Company on June 18, 2012;- Restructuring loans at Tien Phong Commercial Joint Stock Bank for Lo Pang Cattle Joint Stock Company the Company's subsidiary;- Supplementing working capital for and restructuring the loans of Hung Thang Loi Gia Lai Co., Ltd, a subsidiary of the Company’s.

7.	Number of shares to be offered :	130,000,000 (In words: One hundred and thirty million) shares
8.	Estimated offer price:	10,000 VND/ 01 share (in words: ten thousand VND per share)
9.	Estimated total proceeds from the offering:	1,300,000,000 VND (in words: one thousand three hundred billion VND)
10.	People to be offered :	Professional securities investors as required by laws.
11.	Method:	Offering private placement to investors.
12.	Criteria for electing investors:	To participate in the Company private placement of shares, domestic or foreign investors and organizations and individuals must be professional securities investors as prescribed in Article 11 of the Law on Securities No. 54/2019/QH14 and relevant guiding, amending and supplementing documents (if any).
13.	Number of investors to be offered :	Offered to less than 100 investors.
14.	Offering time:	Immediately after the State Securities Commission (“SSC”) has given approval written writing.
15.	Plan for handling shares that are not fully distributed:	The BOD is fully authorized to decide on the conditions for and subjects of the offer of shares not entirely purchased (if any) at a price not lower than the initial offering price and ensure that the total number of investors offered for this offering not exceeding 100..
16.	The BOD fully authorized to decide on the following issues:	<ul style="list-style-type: none"> - Determining the subjects of the offer to be professional securities investors according to the investor selection criteria approved by the General Meeting of Shareholders and the number of shares offered to each investor; - Searching, selecting and approving the list of investors participating in this private placement; - Negotiating other conditions (if any) to ensure a successful issuance and achieve the highest benefits to shareholders and the Company.

2. Plan to use the proceeds from the offering

2.1 The proceeds earned from the private placement will be used for:

No.	Purpose	Amount expected to be used (VND)	Estimated disbursement time
1	Payment of bond principal and interest issued by the Company on 18/6/2012, with	323,000,000,000	2023 - 2024

	bond code HAG2012.300		
2	Restructuring loans at Tien Phong Commercial Joint Stock Bank for Lo Pang Cattle Joint Stock Company, the Company's subsidiary	277,000,000,000	2023 - 2024
3	Supplementing working capital for and restructuring the loans of Hung Thang Loi Gia Lai Co., Ltd, a subsidiary of the Company's.	700,000,000,000	2023 - 2024
Total		1,300,000,000,000	

2.2 The plan to fund the deficit of the proceeds earned from the offering:

- a. In case the proceeds earned from the offering is inadequate for the above purposes, the GMS agrees to authorize and assign the Board of Directors to implement plans to fund the deficit for capital to accomplish the above purposes as follows: Following: The Company will mobilize other lawful capital sources (using working capital, using cash from revenue from operating projects, bank loans...) to ensure the implementation of the plan according to the proposed plan.
- b. The BOD, based on the specific business position of the Company, is authorized to decide on the detailed capital use plan and make necessary change, ensuring that it is suitable to the practical needs of the Company and brings effective investment results for the Company. The BOD will report the adjustment of the purpose of using the proceeds from the offering (if any) at the nearest GMS.

3. Amendment to the Charter

Amending clause 1 Article 5 of the company charter according to the number of shares and the new charter capital after completion of the offering private placement dependent on the results of the offering.

4. Authorized implementation

Besides the issues particularly authorized, The GMS authorizes and assigns the BOD to consider and implement the following tasks:

- 4.1 Selecting an issuance consulting organization;
- 4.2 Deciding to amend and supplement the offering plan to ensure it is suitable with the actual situation of the Company, including but not limited to: changing the offering price, the number of shares to be offered for offered. ... so that the Company's capital mobilization is successful in compliance with the law;
- 4.3 Preparation of plan details for private placement of shares and the plan to use the proceeds from the offering including but not limited to: number of shares to be offered, price, the number of investors, the number of shares offered to each investor;
- 4.4 Approving the plan to ensure the issuance meet requirement of foreign ownership;
- 4.5 Selecting appropriate time to carry out the issuance and other relevant issues after obtaining the consent of the State Securities Commission (SSC), ensuring compliance with the provisions of law;

- 4.6 Thực Carry out necessary procedures according to the law and at the request of the authorities to increase the capital after completion of the offering, including but not limited to:
- a. Giving notification, requiring necessary approvals from the State administration agencies in authority for increased charter capital as above;
 - b. Adjusting increased charter capital, amending Business registration certificate Department of Planning and Investment completion of the offering,
 - c. Carry out necessary procedures to register for additional deposit of newly issued shares at Viet Nam Securities Depository and Clearing Corporation and register for additional trading/listing at the Ho Chi Minh City Stock Exchange in accordance with the law;
 - d. Updating, amending, supplementing and officially issuing the amended Charter of the Company in accordance with the corresponding changes when approved by the State Securities Commission and the competent authorities to increase the charter capital.;
 - e. Disclosure of information and reporting to competent authorities on time and in accordance with the law for the entire process of issuing shares;
 - f. Entitled to amend, adjust, sign and issue documents and files to complete the share issuance plan as required by the SSC, the State administration agencies so that the issuance can be carried out legally in accordance with the law, ensuring the interests of shareholders and the Company;
- 4.7 Deciding on the addition, amendment, modification all of the issues, contents related to the increase of charter capital mentioned in this Proposal (including decisions not yet presented in this Proposal)
- 4.8 Entitled to assign and re-authorize the legal representative, member of the Executive Board of the Company to sign, implement and perform the above tasks to complete the issuance;
- 4.9 The BOD exercises full authority to decide and handle other arising issues related to the private placement offered to investors.

Article 2: Passing authorization given to the BOD to implement the issues approved by the GMS

The GMS passed authorization given the BOD to proactively implement the issues passed by the GMS.

Article 3: Effect and implementation

1. This resolution comes into effect as of the date of signature.
2. BOD, BOS members, the Board of Management and related departments are responsible for the implementation of this resolution.

Recipients:

- *As in Article 2;*
- *BOD, BOS;*
- *Archived.*

**ON BEHALF OF THE BOD
CHAIRMAN**

DOAN NGUYEN DUC