



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

Gia Lai, 11th 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

Information disclosed:

Hoang Anh Gia Lai Joint Stock Company (“**Company**”) discloses the Resolution of the Board of Directors No. 11/22/NQHĐQT-HAGL dated 18/7/2022 about addition to the files registered for private placement in 2022:

This information was published on the website of the Company on 18/7/2022 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. 11/22/NQHĐQT-HAGL

Recipients:

- As above
- Archives

HOANG ANH GIA LAI JOINT STOCK COMPANY

INFORMATION DISCLOSING PERSON

VO THI MY HANH

RESOLUTION

Re: Approving addition to the files registered 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/BBHĐQT - HAGL dated 10/6/2022.
- Pursuant to the minutes of BOD meeting No. 11/22/BBHĐQT-HAGL dated 18/7/2022

RESOLUTION

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

The Board of Directors (BOD) unanimously approved addition to 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 certificate for private placement of shares No. 1807/GĐKCB/HAGL dated 18/7/2022
2. Addition of documents related to the plan to use the proceeds obtained from the offering

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/BBHĐHĐCĐ - 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**

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM Độc lập - Tự do - Hạnh phúc

Số: 17/22/CBTT-HAGL Gia Lai, ngày 18 tháng 7 năm 2022

CÔNG BỐ THÔNG TIN BẤT THƯỜNG

•

Kính gửi: - Ủy ban Chứng khoán Nhà nước;

- Sở Giao dịch Chứng khoán TP. Hồ Chí Minh.

Công ty: Công ty cổ phần Hoàng Anh Gia Lai

Mã chứng khoán:HAG

Địa chỉ trụ sở chính: 15 Trường Chinh, phường Phù Đổng, Tp. Pleiku, tỉnh Gia Lai

Điện thoại: 0269 2225888 Fax: 0269 2222335

Người thực hiện công bố thông tin: Bà Võ Thị Mỹ Hạnh Chức vụ: Phó Tổng giám đốc

Nội dung thông tin công bố:

Công ty cổ phần Hoàng Anh Gia Lai (“Công ty”) công bố thông tin Nghị quyết Hội đồng quản trị Ủ
HĐQT”) số 1 1/22/NQHĐQT-HAGL ngày 18/7/2022 về việc thông qua bổ sung Hồ sơ đăng ký
chào bán cổ phiếu riêng lẻ năm 2022.

Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 18/7/2022 tại
đường dẫn: <http://x\ww.has/.com>, vn tại mục Quan hệ nhà đầu tư.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm
trước pháp luật về nội dung các thông tin đã công bố.

Tài liệu đính kèm:

- Nghị quyết HĐQT số 11/22/NQHĐQT-HA GL.

... - CÔNG TY CỔ PHẦN HOÀNG ANH GIA LAI

BO THÔNG TIN

- Như trên;

Lưu VT.

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM Độc lập - Tự do - Hạnh phúc

Gia Lai, ngày 18 tháng 07 năm 2022

NGHỊ QUYẾT

(Về việc thông qua bổ sung Hồ sơ đăng ký chào bán cổ phiếu riêng lẻ năm 2022)

HỘI ĐỒNG QUẢN TRỊ CÔNG TY CỔ PHẦN HOÀNG ANH GIA LAI

Căn cứ:

- Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam thông qua ngày 17/06/2020 và các văn bản hướng dẫn thi hành;
- Luật Chứng khoán số 54/2019/QH14 được Quốc hội nước Cộng hòa xã hội chủ nghĩa Việt Nam ngày 26/11/2019 và các văn bản hướng dẫn thi hành;
- Căn cứ Nghị định số 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán;
- Điều lệ tổ chức và hoạt động của Công ty cổ phần Hoàng Anh Gia Lai;
- Nghị quyết Đại hội đồng cổ đông thường niên 2022 số 01/22/NQĐHĐCĐ-HAGL ngày 08/04/2022 của Công ty cổ phần Hoàng Anh Gia Lai;
- Nghị quyết HĐQT số 1006-1/22/NQ.HĐQT/HAGL ngày 10/06/2022 về việc thông qua Hồ sơ đăng ký chào bán cổ phiếu riêng lẻ;

- Biên bản họp Hội đồng quản trị số ẬL/22/BBHQDT-HAGL ngày 4.5 tháng 07 năm 2022 của Công ty cổ phần Hoàng Anh Gia Lai.

QUYẾT NGHỊ:

Điều 1. Thông qua bổ sung hồ sơ đăng ký chào bán cổ phiếu riêng lẻ của Công ty cổ phần Hoàng Anh Gia Lai (Công ty)

Hội đồng quản trị (HQDT) thống nhất thông qua bổ sung Hồ sơ đăng ký chào bán cổ phiếu riêng lẻ trình Ủy ban Chứng khoán Nhà nước theo đúng quy định của pháp luật, cụ thể như sau:

Công ty cổ phần Hoàng Anh Gia Lai

Trụ Sà Chính: 15 Trường Chinh, Phường phũ Đống, Tp Pleiku, Tỉnh Gia Lai. Việt Nam Tel: (+84) 0269 2225 888 Fax: (+84) 0269 2222 335 Email: info@hagl.COM.vn

1. Giấy dẫnữ kv chào bán cổ phiếu riêng lẻ số 1807/GĐkCB/liAGL ngày 18 tháng 07 năm 2022;
2. Bổ sung tài liệu liên quan đến phurmi: án sử dụng von thu được từ đợt chào bán/.

Các tài liệu khác theo Nghị quyết HQDT số I006-I/22/NQ.HQDT/HAGL ngày 10/06/2022 về việc thông qua Hồ sơ đăng ký chào bán cổ phiếu riêng lẻ được giữ nguyên không thay đổi. Điều 2. HQDT ủy quyền và eiao cho ông Đoàn Nguyên Đức - Chủ tịch Hội đồng quản trị, chỉ đạo Ban Tổng giám đốc và các Phòng/Ban có liên quan chuẩn bị tài liệu và thực hiện các thủ tục cần thiết để hoàn thiện hồ sơ chào bán cổ phiếu riêng lẻ nêu tại Nghị quyết này.

Điều 3. Nghị quyết này có hiệu lực kể từ ngày ký. Các thành viên Hội đồng quản trị, Ban Điều hành và các phòng ban có liên quan của Công ty có trách nhiệm thi hành Nghị quyết này.

■Nơi nhân:

- Như Điều 3:
- HQDT. BKS,
- Lưu: BTK.