

No. : 14/25/CBTT-HAGL

Gia Lai, June 12, 2025

**TRANSLATION  
COPY****EXTRAORDINARY INFORMATION DISCLOSURE**

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

Company: HOANG ANH GIA LAI JOINT STOCK COMPANY  
Stock Code: HAG  
Head Office: 15 Truong Chinh St, Phu Dong Ward, Pleiku City, Gia Lai Province  
Phone: 0269 2225888 Fax: 0269 2222335  
Information disclosure officer: Ms. Vo Thi My Hanh

Position: Member of the Board of Directors and Deputy General Director

**Disclosed information:** Hoang Anh Gia Lai Joint Stock Company (“**Company**”) hereby discloses the following information:

1. Resolution of the Board of Directors (“**BOD**”) No. 09/25/NQHĐQT-HAGL dated June 12, 2025, approving the share issuance plan for swapping bond debt.
2. Resolution of the BOD No. 10/25/NQHĐQT-HAGL dated June 12, 2025, approving the share issuance dossier for the bond debt swap.

This information was published on the Company’s website on June 12, 2025, at the following link: <http://www.hagl.com.vn>, under the Investor Relations/Information Disclosure section.

We certify that the disclosed information above is accurate and truthful, and we take full legal responsibility before the law for the content of the disclosed information.

**Attached documents:**

- BOD Resolution No. 09/25/NQHĐQT- HAGL;
- BOD Resolution No. 10/25/NQHĐQT- HAGL.

**HOANG ANH GIA LAI JOINT STOCK COMPANY  
AUTHORIZED PERSON FOR INFORMATION  
DISCLOSURE**

**Recipients:**

- As above;
- Archived/Secretariat.

(signed)

**VÕ THỊ MỸ HẠNH**

No. : 09/25/NQHĐQT-HAGL

Gia Lai, June 12, 2025

**RESOLUTION***(Re: Approval of the share issuance plan for swapping bond debt)*

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

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17/6/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26/11/2019 ;
- Pursuant to Decree No. 155/2020/ND-CP issued by the Government on 31/12/2020, detailing the implementation of certain articles of the Law on Securities ;
- Pursuant to the current Charter of Hoang Anh Gia Lai Joint Stock Company;
- Pursuant to Resolution No. 01/25/NQDHCĐ-HAGL dated 06/6/2025 of the 2025 Annual General Meeting of Shareholders (“**AGM Resolution No. 01**”);
- Pursuant to the Minutes of the Board of Directors’ Meeting (“**BOD**”) No. 09/25/BBHHĐQT-HAGL dated 12/6/2025.

**RESOLUTION:**

**Article 1. Approval of the share issuance plan for swapping bond debt by Hoang Anh Gia Lai Joint Stock Company issued on December 30, 2016, Group B Bonds approved in the GMS Resolution No. 01 with the following details:**

- |                    |                                                                                                                                                                                                                                                                                          |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. The Issuer      | : Hoang Anh Gia Lai Joint Stock Company.                                                                                                                                                                                                                                                 |
| 2. Share name      | : Share of Hoang Anh Gia Lai Joint Stock Company                                                                                                                                                                                                                                         |
| 3. Stock code      | : HAG                                                                                                                                                                                                                                                                                    |
| 4. Share type      | : Common shares (hereinafter referred to as "Shares").                                                                                                                                                                                                                                   |
| 5. Par value       | : VND 10,000/share (In words: Ten thousand Vietnamese dong per share).                                                                                                                                                                                                                   |
| 6. Issuance method | : The share issuance plan for the partial conversion of the debt under the “Bonds issued by Hoang Anh Gia Lai Joint Stock Company on December 30, 2016, Group B Bonds” (hereinafter referred to as “ <b>2016 Bonds - Group B</b> ”). The information of 2016 Bonds - Group B as follows: |

- Name of 2016 Bonds - Group B: Bonds of Hoang Anh Gia Lai Joint Stock Company.
  - Code of 2016 Bonds - Group B: HAGLBOND16.26.
  - Issued date: December 30, 2016;
  - Mature date: December 30, 2026;
  - Outstanding bond debt (as of December 31, 2024): VND 2,000,000,000,000 (*In words: Two trillion Vietnamese dongs*).
  - Bond interest payable of 2016 Bonds - Group B (as of December 31, 2024): VND 1,936,503,588,506 (*In words: One trillion, nine hundred thirty-six billion, five hundred three million, five hundred eighty-eight thousand, five hundred and six Vietnamese dongs*).
7. Purpose of issuance : To issue shares for partial conversion of debt and restructuring 2016 Bonds - Group B.
8. Current charter capital : VND 10,574,679,470,000.
9. Total number of shares issued : 1,057,467,947 shares.
10. Total number of outstanding shares : 1,057,399,283 shares
11. Total number of treasury shares : 68,664 shares
12. Number of shares expected to be issued for swapping : 210,000,000 shares.
13. Total of issuance value (expected at par value) : VND 2,100,000,000,000
14. List of creditors who are bondholders of the 2016 Bonds - Group B : Specified in detail in the attached Appendix I.
15. Values of debts of 2016 Bonds - Group B to be swapped : VND 2,520,000,000,000 (Details in the attached Appendix I).
16. Intended quantity of shares to be swapped for each creditor who is bondholder of the 2016 Bonds - Group B : The number of shares expected to be swapped for each creditor, who is bondholder of 2016 Bonds - Group B, is detailed in the attached Appendix I.
17. Method for determination and ratio of swap :   
 ▪ According to the audited consolidated financial statements for the year 2024, the book value per HAG share as of December 31, 2024, was VND 8,819 per share.

- Currently, HAG shares are being traded on Ho Chi Minh Stock Exchange. The BOD has referenced the average trading price of HAG shares over the last 90 trading sessions (from January 10, 2025, to May 28, 2025), which was approximately VND 12,445 per share.
  - Based on the book value of HAG shares as of December 31, 2024, which is VND 8,819 per share, and in order to align with the bondholders of the 2016 Bonds – Group B, as well as to reflect the actual circumstances and ensure the success of the share issuance for the conversion of the 2016 Bond – Group B debt, the proposed conversion price is VND 12,000 per share. Accordingly, VND 12,000 of the 2016 Bond – Group B debt shall be entitled to be converted into one newly issued share with a par value of VND 10,000 per share.
18. Issue price (price of swap) : VND 12,000/share (VND Twelve thousand per share).
19. Ratio of swap : 12,000 : 1 (VND Twelve thousand of the 2016 Bonds – Group B debt will be converted into one newly issued HAG share).
20. Distribution method : Shares will be distributed directly to the creditors who are bondholders of the 2016 Bonds – Group B.
21. Rounding method and treatment of fractional shares (if any): :
- When swapping the 2016 Bonds – Group B debt into shares, the number of shares to be received will be rounded down to the nearest whole number. Any resulting fractional shares (if any) will be cancelled.
- Example: Bondholder of the 2016 Bonds – Group B, ABC Company, has an outstanding bond debt of VND 10,855,863,123. With a conversion ratio of 12,000:1, ABC Company is entitled to receive 904,655.26025 shares. After rounding down, ABC Company will receive 904,655 shares, and the fractional share of 0.26025 will be cancelled.
22. Transfer restrictions : The shares are restricted from transfer for a period of 01 year from the ending date of issuance, except in cases where the transfer is carried out pursuant to a final and binding court judgment, arbitration award, or inheritance in accordance with the law.
23. Implementing time : Expected in 2025, after receiving the Share Issuance Registration Certificate from the State Securities Commission.

- |                                                                                  |   |                                                                                                                                                                                                                                                                                                                    |
|----------------------------------------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 24. Proposal to ensure that the share issuance meets the foreign ownership ratio | : | All current creditors of the Company who are bondholders of 2016 Bond – Group B are also domestic investors; therefore, the proposed share issuance to the creditors who are bondholders of 2016 Bond – Group B still ensure compliance with the permitted foreign ownership ratio in accordance with regulations. |
| 25. Cross-ownership                                                              | : | The share issuance for debt swap with the creditors under this issuance proposal does not violate the cross-ownership provisions stipulated in the Law on Enterprise.                                                                                                                                              |
| 26. Expected implementation timeline for the conversion                          |   | In 2025, after receiving approval from the State Securities Commission for the share issuance to convert debt of 2016 Bonds – Group B.                                                                                                                                                                             |

## **Article 2. Approval of the registration, depository, and listing of additional shares**

Approval to register the additional shares and list all actually issued shares. These shares will be registered for depository with the Vietnam Securities Depository and Clearing Corporation and registered for additional trading on the Ho Chi Minh Stock Exchange in accordance with applicable laws.

## **Article 3. Approval of the increase in charter capital and amend the charter capital, the number of outstanding shares, and other related content in the Company’s charter in accordance with the additional capital after the actual shares are issued.**

Approval of the increase in charter capital and modify the charter capital, the number of outstanding shares, and other related content in the Company’s charter in accordance with the additional capital after the actual shares are issued.

## **Article 4. Approval of the plan to ensure that the share issuance for the bond debt swap complies with regulations on foreign ownership limits.**

### **4.1 Information on the Company’s foreign ownership limit:**

- The Company is currently operating under Enterprise Registration Certificate No. 5900377720 issued by the Gia Lai Department of Planning and Investment for the first time on June 1, 2006, and amended for the 33<sup>rd</sup> time on April 25, 2024. The Company conducts business in sectors listed in Confirmation No. 3905/23 regarding amendments to enterprise registration content issued by the Gia Lai Department of Planning and Investment dated May 8, 2023.
- The Company’s Charter does not stipulate any maximum foreign ownership limit.
- According to Document No. 2453/UBCK-PTTT dated April 29, 2022, from the State Securities Commission regarding notification documents on the Company’s maximum foreign ownership ratio, the maximum foreign ownership allowed in the Company is 49%.

### **4.2. Plan to ensure compliance with the Maximum Foreign Ownership Limit at the Company:**

- As of the record date for the list of shareholders eligible to attend the 2025 Annual General Meeting of Shareholders (April 11, 2025), the number of shares held by foreign investors was 24,211,049 shares, accounting for 2.29% of the Company’s charter capital.
- As stated above, the maximum foreign ownership limit at the Company is 49%. In this share issuance to swap the bond debt, the General Meeting of Shareholders approved the issuance of 210,000,000 shares, equivalent to 19.86% of the Company’s current charter capital.

Furthermore, the list of bondholders participating in the debt swap consists solely of domestic investors, with no foreign investors involved. Therefore, the issuance will remain in compliance with the 49% foreign ownership limit as prescribed.

#### **Article 5. Authorization**

The BOD authorizes and assigns Mr. Doan Nguyen Duc – Chairman of the BOD – to negotiate and reach agreements with the bondholders for the debt-to-equity swap of the 2016 Bonds – Group B, and to sign the necessary agreements, contracts, documents, and other related papers to implement the share issuance plan for the said bond debt swap. Mr. Doan Nguyen Duc shall have the authority to direct the BOM and relevant Departments/Divisions to prepare the required documents and carry out the necessary procedures to implement the share issuance plan for the bond debt swap as specified in this Resolution.

#### **Article 6. Implementation**

This Resolution takes effect from the date of signing. Members of the BOD, the BOM, and relevant departments shall be responsible for implementing this Resolution.

#### **Recipients:**

- *As stated in Article 6;*
- *Members of the BOD, the BOS, the BOM;*
- *Archived.*

**ON BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN**

(signed)

**ĐOÀN NGUYỄN ĐỨC**

## APPENDIX I

### LIST OF THE CREDITORS OBJECT TO SHARE ISSUANCE PLAN FOR SWAPPING DEBT OF 2016 BONDS – GROUP B

No.	Name of the creditors who are bondholders of HAGLBOND16.26 Bond, 2016 Bonds – Group B (*)	Enterprise Registration Certificate/ ID Card	The creditor is	Outstanding debt of HAGLBOND16.26 Bond, 2016 Bonds – Group B to be swapped (VND)	Number of shares owned before the issuance	Proposed number of shares to be exchanged for creditors	Par value of issued shares (VND)	Ownership percentage after proposed issuance (%)
1	Huong Viet Investment Consultant Corporation	0309139688 issued on July 25, 2009, by the Department of Planning and Investment of Ho Chi Minh City	Domestic organization	720.720.000.000	0	60.060.000	600.600.000.000	4,74%
2	Nguyen Thi Dao		Domestic individual	478.800.000.000	720.000	39.900.000	399.000.000.000	3,20%
3	Phan Cong Danh		Domestic individual	60.480.000.000	0	5.040.000	50.400.000.000	0,40%
4	Nguyen Anh Thao		Domestic individual	60.480.000.000	0	5.040.000	50.400.000.000	0,40%
5	Ho Phuc Truong		Domestic individual	599.760.000.000	0	49.980.000	499.800.000.000	3,94%
6	Nguyen Duc Trung		Domestic individual	599.760.000.000	0	49.980.000	499.800.000.000	3,94%
<b>TOTAL</b>				<b>2.520.000.000.000</b> (**)		<b>210.000.000</b>	<b>2.100.000.000.000</b>	<b>16,63%</b>

(\*) List of 2016 Bondholders – Group B is based on the notification from BIDV Securities Joint Stock Company to Hoang Anh Gia Lai Joint Stock Company (the Issuer), with the record date of June 5, 2025.

(\*\*) This bond debt proposed for conversion is part of the bond liabilities recorded under items 21 and 23.2 in the Notes to the **2024 audited consolidated financial statements**.

**RELATIONSHIP BETWEEN BONDHOLDERS AND THE ISSUERS, MEMBERS OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND BOARD OF MANAGEMENT**

<b>STT</b>	<b>Name of the creditors who are bondholders of HAGLBOND16.26 Bond, 2016 Bonds – Group B</b>	<b>Enterprise Registration Certificate/ ID Card</b>	<b>Relationship with the Company, the Board of Directors, Board of Supervisors and Board of Management</b>
1	Huong Viet Investment Consultant Corporation	0309139688 issued on July 25, 2009, by the Department of Planning and Investment of Ho Chi Minh City	None
2	Nguyen Thi Dao		None
3	Phan Cong Danh		None
4	Nguyen Anh Thao		None
5	Ho Phuc Truong		None
6	Nguyen Duc Trung		None



No. :10/25/NQHDQT-HAGL

Gia Lai, June 12, 2025

**RESOLUTION***(Re: Approval of share issuance dossier for the bond debt swap.)***BOARD OF DIRECTORS****HOANG ANH GIA LAI JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17/6/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26/11/2019 ;
- Pursuant to Decree No. 155/2020/ND-CP providing detailed regulations on the implementation of certain articles of the Law on Securities, issued on 31/12/2020;
- Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company;
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders No. 01/25/NQ-DHDCD-HAGL on 06/6/2025 of the General Meeting of Shareholders (“GMS”) of Hoang Anh Gia Lai Joint Stock Company (“the Company”) (“GMS Resolution No. 01”);
- Pursuant to the Resolution of the Board of Directors No. 09/25/NQ-HDQT-HAGL on 12/6/2025 regarding the approval of the implementation plan for the share issuance plan to swap bond debt;
- Pursuant to the Minutes of the Board of Directors No. 10/25/BBH-HDQT-HAGL on 12/6/2025.

**RESOLUTION:**

**Article 1.** To approve the registration dossier for the share issuance to convert part of the bond debt under bonds issued by Hoang Anh Gia Lai Joint Stock Company on 30/12/2016, Group B bonds (hereinafter referred to as “2016 Bonds – Group B”), as approved under GMS Resolution No. 01.

The Board of Directors (“BOD”) hereby approves the dossier for share issuance registration to convert part of the 2016 Bonds – Group B debt, to be submitted to the State Securities Commission in accordance with applicable laws, as follows:

1. Application for share issuance registration to swap bond debt No. 32/25/GDKCB/HAGL on 12/06/2025;
2. Enterprise Registration Certificate No. 5900377720 issued by the Gia Lai Department of Planning and Investment, first issued on June 1, 2006, and amended for the 33rd time on April 25, 2024;
3. Confirmation of Changes to Enterprise Registration on May 08, 2023, issued by the Gia Lai Department of Planning and Investment to the Company;
4. The Company’s Charter;
5. Minutes of the 2025 Annual General Meeting of Shareholders No. 01/25/BBH-DHDCD-HAGL on June 6, 2025, and Resolution of the 2025 Annual General Meeting of Shareholders No.

01/25/NQ-DHDCD-HAGL on June 6, 2025 of the Company (enclosed with the full text of the Share Issuance Plan for Swapping Bond Debt);

6. Resolution of Board of Directors No. 07/25/NQ-HDQT-HAGL on June 2, 2025, enclosed with the Share Issuance Plan for Swapping Bond Debt;
7. Minutes of the Board of Directors No. 09/25/BBH-HDQT-HAGL on June 12, 2025, and Resolution of Board of Directors No. 09/25/NQ-HDQT-HAGL on June 12, 2025 regarding the implementation of the Share Issuance Plan for Swapping Bond Debt;
8. Minutes of the Board of Directors No. 10/25/BBH-HDQT-HAGL on June 12, 2025, and Resolution of Board of Directors No. 10/25/NQ-HDQT-HAGL on June 12, 2025 regarding the approval of the share issuance dossier for bond debt swap;
9. The Company's written commitment regarding compliance with regulations on cross-ownership;
10. The Company's written commitment confirming that it is not subject to economic concentration restrictions;
11. Official Letter No. 2453/UBCK-PTTT on April 29, 2022, issued by the State Securities Commission regarding the notification dossier on the maximum foreign ownership ratio of Hoang Anh Gia Lai Joint Stock Company;
12. Minutes of the creditors' principle agreement on the bond debt swap;
13. Notice from BIDV Securities Joint Stock Company to Hoang Anh Gia Lai Joint Stock Company (the Issuer) on June 5, 2025, regarding confirmation of the list of bondholders of the 2016 Bonds – Group B;
14. Audited consolidated and company financial statements for the year 2024;
15. Auditor's confirmation letter regarding details of principal and interest outstanding on bonds for the year 2024;
16. Notice of Group B bond outstanding balance as of June 5, 2025;
17. Other related documents.

## **Article 2. Authorization**

The BOD authorizes and assigns Mr. Doan Nguyen Duc – Chairman of the BOD to direct the Board of Management and relevant departments/divisions to prepare the necessary documents and complete required procedures for the implementation of the share issuance plan for bond debt swap as mentioned in this Resolution.

## **Article 3. Implementation**

This Resolution takes effect from the signing date. Members of the BOD, the Board of Management, and relevant departments of the Company shall be responsible for implementing this Resolution.

### **Recipients:**

- *As stated in Article 3;*
- *Members of the BOD, BOS, BOM;*
- *Archived.*

**ON BEHALF OF THE BOD**

**CHAIRMAN**

(signed)

**ĐOÀN NGUYỄN ĐỨC**