

No. : 21/25/CBTT-HAGL

Gia Lai, July 24, 2025

**EXTRAORDINARY INFORMATION DISCLOSURE**

**TRANSLATION  
COPY**

**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 Street, Pleiku Ward, Gia Lai Province  
Telephone:         0269 2225888       Fax: 0269 2222335  
Disclosed by:      Ms. Vo Thi My Hanh  
Title:               Member of the Board of Directors and Deputy General Director

**Information disclosed:** Hoang Anh Gia Lai Joint Stock Company (the “**Company**”) hereby announces the following information:

1. Resolution of the Board of Directors No. 15/25/NQHĐQT-HAGL dated July 23, 2025 (“BOD Resolution No. 15”) approves the specific matters for collecting the shareholders’ written opinions.
2. The documents for collecting shareholders’ written opinions are published on the Company’s website at: [www.hagl.com.vn](http://www.hagl.com.vn) (*section Investor Relations/ Shareholders’ meeting*).
3. Extract of BOD Resolution No. 16/25/NQHĐQT-HAGL dated July 23, 2025, on the approval of the Investment plans and the adjustment to the 2025 plan.

This information was disclosed on the Company’s website on July 24, 2025, at the following link: <http://www.hagl.com.vn> under the section *Investor Relations/Information Disclosure*.

We hereby confirm the accuracy and completeness of the above information and accept full legal responsibility for its disclosure.

**Attached document:**

- BOD Resolution No. 15;
- Extract of BOD Resolution No. 16.

**Recipients:**

- As above;
- Archived.

**HOANG ANH GIA LAI JOINT STOCK COMPANY  
AUTHORIZED INFORMATION DISCLOSURE  
REPRESENTATIVE**

*(signed)*

**VO THI MY HANH**

---

Gia Lai, July 23, 2025

No.: 15/25/NQHĐQT-HAGL

## RESOLUTION

### THE 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 June 17, 2020, and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly on June 17, 2025;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed 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 Law on Securities;
- Pursuant to Resolution No. 1664/NQ-UBTVQH15 passed by the Standing Committee of the National Assembly on June 16, 2025 regarding the arrangement of commune-level administrative units in Gia Lai Province in 2025 (“Resolution No. 1664”)
- Pursuant to the current Charter of Hoang Anh Gia Lai Joint Stock Company (“*the Company*”)
- Pursuant to the Vote Counting Minutes on collecting the Board of Directors’ written opinions No. 15/25/BBLYK-BOD dated July 23, 2025

#### **Article 1: Approval of the adjustment to the share issuance plan for debt swap**

The BOD approves the adjustment of the share issuance plan for debt swap in accordance with the current status of the Debt, in order to proceed with the collection of shareholders’ written opinions, with the following details:

1. To terminate the share issuance plan for the purpose of swapping bond debt, as approved under Resolution No. 01/25/NQĐHĐCD-HAGL dated June 6, 2025 of the 2025 Annual General Meeting of Shareholders (“2025 AGM Resolution”).
2. To replace the share issuance plan for swapping bond debt under the 2025 AGM Resolution with a new share issuance plan for debt swap, with key details as follows:
  - Issuer: Hoang Anh Gia Lai Joint Stock Company.
  - Name of shares: Shares of Hoang Anh Gia Lai Joint Stock Company.
  - Stock code: HAG.
  - Type of shares: Common shares.
  - Purpose of Issuance: To issue shares to swap existing debts and restructure the financial position of the Issuer.

- Number of shares expected to be issued for swapping: 210,000,000 shares.
- Total of issuance value (expected at par value): VND 2,100,000,000,000.
- Value of debts to be swapped: VND 2,520,000,000,000.

*(Detailed contents of the draft Share Issuance Plan for Debt Swap and related matters are provided in Appendix 01 attached to this Resolution.)*

**Article 2: Approval of the contents for collecting shareholders' written opinions**

The BOD approves the contents for collecting shareholders' written opinions, specifically as follows:

1. Approval of the termination of the share issuance plan for swapping bond debt as approved in the 2025 Annual General Meeting of Shareholders' Resolution.
2. Approval of the share issuance plan for debt swap (to replace the share issuance plan for swapping bond debt under the 2025 AGM Resolution).
3. Approval of the reviewed separate and consolidated semi-annual financial statements for 2025.
4. Approval of the amendment to the Company's charter based on the change of the head office address pursuant to Resolution No. 1664.
5. Approval of the authorization for the BOD to proactively implement and carry out the contents approved by the GMS.

**Article 3: Approval of the timeline for collecting shareholders' written opinions**

The BOD approves the implementation timeline for the collection of shareholders' written opinions as follows:

- **From July 24, 2025:** The Company will send out the written opinions documents to shareholders. The related dossiers and the method of delivery are specified in Article 4 of this Resolution.
- **From August 10, 2025 to 5:00 p.m. on August 22, 2025:** After the Company discloses the reviewed separate and consolidated semi-annual financial statements for 2025 on its official website, shareholders shall cast their votes and return the completed written opinion forms to the Company. Deadline for receiving written opinion forms: **No later than 5:00 p.m. on August 22, 2025.**
- Within 02 (two) days from the deadline for receiving written opinion forms: The Company shall conduct the vote counting and prepare the Minutes of vote counting.

**Article 4: Approval of the related dossiers and method of sending the collection of shareholders' written opinions.**

The BOD approves the related dossiers and method of sending the collection of shareholders' written opinions, specifically as follows:

- The written opinion form shall be sent to shareholders by post/ email to ensure delivery to the contact address of each shareholder as provided by the Vietnam Securities Depository and Clearing Corporation as of the record date (July 15, 2025). At the same time, the written opinion form shall be published on the Company's website at: [www.hagl.com.vn](http://www.hagl.com.vn) (section: *Investor Relations / Shareholders' meeting*);

- The proposal of the collection of shareholders' written opinions, the draft of the General Meeting of Shareholders' resolution, and the reviewed separate and consolidated semi-annual financial statements for 2025 shall be published on the Company's website at: [www.hagl.com.vn](http://www.hagl.com.vn) (sections: *Investor Relations/Shareholders' meeting and Investor Relations/ Financial Reports*).

#### **Article 5: Approval of authorization for implementation**

The BOD authorizes the Chairman to direct the Board of Management and relevant Departments/Divisions of the Company to carry out the necessary procedures in accordance with the law to implement and complete the tasks specified in this Resolution.

#### **Article 6: Effectiveness and Implementation**

This Resolution shall take effect from the date of signing. Members of the BOD, the Board of Management, relevant departments and individuals are responsible for implementing this Resolution.

#### **Recipients:**

- *As stated in Article 6;*
- *BOD, BOS;*
- *Archived.*

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

(signed)

**DOAN NGUYEN DUC**

## APPENDIX 01

*(Attached to the Board of Directors' Resolution No. 15/25/NQ-HDQT-HAGL dated July 23, 2025)*

### 1. Share issuance plan for swapping debt:

1. Issuer	Hoang Anh Gia Lai Joint Stock Company
2. Name of share	Shares 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. Form of issuance	Issuance of shares for debt swap
7. Purpose of issuance	To issue shares to swap existing debts and restructure the financial position of the Issuer.
8. Current charter capital	VND 10,574,679,470,000
9. Total number of issued shares	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	Specified in detail in the attached Appendix I
15. Value of debts to be swapped	VND 2,520,000,000,000 (details in the attached Appendix I)
16. Expected number of shares to be swapped for each creditor	The expected number of shares to be issued and swapped for each creditor is specified in detail in Appendix I

17. Method for determination and ratio of swap	<ul style="list-style-type: none"> <li>▪ 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;</li> <li>▪ Currently, HAG shares are being traded on the Ho Chi Minh Stock Exchange. The BOD has referenced the average trading price of HAG shares over the last 90 trading sessions (from March 13, 2025 to July 22, 2025) which was approximately VND 12,890 per share;</li> <li>▪ According to the valuation certificate and report No. 275/2025/4863/VFI-02MN.CT dated July 18, 2025, issued by Lotus Financial Investment and Valuation Joint Stock Company-Ho Chi Minh City branch, the independent valuation firm, the appraised value of one HAG share as of July 14, 2025 is VND 12,334 per share;</li> <li>▪ Based on the book value of HAG shares as of December 31, 2024, which is VND 8,819 per share; the average trading price over the last 90 trading sessions (from March 13, 2025 to July 22, 2025), which is approximately VND 12,890 per share; and the appraised value of VND 12,334 per share according to the valuation report of the independent valuation firm, as well as taking into account the actual situation to ensure the success of the share issuance for debt swap, the BOD proposes an issuance price of VND 12,000 per share. Accordingly, every VND 12,000 of debt will be eligible for conversion into one newly issued share with a par value of VND 10,000.</li> </ul>
18. Issue price (price of swap)	VND 12,000/share (VND Twelve thousand per share)
19. Ratio of swap	12,000 : 1 (VND 12,000 of debt will be converted into 01 newly issued HAG share)
20. Distribution method	Direct distribution to creditors
21. Rounding method and treatment of fractional shares (if any)	<p>When swapping debt into shares, the number of shares to be issued will be rounded down to the nearest whole number. Any resulting fractional shares (if any) will be cancelled</p> <p>Example: Creditor ABC Company has an outstanding debt of VND 10,855,863,123. Based on the swap ratio of 12,000:1, the creditor is entitled to receive 904,655.26025 shares. After rounding down, ABC Company will receive 904,655 shares,</p>

	and the remaining 0.26025 fractional shares 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 to be carried out in 2025, after obtaining the Certificate of share issuance registration from the State Securities Commission. The specific timing shall be decided by the BOD, in compliance with applicable laws and regulations
24. Proposal to ensure that the share issuance meets the foreign ownership ratio	All current creditors of the Company are domestic investors; therefore, the share issuance to these creditors still ensures 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	After receiving approval from the State Securities Commission for the share issuance to swap debt

## **2. Registration, depository, and additional listing of the actually issued shares**

To carry out the collection of shareholders' written opinions to approve the registration and additional listing of the entire number of shares actually issued. The above shares shall be additionally registered for depository with the Vietnam Securities Depository and Clearing Corporation, and registered for trading/additional listing on the Ho Chi Minh Stock Exchange, in accordance with applicable laws and regulations.

## **3. Increase of charter capital and the amendment of the charter capital, number of outstanding shares, and other related contents in the Company's charter according to the additional capital after the actual number of shares is issued.**

To carry out the collection of shareholders' written opinions to approve the increase of charter capital and the amendment of the charter, the number of outstanding shares, and other related contents in the Company's Charter, corresponding to the total par value of shares actually issued in accordance with the above-mentioned share issuance plan.

## **4. Authorization to implement and carry out the share issuance plan stated in section 1**

To carry out the collection of shareholders' written opinions to approve the authorization, in addition to the specific authorizations mentioned above, the GMS hereby assigns and authorizes the BOD to have full authority to decide and implement the following matters, including but not limited to:

- a. Approval of the detailed share issuance plan and selection of a specific time for the implementation of the share issuance for debt swap in order to apply for approval/registration with competent State authorities and to proceed with the actual share issuance for debt swap;
- b. Negotiating and reaching agreements with the creditors listed in the proposed swapping debt plan in order to implement the share issuance for debt swap as approved by the GMS;
- c. Supplementing/ amending the plan depending on the actual situation at the time of issuance or as required by competent authorities in order to successfully implement the share issuance for debt swap;
- d. Deciding on the amendment, adjustment, and detailed explanation of the issuance dossier in accordance with the actual situation or at the request of competent State authorities in order to implement the issuance plan in a manner that ensures the best interests of the shareholders and the Company and complies with the applicable laws and regulations, including but not limited to information regarding the creditors subject to the debt swap...;
- e. Approval of the plan to ensure that the share issuance complies with regulations on foreign ownership limits and cross-ownership in accordance with current laws;
- f. Determine on the contents of documents, contracts, and agreements required to be signed for the implementation of the share issuance plan for debt swap;
- g. Carry out the procedures for allocating the issued shares to the creditors;
- h. Complete the necessary procedures to report the issuance results to the State Securities Commission;
- i. Register and additionally deposit the shares with the Vietnam Securities Depository and Clearing Corporation, and register for additional trading/listing of the shares with the Ho Chi Minh City Stock Exchange for the actual number of shares issued within the time limit prescribed by applicable laws;
- j. Decide on and carry out the procedures for amending the enterprise registration information (including the procedures for registering the increase of charter capital after the completion of the issuance), and sign all necessary documents related to the adjustment of the charter capital as recorded in the Enterprise registration certificate/Establishment and Operation License with the competent State authorities; revise the charter capital, number of outstanding shares, and other related contents in the Company's charter, and carry out other procedures related to the aforementioned capital increase with the competent authorities and relevant parties;
- k. Decide on all matters and carry out all necessary procedures and other tasks to successfully implement the share issuance plan for debt swap mentioned above;
- l. The BOD shall have the right to authorize the Chairman of the BOD, the General Director, or the legal representative to perform one or several of the above-mentioned tasks, execute agreements, and implement the aforementioned matters to complete the share issuance;
- m. The BOD shall have full discretion to resolve any other matters arising in connection with the share issuance for debt swap.



**APPENDIX I**  
**LIST OF CREDITORS AND VALUE OF DEBT TO BE SWAPPED**

<b>No.</b>	<b>Creditor</b>	<b>Business Registration/ID No.</b>	<b>Type of Creditor</b>	<b>Value of Debt to be Swapped (VND) (*)</b>	<b>Number of shares owned before the issuance</b>	<b>Expected number of shares to be swapped for creditors (shares)</b>	<b>Par value of issued shares (VND)</b>	<b>Expected ownership ratio after the issuance (%)</b>
1	Huong Viet Investment Consulting JSC	Business Registration No. 0309139688 issued by the Department of Planning and Investment of Ho Chi Minh City on July 25, 2009	Domestic Entity	<b>720,720,000,000</b>	0	60,060,000	600,600,000,000	4.74%
2	Nguyễn Thị Đào		Domestic Individual	<b>478,800,000,000</b>	800,000	39,900,000	399,000,000,000	3.21%
3	Phan Công Danh		Domestic Individual	<b>60,480,000,000</b>	0	5,040,000	50,400,000,000	0.40%
4	Nguyễn Anh Thảo		Domestic Individual	<b>60,480,000,000</b>	0	5,040,000	50,400,000,000	0.40%
5	Hồ Phúc Trường		Domestic Individual	<b>599,760,000,000</b>	0	49,980,000	499,800,000,000	3.94%
6	Nguyễn Đức Trung		Domestic Individual	<b>599,760,000,000</b>	0	49,980,000	499,800,000,000	3.94%
<b>TOTAL</b>				<b>2,520,000,000,000</b>	<b>800,000</b>	<b>210,000,000</b>	<b>2,100,000,000,000</b>	<b>16.63%</b>

(\*) The debts to be swapped were disclosed in Notes 21 and 23.2 to the 2024 audited consolidated financial statements and have been approved by the General Meeting of Shareholders. Further details of these debts have been clarified in the reviewed consolidated financial statements for the first half of 2025.

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

*Gia Lai, July 23, 2025*

**EXTRACT OF RESOLUTION**

*(No. : 16/25/NQHĐQT- HAGL)*

**THE 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 June 17, 2020, and the Law on Amendments to the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly on June 17, 2025;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company (the “Company”);
- Pursuant to the Vote Counting Minutes on collecting the Board of Directors’ written opinions No. 16/25/BBKPHĐQT-HAGL dated July 23, 2025.

**RESOLUTION:**

**Article 1. The BOD approves the Investment plan for Arabica coffee plantation, details as follows:**

**1.1. Scale, area, and plantation zoning**

- a. Planned scale: 2.000 hectares (ha);
- b. Project location and plantation areas:
  - In Vietnam: Gia Lai Province.
  - In Laos: Champasak Province.

**1.2. Total estimated investment capital: VND 2,002 billion.**

**Article 2. The BOD approves the Investment plan for the development of mulberry plantation and silkworm cocoon production**

**2.1. Scale, area, and plantation zoning**

- a. Planned scale: 2.000 hectares (ha)
- b. Project location and plantation areas:
  - In Vietnam: Gia Lai Province.
  - In Cambodia: Strungtreng Province.
  - In Laos: Attapeu Province and Champasak Province.

**2.2. Total estimated investment capital: VND 1,343 billion**

**Article 3. Approval of the adjustment to increase the revenue and profit plan for 2025**

Based on the business performance achieved in the first six months of 2025, as announced in the Letter to Shareholders dated July 1, 2025, the BOD approves the adjustment to increase the revenue and profit after tax plan for the year 2025, specifically as follows:

**3.1. Net revenue: VND 7,100 billion.**

**3.2. Profit after tax: VND 1,550 billion.**

**Article 4. Implementation**

The BOD assigns Mr. Nguyen Xuan Thang – General Director, to direct the subsidiaries and departments to complete the necessary procedures, negotiate, and sign documents, materials, and contracts to implement the investment plans specified in Articles 1 and 2 of this Resolution. In addition, the BOD assigns the Board of Management to organize and implement the adjusted revenue and profit plan stated in Article 3 of this Resolution.

**Article 5. Effectiveness**

This Resolution shall take effect from the date of signing. The members of the BOD, the BOM, and all relevant departments of the Company shall be responsible for enforcing this Resolution

**Recipients:**

- *As stated in Article 5;*
- *Members of BOD, BOM;*
- *Archived.*

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

*(Signed)*

**DOAN NGUYEN DUC**