

*Gia Lai, 18<sup>th</sup> January, 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: Ms. Vo Thi My Hanh Title: Deputy General Director

**Information disclosed:**

Hoang Anh Gia Lai Joint Stock Company (“**Company**”) was in receipt of written approval of the State Securities Commission No. 291/UBCK-QLCB dated 17/01/2023 on the Company registration application for private placement of shares.

This information was published on the Company's website on 18/01/2023 at: <http://www.hagl.com.vn> in the Investor Relation section.

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:***

- 291/UBCK-QLCB

**Recipients:**

- As above
- Archives

**HOANG ANH GIA LAI JOINT STOCK COMPANY**  
**INFORMATION DISCLOSING PERSON****VO THI MY HANH**

MINISTRY OF FINANCE  
**THE STATE SECURITIES COMMISSION**

No. **291** /UBCK-QLCB  
Re.: Registration application for private  
placement of HAG shares

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

-----  
Hanoi, 17<sup>th</sup> January, 2023

To: Hoang Anh Gia Lai Joint Stock Company

The State Securities Commission (SSC) received the registration application for private placement of shares as per Registration Certificate No. 82/GDKCB/HAGL dated 14/10/2022 of Hoang Anh Gia Lai Joint Stock Company (Stock code: HAG - listed on Ho Chi Minh Stock Exchange). The SSC pass the following comments:

1. Organizations and individuals participating in the file preparing process shall be responsible to the law for the accuracy, truthfulness and completeness of the dossiers as prescribed in Clause 1, Article 6 of Decree No. 155/2020/ND -CP dated 31/12/2020 of the Government specifying the implementation of a number of articles of the Law on Securities.

2. On the SSC website the SSC has announced receipt of complete registration application for the Company's private placement of shares. The Company's private placement plan is implemented in accordance with the Resolution of the 2022 Annual General Meeting of Shareholders No. 01/22/NQDHDHCD-HAGL dated April 8, 2022, Resolution of the Board of Directors No. 17/22/NQ.HĐQT/HAGL September 26, 2022 and other provisions of the law.

3. Within 10 days from the closing date of the offering, the SSC requests the Company to send the Report on results together with the confirmation of the bank where the escrow account is opened about the proceeds from the offering to the SSC. and disclose information on the Company's website and the Stock Exchange about the results of the offering in accordance with Clause 4, Article 48 of Decree No. 155/2020/ND-CP.

The SSC serves this notification for the Company's information and and implementation.

Recipients:

- As above
- HSX
- VSD
- Public surveillance
- Archive, offering surveillance

UNDER THE AUTHORITY OF THE CHAIRMAN  
HEAD OF THE SECURITIES OFFERING DEPARTMENT



## RESOLUTION

*(Re: 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)*

---

### 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;
- 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 current Charter of Hoang Anh Gia Lai Joint Stock Company;
- Pursuant to the Resolution No. 01/22/BBHDHĐCĐ - HAGL dated 8/4/2022 of the General Meeting of Shareholders
- Pursuant to the minutes of BOD meeting No. 17/22/BBHDQT-HAGL dated 26/9/2022
- 

## RESOLUTION

**Article 1:** Approving the continued implementation of the plan for private placement to increase the charter capital of the Company in accordance with Resolution No. 01/22/NQDIHĐCĐ-HAGL dated April 8, 2022 of the 2022 Annual General Meeting of Shareholders ("GMS"):

Under the authorization of the 2022 Annual General Meeting of Shareholders, the Board of Directors of the Company approved the continued implementation of the plan to offer private shares to increase the charter capital of Hoang Anh Gia Lai Joint Stock Company as follows:

- Stock name: shares of Hoang Anh Gia Lai Joint Stock Company.
- Type of stock: ordinary stock.
- Par value of shares: VND 10,000/share.

- Offer price: VND 10.500/share.
- Subjects offered for sale: domestic professional securities investors who meet the standards of professional securities investors specified in Article 11 of the Securities Law 2019 and related guiding documents. , the number of investors offered for sale is less than 100 investors.
- Number of shares registered for offering: 161,904,760 (One hundred and sixty one million, nine hundred and four thousand, seven hundred and sixty) shares.
- Transfer restriction period: 01 year from the date of successful completion of the offering.
- Total expected mobilized amount: VND 1,699.99,990,000.
- Method of handling shares that are not fully distributed: In case the number of shares expected to be offered for sale are not fully purchased, the Board of Directors has the right to sell the remaining shares to be offered for sale to other professional securities investors 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.
- Expected time of offering: In 2022, after being approved by the State Securities Commission.
- Other contents about the plan for private placement of shares in 2022 not mentioned in this Resolution shall be carried out according to the Private Offering Plan approved by the General Meeting of Shareholders in Resolution No. 01/22/ Decision No.HDCD-HAGL dated April 8, 2022.

**Article 2:** Approving the adjustment of the plan for using the proceeds from the private placement 2022 as follows:

Resolution of the 2022 Annual General Meeting of Shareholders No. 01/22/NQDHDHDCD-HAGL dated April 8, 2022 of Hoang Anh Gia Lai Joint Stock Company approved the purpose and plan to use capital obtained from the offering as follows:

- Purpose of the offering: To supplement capital for subsidiaries and pay a part of bond principal, specifically:
  - Additional capital sources, mobilized capital for subsidiaries:
    - Supplementing working capital for Hung Thang Loi Gia Lai Co., Ltd for business activities, including but not limited to trading of agricultural materials, fruits, animal feed; and
    - Supplementing capital for Gia Lai Livestock Joint Stock Company, and Lo Pang Cattle Joint Stock Company to invest in fruit tree planting projects in Mang Yang , Chu Se , Dak Po , Dak Doa , Chu Prong districts, Gia Lai province, Vietnam.
  - Partial payment of bond principal issued by the Company on December 30, 2016, bond code HAGLBON 16.26.
- Plan to use the proceeds from the offering: The total amount expected earned from the private placement is VND 1,699.99,990,000, which will be used for supplementing capital for subsidiaries and partial payment of the bond principal as follows:

No.	Purpose	Amount expected to be used (VND)
1.	Supplementing working capital as loan for Hung Thang Loi Gia Lai Co., Ltd for business activities, not limited to trading	500,000,000,000

	of agricultural materials, fruits, animal feed,...	
2.	Supplementing capital as loan for Gia Lai Livestock Joint Stock Company, and Lo Pang Cattle Joint Stock Company to invest in fruit tree planting projects in Mang Yang , Chu Se , Dak Po , Dak Doa , Chu Pong districts, Gia Lai province, Vietnam.	699,999,980,000
3	Partial payment of bond principal issued by the Company on 30/12/2016, bond code HAGLBON 16.26.	500,000,000,000
	Total	1,699,999,980,000

Under the authorization of the 2022 Annual General Meeting of Shareholders, the Board of Directors of the Company unanimously approved in detail the plan to use the proceeds from the offering as follows:

No.	Purpose	Amount expected to be used (VND)	Expected time
1.	Supplementing working capital as loan for subsidiary Hung Thang Loi Gia Lai Co., Ltd for business activities, including, not limited to, trading of agricultural materials, fruits, animal feed, etc.	799,999,980,000	
2.	Supplementing capital as loan for Gia Lai Livestock Joint Stock Company, and Lo Pang Cattle Joint Stock Company to invest in fruit tree planting projects in Chu Se , Dak Po , Dak Doa districts, Gia Lai province, Vietnam.	400,000,000,000	
3	Partial payment of bond principal issued by the Company on 30/12/2016, bond code HAGLBON 16.26.	500,000,000,000	
	Total	<b>1,699,999,980,000</b>	

- The order of priority for capital disbursement for the purposes of capital use stated above:  
Depending on the actual total capital raised from the stock offering, the Board of Directors will disburse funds for the purposes of capital use in the following order of priority:
- (i) supplementing working capital through a loan to its subsidiary, Hung Thang Loi Gia Lai Co., Ltd., for business activities, including but not limited to trading of materials. agricultural investment, fruit, animal feed, etc
  - (ii) Repayment of principal for bonds issued by the Company on December 30, 2016, bond code HAGLBOND 16.26; and,
  - (iii) Supplementing capital through lending to two subsidiaries, Gia Lai Livestock Joint Stock Company and Le Pang Cattle Joint Stock Company, to invest in fruit growing projects in the district. Mang Yang, Chu Se District, Dak Po District, Dak Doa District, Chu Prong Tinh Gia Lai District, Vietnam.

- The plan to make up for the deficit of the proceeds received from the offering: In the event that the shares are not allotted and the amount of capital mobilized is not enough as expected, the Company will disburse in the order of priority as mentioned above and rebalance the capital, or propose a plan handled to suit the actual operation of the Company and the provisions of law. Simultaneously, the Board of Directors of the Company will actively seek other sources of capital to make up for this shortfall in order to fulfill the above purposes as follows: 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.