



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

No. 02/24/CBTT-HAGL

Gia Lai, 16th January, 2024

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 discloses the following information

- Resolution of the Board of Directors (“BOD”) No. 02/24/NQHĐQT-HAGL dated 16/01/2024 approving the adjustment of a number of contents related to the private placement plan;
- BOD Resolution No. 03/24/NQHĐQT-HAGL dated 16/01/2024 approving the adjustment of registration files for private placement.

This information was published on the website of the Company on 16/01/2024 at:
<http://www.hagl.com.vn> at *Investor*

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. 02/24/NQHĐQT-HA GL;
- BOD resolution No. 03/24/NQHĐQT-HA GL

Recipients:

- As above
- Archives

HOANG ANH GIA LAI JOINT STOCK COMPANY
INFORMATION DISCLOSING PERSON

VO THI MY HANH

RESOLUTION

(Approving the adjustment of a number of contents related to the private placement plan)

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

- Pursuant to Enterprise Law No. 59/2020/QH14 issued by the National Assembly on June 17, 2020;
- Pursuant to Securities Law No. 54/2019/QH14 issued by the National Assembly 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 Securities Law;
- Pursuant to the Charter of organization and operation of Hoang Anh Gia Lai Joint Stock Company (“Company”, “HAGL”);
- Pursuant to GMS Resolution No. 02/23/NQĐHĐCĐ-HAGL dated 26/9/2023(GMS Resolution No.2)
- Pursuant to Document No. 302/UBCK-QLCB dated 11/01/2024 of the State Securities Commission on HAG's private placement files;
- Pursuant to the Minutes of the Board of Directors (“BOD”) meeting of the Company No. 02/24/BBHĐQT-HAGL dated 16/01/2024.

Hereby approves:**Article 1: Approving partial adjustment of the plan for using the proceeds from the private placement**

The BOD approved partial adjustment of the plan for using the proceeds from the private placement, specifically expected schedule to implement or disbursement as follows:

- The total amount expected to earn from the private placement is VND 1,300,000,000,000 will be used as follows:

No.	Purpose	Amount expected to be used (VND)	Expected schedule to implement or disbursement
1	Partial or full payment of bond principal or interest issued by the Company on 18/6/2012, coded HAG2012,300	330,500,000,000	2024
2	Loan restructuring for the Company's subsidiary, Lo Pang Livestock Joint Stock Company, as loans for repayment of the loans of Lo Pang Livestock JSC at Tien Phong CJS Bank	269,500,000,000	2024

3	Supplementing working capital and loan structuring for subsidiary Hung Thang Loi Gia Lai Co., Ltd as loan for business activities (including, but not limited to, trading of agricultural materials, fruits, animal feed, etc.) and settlement of loans	700,000,000,000	2024
Total		1,300,000,000,000	

- The BOD adjusted the plan for using the expected proceeds from the private placement in GMS Resolution No. 02 according to actual data at the time of implementation and BOD report will be made to the Company GMS at the nearest General Meeting of Shareholders.

Article 2: Passing the adjustment of the list of investors to be offered

2.1 The Board of Directors (“BOD”) passed the adjustment of the list of investors to be offered the company private placement with details as follows:

No.	Investor name	ID card/Passport or Business Registration certificate	Entity		Number of shares owned before the offering	number of shares expected to be offered	Expected ownership after the offering (%)
			Strategic investor / Professional investor	Foreign investor /economic organizations with foreign investors holding over 50% of capital/ Domestic investor			
1	Le Minh Tam	068085007868	Professional investor	Domestic investor	0	28,000,000	2.65
2	LPBank Securities JSC	- Business registration certificate No. 0309312029 issued by the Business Registration Office - Department of Planning and Investment of Ho Chi Minh City for the first time on 12/02/2009, the 11th amendment	Professional investor	Domestic investor	0	50,000,000	4.73

		to registration issued on 02/11/2023 - Establishment and operation license No. 104/UBCK-GP dated 12/02/2009, adjusted by Adjustment license No. 82/GPĐC-UBCK issued on 17/10/2023 by the SSC					
3	Thaigroup Joint Stock Company	- Business registration certificate No. 2700236999 issued by the Business Registration Office - Department of Planning and Investment of Ninh Binh province, for the first time on 19/9/2007, issued the 21st amendment to registration on 06/7/2021	Professional investor	Domestic investor	0	52,000,000	4.92

2.2 Relationship of entities offered with the Company, members of the Board of Directors, Supervisor and the Board of Management. Details are as follows:

No.	Investor name	ID card/Passport or Business Registration certificate	Relationship with the Company, members of the Board of Directors, supervisor and the Board of Management
1	Le Minh Tam		none

2	LPBank Securities JSC	<p>- Business registration certificate No. 0309312029 issued by the Business Registration Office - Department of Planning and Investment of Ho Chi Minh City for the first time on 12/02/2009, the 11th amendment to registration issued on 02/11/2023</p> <p>- Establishment and operation license No. 104/UBCK-GP dated 12/02/2009, adjusted by Adjustment license No. 82/GPĐC-UBCK issued on 17/10/2023 by the SSC</p>	none
3	Thaigroup Joint Stock Company	<p>- Business registration certificate No. 2700236999 issued by the Business Registration Office - Department of Planning and Investment of Ninh Binh province, for the first time on 19/9/2007, issued the 21st amendment to registration on 06/7/2021</p>	none

Article 3. Authorization to implement

The BOD authorizes and assigns Mr. Doan Nguyen Duc - Chairman of the Board of Directors, to direct the Board of Directors and relevant Departments to prepare documents and carry out necessary procedures to implement this Resolution

Article 4. This Resolution takes effect from the date of signing. The BOD and BOM members and relevant departments and individuals are responsible for implementation of this Resolution.

Recipients:

- As in Article 6
- BOD, BOS
- Archives: Secretariat

**FOR THE BOARD OF DIRECTORS
CHAIRMAN**

DOAN NGUYEN DUC

No. 03/24/NQHĐQT-HAGL

Gia Lai, 16th January, 2024**RESOLUTION***(Approving the Adjustment of Registration File for Private placement)***THE BOARD OF DIRECTORS****HOANG ANH GIA LAI JOINT STOCK COMPANY**Pursuant to:

- Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020 and documents guiding its implementation;
- Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019 and documents guiding its implementation;
- Charter of Hoang Anh Gia Lai Joint Stock Company (“Company”);
- Resolution of the General Meeting of Shareholders No. 02/23/NQĐHĐCĐ-HAGL dated 26/9/2023 (Resolution No.2)
- Minutes of meeting of the Board of Directors (“BOD”) No. 03/24/BBHĐQT-HAGL dated 16/01/2024

Hereby approves:**Article 1. Approving the adjustment of registration file for private placement**

The BOD approved the adjustment of Registration File for Private placement to be submitted to the State Securities Commission in accordance with the law, specifically as follows:

1. Registration certificate for private placement of shares No. 11/24/GĐKCB/HAGL dated 16/01/2024;
2. Business Registration Certificate No. 5900377720 issued by Gia Lai Province's Department of Planning and Investment for the first time on 01/06/2006, and the 31st amendment on 08/02/2023
3. Confirmation of amending business registration No. 3905/23 issued by the Department of Planning and Investment of Gia Lai province on 08/5/2023
4. GMS Resolution No. 02/23/NQĐHĐCĐ-HAGL dated 26 September, 2023 attached with BOD Proposal No. 04/TTr-HAG.23 dated 22 August, 2023 on approving the plan for private placement;
5. Vote counting minutes of consultation with shareholders in writing No. 02/23/BBKP-HAGL dated 26/9/2023;
6. Meeting minutes No. 21/23/BBHĐQT-HAGL dated 22/11/ 2023 and Resolution No. 21/23/NQHĐQT-HAGL dated 22 November, 2023 of the Company's Board of Directors on approving the implementation of the plan for private placement, the plan for using capital obtained from the offering, commitment to register shares listing after the shares are

successfully offered, and the plan to ensure the issuance of shares meets regulations on ratio of Foreign ownership;

7. BOD Meeting minutes No. 25/23/BBHĐQT-HAGL dated 29 November, 2023 and Resolution No. 25/23/NQHĐQT-HAGL dated 29 November, 2023 of the Company's Board of Directors on approving the list of investors expected to be offered;
 8. BOD Meeting minutes No. 26/23/BBHHĐQT-HAGL dated 04/12/2023 and Resolution No. 26/23/NQHĐQT-HAGL dated 04/12/2023 approving the registration files for private placement;
 9. Minutes of BOD meeting No. 02/24/ BBHHĐQT-HAGL dated 16/01/2024 and BOD resolution No. 02/24/NQHĐQT-HAGL dated 16/01/2024 approving the adjustment of a number of contents related to the private placement plan;
 10. BOD meeting minutes No. 03/24/BBHHĐQT-HAGL and BOD Resolution No. 03/24/NQHĐQT-HAGL dated 16/01/2024 approving the adjustment of registration files for private placement ;
 11. Document No. 09/24/CV-HAGL dated 16/01/2024 of the Company committing not to violate cross-ownership regulations of the Enterprise Law 2020;
 12. Document No. 606/2023/CV-TPB.IB dated 20/11/2023 of Tien Phong CJS Bank confirming the opening of escrow account to receive money from the Company's private placement offering;
 13. Documents related to the plan for using the proceeds from the offering
- 13.1. Documents related to repayment of principal and interest of the bond coded HAG2012.300 issued by the Company on 18/6/2012,:*
- Disclosure of information and Bond Conditions dated 25/4/2012 and Appendixes;
 - BOD Resolution No. 2003/NQ-HĐQT dated 20/3/2012 on the issuance of Company bonds;
 - Bond sales contract No. 2610/HAGLBOND/BCGL GATEWAY-DVNNTN dated 26/10/2020;
 - Document of Tien Phong CJS Bank regarding confirmation of Bond balance as at 31/12/2023
- 13.2. Documents related to debt restructuring for Lo Pang Livestock JSC ("GSLP") the Company's subsidiary, as loans to repay the loans of Lo Pang Livestock JSC at Tien Phong CJS Bank:*
- Business registration certificate No. 5901147416 issued by Gia Lai Department of Planning and Investment for the first time on 19/6/2020, registering for 9th amendment on 31/10/2023
 - GSLP charter;
 - GSLP list of shareholders dated 01/11/2023;
 - GSLP Financial Statements 2022;
 - GSLP Financial Statements as at 30/9/2023;
 - GSLP GMS Resolution No. 0211/NQĐHĐCĐ-GSLP.23 dated 02/11/2023 on approving the loan policy and the draft Loan Contract with HAGL (attached to GSLP's draft Loan Contract with HAGL);
 - Credit limit contract No. 05/2022/HDTD/TTDT MB dated 13/10/2022 between

Tien Phong CJS Bank and Lo Pang ck and amended and supplemented documents attached to the Acknowledgment of Loan;

- Credit limit contract No. 20/2023/HDTD/TTDT MB dated 23/11/2023 between Tien Phong CJS Bank and Lo Pang Livestock and the Acknowledgment of Loan;
- Document of Tien Phong CJS Bank confirming the loan balance of Lo Pang Livestock JSC.

13.3. Documents related to supplementing working capital and debt restructuring for the Company's subsidiary, Hung Thang Loi Gia Lai Co., Ltd. as loans for business operations (including but not limited to trading of agricultural materials, fruits, animal feed, etc.) and repayment of loans:

- Business registration certificate No. 5901046432 issued by the Department of Planning and Investment of Gia Lai province for the first time on 12/10/2016, registered for the 14th amendment on 02/10/2023;
- Charter of Hung Thang Loi Gia Lai Co., Ltd. amended for the 10th time dated 28/9/2023;
- List of capital contributing members of Hung Thang Loi Gia Lai Company Limited dated 29/9/2023;
- Financial statements 2022 of Hung Thang Loi Gia Lai Co., Ltd.;
- Financial statements as at 30/9/2023 of Hung Thang Loi Gia Lai Company Limited;
- Resolution of the Board of members No. 2810/NQHDTV-HTLGL.23 dated 28 October, 2023 of Hung Thang Loi Gia Lai Board of Members on approving the loan policy and the draft loan contract with HAGL (attached with the draft loan contract between Hung Thang Loi Gia Lai Co., Ltd. and HAGL);
- Sales Contracts for agricultural, livestock materials, breeds and varieties of Hung Thang Loi Gia Lai Co., Ltd.;
- Contract for Line of Credit No. 11/2023/HDTD/TTDT MB dated 12/7/2023 between Tien Phong CJS Bank and Hung Thang Loi Gia Lai Co., Ltd. attached with Acknowledgment of Loan;
- Document from Tien Phong CJS Bank regarding confirmation of loan balance of Hung Thang Loi Gia Lai Co., Ltd.

14. Document No. 2453/UBCK-PTTT dated 29/4/2022 of the State Securities Commission on documents notifying the Company's maximum foreign ownership;

15. Document No. 66/23/CV-HAGL dated 22/11/ 2023 on separating voting right of the persons of interests related to the private placement;

Article 2. The BOD authorizes and assigns Mr. Doan Nguyen Duc - Chairman of the Board of Directors, to direct the Board of Directors and relevant Departments to prepare documents and carry out necessary procedures to implement the private placement of shares mentioned in this Resolution and procedures for submitting file for offering private placement to the State Securities Commission.

Article 3. This Resolution replaces Resolution No. 26/23/NQHĐQT-HAGL dated 04/12/2023 of the Company's Board of Directors on approving registration file for private placement.

Article 4. This Resolution takes effect from the date of signing. The BOD and BOM members and relevant departments of the Company are responsible for implementation of this Resolution

Recipients:

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

FOR THE BOARD OF DIRECTORS

CHAIRMAN

DOAN NGUYEN DUC