



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

Gia Lai, 11<sup>th</sup> June, 2022

No.: 16/22/CBTT-HAGL

## 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

Hoang Anh Gia Lai Joint Stock Company (“**Company**”) discloses the following information about adjustment, addition to the files related to the plan for private placement:

### **Information disclosed:**

- BOD Resolution No. 1006\_1/22/NQ.HDQT-HAGL dated 10/06/2022 passing the registration file for private placement in 2022
- BOD Resolution No. 1006\_2/22/NQ.HDQT-HAGL dated 10/06/2022 passing the plan for increased charter capital, use of the proceeds from the offering, plan for ensuring foreign proportion in that private placement as required by laws and other relevant issues.

This information was published on the website of the Company on 11/06/2022 at:  
<http://www.hagl.com.vn> at *Investor Relation*)

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. 1006\_1/NQ.HDQT-HAGL
- BOD Resolution No. 1006\_2/22/NQ.HDQT-HAGL

*Recipients:*

- As above
- Archives

**HOANG ANH GIA LAI JOINT STOCK COMPANY**

**INFORMATION DISCLOSING PERSON**

**VO THI MY HANH**

**RESOLUTION**

***Re: Approving the registration file for private placement in 2022***

**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 Charter of Hoang Anh Gia Lai Joint Stock Company;
- Pursuant to the Resolution No. 01/22/BBHĐHĐCĐ - HAGL dated 8/4/2022 of the General Meeting of Shareholders (“GMS”)
- Pursuant to the Minutes of the 2022 Annual General Meeting of Shareholders (“GMS”) No 1006\_1/22/BBHĐHĐQT - HAGL dated 10 /6/2022.

**RESOLUTION****Article 1: Approving the registration file for private placement of Hoang Anh Gia Lai Joint Stock Company (Company)**

The Board of Directors (BOD) unanimously approved the file for registration of private placement of shares submitted to the State Securities Commission in accordance with the provisions of law, specifically as follows:

1. Registration sheet for private placement of shares No. 106/GĐKCB/HAGL dated 10 June 2022
2. Business registration certificate No. 5900377720 issued by Gia Lai Department of Planning and Investment for the first time on June 1, 2006, and with the 30th amendment on March 30, 2018;
3. Resolution of the 2022 Annual General Meeting of Shareholders No. 01/22/NQĐHĐCĐ-HAGL dated April 8, 2022; Minutes of the 2022 Annual General Meeting of Shareholders, dated 01/22/BBHĐHĐCĐ - HAGL dated 8 April, 2022 and Proposal No. 02/TTr/HĐQT-HAGL dated 8 April, 2022 attached;

4. Resolution No. 1006-2/22/NQ.HĐQT/HAGL dated June 10, 2022 approving the implementation of the plan for charter capital increase, the plan to use the proceeds earned from the offering, the plan to ensure the issued shares complying with the regulations on foreign ownership ratio and a number of related issues;
5. Resolution No. 07/22/NQHĐQT/HAGL dated April 22, 2022 on approving the adjusted list of professional securities investors expected to be offered for sale;
6. Document No. 2204/2022/HAGL dated April 22, 2022 on commitments not to violate regulations on cross-ownership;
7. Written confirmation of Vietnam Prosperity Joint Stock Commercial Bank on opening an escrow account to receive money from shares issue;
8. Documents providing information to investors about the offering (not available);
9. Documents related to the plan to use the proceeds obtained from the offering include:
  - 9.1 Documents related to the lending to its subsidiary, Hung Thang Loi Gia Lai Co., Ltd (Hung Thang Loi Gia Lai) include:
    - Certificate of business registration of Hung Thang Loi Gia Lai;
    - Charter of Hung Thang Loi Gia Lai;
    - List of capital contributors of Hung Thang Loi Gia Lai on December 13, 2021;
    - Financial statements in 2021 of Hung Thang Loi Gia Lai;
    - Resolution No. 014/NQHĐV-HTLGL.22 dated April 1, 2022 of Hung Thang Loi Gia Lai Co., Ltd on approving the loan policy and approving the draft of the loan contract with the parent company;
    - Draft loan contract of Hung Thang Loi Gia Lai with Hoang Anh Gia Lai Joint Stock Company;
    - Some contracts and invoices for purchase and sale of materials of Hung Thang Loi Gia Lai.
  - 9.2 Documents related to the lending to subsidiary company Gia Lai Livestock Joint Stock Company (CNGL) include:
    - Certificate of business registration of GL LIVESTOCK;
    - Charter of GL LIVESTOCK;
    - List of events dated September 20, 2020 of GL LIVESTOCK;
    - Financial report for 2021 of GL LIVESTOCK;
    - Resolution of the General Meeting of Shareholders No. 0104/NQ-DHDCD-CNGL.22 dated April 1, 2022 of Gia Lai Livestock Joint Stock Company on approving the loan policy and approving the draft loan contract with HAG;
    - Note to the project of growing edible crops in the direction of sustainability of Gia Lai Livestock Joint Stock Company;
    - Investment registration certificate number 8004572132 dated December 9, 2020 of Gia Lai Planning and Investment;
    - Decision No. 671 of the QD-UBND dated December 8, 2020 of the People's Committee of Gia Lai Province;
    - Draft loan contract of GL LIVESTOCK with Hoang Anh Gia Lai Joint Stock Company;
  - 9.3 Documents related to the lending to its subsidiary, Le Pang Cattle Joint Stock Company (LO PANG), include:
    - Business registration certificate;
    - Charter;
    - List of shareholders of Lo Pang as at March 31, 2022;
    - Financial statements 2021 ;

- Resolution of the General Meeting of Shareholders No. 014/NQDHDCD-GSLP.22 dated April 1, 2022 of Lo Pang Cattle Joint Stock Company on approving the loan cycle and approving the draft loan contract with HAG;
- Explanation of the project of planting fruit trees in Gia Lai province of the Lo Pang Cattle Joint Stock Company;
- Draft loan contract of Lo Pang with Hoang Anh Gia Lai Joint Stock Company.

9.4 Documents relating to partial repayment of principal for Bonds issued by the Company on December 30, 2016. Bond code HAGL.BOND16.26 includes:

- Information disclosure and Bond Conditions dated December 30, 2016;
- Resolution of the Board of Directors, book 0510/16/NQHĐQT\_HAGL dated October 5, 2016 approving the Bond issuance plan and the attached plan.
- Minutes of the Board of Directors meeting on October 5, 2016;
- Bond purchase contract dated December 30, 2016 between Hoang Anh Gia Lai Joint Stock Company and Joint Stock Commercial Bank for Investment and Development of Vietnam;

10. Text No. 2453/UBCK-PTTT dated April 29, 2022 by the State Securities Commission on the file announcing the maximum foreign ownership ratio of Hoang Anh Gia Lai Joint Stock Company.

11. Text No. 51/2022/CV-HAGL of the Company on the separation of voting rights of persons with interests related to the private placement.

**Article 2.** The Board of Directors 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 complete the file for private placement of shares mentioned in this Resolution.

**Article 3.** This Resolution takes effect from the date of signing. The members of the Board of Directors, the Executive Board and relevant departments of the Company are responsible for the implementation of this Resolution

**Recipients:**

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

**FOR THE BOARD OF DIRECTORS**

**CHAIRMAN**

**DOAN NGUYEN DUC**

**RESOLUTION**

***Re: Approving the registration file for private placement in 2022***

**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 Charter of Hoang Anh Gia Lai Joint Stock Company;
- Pursuant to the Resolution No. 01/22/BBHĐHĐCĐ - HAGL dated 8/4/2022 of the General Meeting of Shareholders (“GMS”)
- Pursuant to the Minutes of the 2022 Annual General Meeting of Shareholders (“GMS”) No 1006\_1/22/BBHĐHĐQT - HAGL dated 10 /6/2022.

**RESOLUTION**

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

Under the authorization of the 2022 Annual General Meeting of Shareholders, the Board of Directors of the Company approved the 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 detailed plan for using the proceeds from the private placement 2022 as follows:**

Resolution of the 2022 Annual General Meeting of Shareholders No. 01/22/NQDHDHCD-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:

1. **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 Pong districts, Gia Lai province, Vietnam.
  - Partial payment of bond principal issued by the Company on December 30, 2016, bond code HAGLBON 16.26.

**2. 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 of agricultural materials, fruits, animal feed,...	500,000,000,000
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 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 Hung Thang Loi Gia Lai Co., Ltd for business activities, not limited to trading of agricultural materials, fruits, animal feed,...	500,000,000,000	
2.	Supplementing capital as loan for Gia Lai Livestock Joint Stock Company to invest in fruit tree planting projects in Mang Yang , Dak Po districts, Gia Lai province, Vietnam.	299.999.980.000	
3	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	
4	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	

3. The order of priority for capital disbursement for the purposes of capital use is stated in Section 2, Article 2 of this Resolution and the plan to make up for the shortfall in capital expected to be mobilized from the offering:

- 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) prioritize the disbursement of the raised amount. raised from the offering to supplement 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,...; (i) 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.
- 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.

**Article 3: Approving the commitment to register to share listing after the end of the offering**

The Board of Directors of the Company undertakes to complete the listing of shares for sale mentioned in this Resolution at the Ho Chi Minh City Stock Exchange no later than thirty (30) days from the close of the offering

The time for completing the above transaction registration does not include the time for reviewing the file and for approving the file by the competent State agencies.

#### **Article 4: Approving the plan for ensuring the issue complying with the regulations on foreign ownership ratio**

##### ***1. Information on foreign ownership ratio:***

Hoang Anh Gia Lai Joint Stock Company is currently operating under the Business Registration Certificate No. 5900377720 issued by Gia Lai Province's Department of Planning and Investment for the first time on June 1, 2006, and the 30th amendment on June 30, 2006. 03/2018. Information about the Company's business lines and fields is posted on the national portal on business registration under the following link:

<https://dichvuthontzin.dkkd.gov.vn/inf/Forms/Searches/EnterpriseInfo.aspx?h=3de3>

- The charter of Hoang Anh Gia Lai Joint Stock Company does not stipulate the maximum foreign ownership ratio.
- Pursuant to Text No. 2453/UBCK-PTTT dated April 29, 2022 of the State Securities Commission on the file announcing the maximum foreign ownership ratio of Hoang Anh Gia Lai Joint Stock Company, the percentage of The maximum foreign ownership in the Company is 49%.

##### ***2. The plan to ensure the maximum foreign exchange rate at the Company:***

At the time of finalizing the list of shareholders on March 15, 2022 of Hoang Anh Gia Lai Joint Stock Company, the number of shares held by foreign investors was 8,349,482 shares, accounting for 0.9% of charter capital.

- As mentioned above, according to the provisions of law, the maximum foreign ownership ratio in Hoang Anh Gia Lai Joint Stock Company is determined to be 49%. In this private placement the Board of Directors of the Company selects participants as domestic professional securities investors, not offering them to foreign investors, thus ensuring compliance with the ownership ratio. The maximum foreign ownership in the Company does not exceed 49% according to regulations.
- In case the shares are not fully distributed and the amount of mobilized capital is not enough as expected, the Board of Directors will continue to offer the shares to professional domestic investors, ensuring compliance with regulations on securities rate of foreign ownership in the Company.

**Article 5:** The Board of Directors 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 complete the file for private placement of shares mentioned in this Resolution.

**Article 6:** This Resolution takes effect from the date of signing. The members of the Board of Directors, the Executive Board and relevant departments of the Company are responsible for the implementation of this Resolution



**Recipients:**

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

**FOR THE BOARD OF DIRECTORS  
CHAIRMAN**

**DOAN NGUYEN DUC**