

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

1. BOD resolution (“BOD) No. 21 /23/NQHĐQT-HAGL dated 22/11/2023 approving implementation of private placement, plan for using the proceeds from the offering, undertaking to have shares listed after successful offering, ensuring ensure full compliance with regulations on foreign ownership ratio;
2. BOD resolution No. 22/23/NQHĐQT-HAGL dated 22/11/2023 approving the list of investors expected to be offered;
3. BOD resolution No. 23/23/NQHĐQT-HAGL dated 22/11/2023 approving Registration File for Private placement.

This information was published on the website of the Company on 23/11/2023 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. 21/23/NQHĐQT-HA GL;
- BOD resolution No. 22/23/NQHĐQT-HA GL;
- BOD resolution No. 23/23/NQHĐQT-HAGL.

Recipients:

- As above
- Archives

HOANG ANH GIA LAI JOINT STOCK COMPANY**INFORMATION DISCLOSING PERSON****VO THI MY HANH**

RESOLUTION

(Approving the implementation of the private placement, the plan to use the proceeds obtained from the offering, the commitment to share listing after the successful offering, the plan to ensure full compliance with regulations on foreign ownership ratio)

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 issued by the Government on December 31, 2020 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 September 26, 2023 (“**GMS Resolution No. 02**”);
- Pursuant to the Minutes of the Board of Directors (“**BOD**”) meeting of the Company No. 21/23/BBHHDQT-HAGL dated November 22, 2023.

RESOLUTION:

Article 1: Approving the implementation of the private placement according to GMS Resolution No. 02

As authorized by the General Meeting of Shareholders (“**GMS**”) of the Company, the BOD approved the implementation of the Company's **private placement**, specifically as follows:

- Stock: Hoang Anh Gia Lai Joint Stock Company stock;
- Type of shares: ordinary shares;
- Par value: VND 10,000 (ten thousand) /share;
- Expected highest offering price: VND 10,000 /share (ten thousand VND per share);
- Expected lowest offering price: VND 10,000 /share (ten thousand VND per share);
- Number of shares registered to offer: 130,000,000 (one hundred thirty million) shares;
- Transfer restriction period: 01 (one) year from the date of completion of the offering to professional securities investors;
- Total expected amount mobilized: VND 1,300,000,000,000 (one thousand three hundred billion);
- Ratio of shares registered for offering to total outstanding shares: 14.02% (fourteen point zero two percent);
- Expected offering time: In 2023 and/or 2024, after State Securities Commission’s approval.

Other contents about the private placement not mentioned in this Resolution are implemented according to the private placement plan approved by the General Meeting of Shareholders in GMS Resolution No. 02.

Article 2: Approving the plan for using the proceeds from the private placement

As approved by GMS Resolution No.02 of the purpose and plan to use capital obtained from the offering, the BOD is discussing to determine in detail the plan to use the proceeds from the offering as follows:

2.1. Purpose of the offering: to supplement working capital for its subsidiaries and repayment of the Company’s and its subsidiaries’ loans, specifically:

- Repayment of principal and interest on Bonds coded HAG2012.300 issued by the Company on 18/6/2012,;
- Restructuring loans at Tien Phong CJS Bank for Lo Pang Cattle JSC, a company’s subsidiary
- Supplementing working capital and loan restructuring for Hung Thang Loi Gia Lai Co., Ltd, a company’s subsidiary

2.2. Plan to use the proceeds from the offering

- 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 time to implement or disbursement
1	Partial or full payment of bond principal or interest issued by the Company on 18/6/2012, bond code HAG2012,300	330,500,000,000	2023 - 2024
2	Loan restructuring for the Company's subsidiary, Lo Pang Cattle Joint Stock Company, as loans for repayment of Lo Pang Cattle JSC at Tien Phong CJS Bank	269,500,000,000	2023 - 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 repayment of loans	700,000,000,000	2023 - 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.

2.3. Order of priority for capital disbursement for the capital uses above: Depending on the actual total amount of capital mobilized from the stock offering, the Company's Board of Directors will disburse capital according to The order of priority (from top to bottom) is as follows:

- i. Partial or full payment of bond principal or interest issued by the Company on 18/6/2012, coded HAG2012,300
- ii. Loan restructuring for the Company's subsidiary, Lo Pang Cattle Joint Stock Company, as loans for repayment of Lo Pang Cattle JSC at Tien Phong CJS Bank
- iii. 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 repayment of loans

2.4. The plan to make up for the deficit of the proceeds received from the offering

- 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, cash from revenue from operating projects, bank loans...) to ensure the implementation of the plan according to the proposed plan.
- The BOD is authorized, based on the specific operation of the Company at the time of using such capital to decide on the detailed capital use plan and modify the capital use plan, ensuring that it is appropriate to the practical needs of the Company and brings investment results for the Company. The BOD will report the adjustment of the purpose of using the proceeds from the offering (if any) at the nearest GMS.

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

- 3.1. the Company BOD 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
- 3.2. 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

- 4.1. Information on foreign ownership ratio:
 - The 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 01/06/2006, and the 31st amendment on 08/02/2023 The company operates the business lines in the Confirmation of amending business registration No. 3905/23 issued by the Department of Planning and Investment of Gia Lai province on 08/5/2023.
 - The Company charter 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 the Company, the maximum foreign ownership in the Company is 49%.

4.2. Plan to ensure the maximum foreign exchange rate at the Company:

- At the time of finalizing the list of the Company shareholders for consultation in writing (10/8/2023), the number of shares held by foreign investors was 24,931,735 shares accounting for 2.69% of the Company charter capital.
- As mentioned above, the maximum foreign ownership ratio in the Company is determined to be 49%. In this private placement the Company GMS passed the offering of 130,000,000 shares, accounting for 14.02% of the Company current charter capital; besides, the Company BOD makes the offering to domestic professional securities investors, not to foreign investors, thus ensuring compliance with the regulations on foreign ownership ratio, not exceeding 49%.

Article 5: 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 the private placement of shares mentioned in this Resolution.

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

**FOR THE BOARD OF DIRECTORS
CHAIRMAN**

DOAN NGUYEN DUC

RESOLUTION

(Approving the list of investors expected to be offered)

**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;
- 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;
- 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
- BOD Resolution No. 22/23/NQHĐQT-HAGL dated 22/11/2023;
- Minutes of BOD meeting No.22/23/BBHĐQT-HAGL dated 24/11/2023

Article 1. Passing the list of investors to be offered

1.1. The Board of Directors (“BOD”) passed 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			

1	<i>Nguyen Duc Quan Tung</i>	068085007868	Professional investor	Domestic investor	0	20,000,000	1.89
2	LPBank Securities JSC	Establishment and work license No. 104/UBCK-GP dated 12/09/2009 issued by the SSC chairman	Professional investor	Domestic investor	0	50,000,000	4.73
3	<i>Viet Cat Fund management Joint Stock Company</i>	Establishment and work license No. 28/UBCK-GP dated 25/01/2008 Amendment license No. 117/GPĐC-UBCK dated 29/11/2022 issued by the SSC chairman	Professional investor	Domestic investor	0	60,000,000	5.67

1.2. 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	<i>Nguyen Duc Quan Tung</i>	068085007868	none
2	LPBank Securities JSC	Establishment and work license No. 104/UBCK-GP dated 12/09/2009 issued by the SSC	none
3	<i>Viet Cat Fund management Joint Stock Company</i>	Establishment and work license No. 28/UBCK-GP dated 25/01/2008 issued by the SSC, Amendment license No. 117/GPDC-UBCK dated	none

Article 2. Method of dealing with undistributed shares

The BOD is entitled to handling the undistributed shares (if any), deciding on other purchasers (domestic professional securities investors) to be offered such undistributed shares (if any) at a selling price no lower than VND10,000 /share, ensuring the total number of investors offered for sale under 100, in consistence with the plan for private placement passed by the GMS.

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 the private placement of shares mentioned in this Resolution.

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

No. 23/23/NQHĐQT-HAGL

Gia Lai, 22nd November,

RESOLUTION

(Approving 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;*
- *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;*
- *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*
- *Minutes of BOD meeting No.23/23/BBHĐQT-HAGL dated 22/11/202*

Article 1. Approving Registration File for Private placement

The BOD unanimously approved the list of registration file for the Company 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. 68/23/GĐKCB/HAGL dated 22/11/2023;
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 September 26, 2023 attached with BOD Proposal No. 04/TTr-HAG.23 dated August 22, 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. 22/23/BBHĐQT-HAGL dated 22/11/ 2023 and BOD Resolution No. 22/23/NQHĐQT-HAGL dated 22/11/ 2023 on approving the list of expected investors offered;

7. Meeting minutes No. 21/23/BBHĐQT-HAGL dated 22/11/ 2023 and Resolution No. 21/23/NQHĐQT-HAGL dated November 22, 2023 of the Company's Board of Directors on approving the implementation of the plan for private placement, plan for using capital obtained from the offering, commitment to register to shares listing after the shares are successfully offered, plan to ensure the issuance of shares meets regulations on ratio Foreign ownership;
 8. Meeting minutes No. 23/23/BBHĐQT-HAGL dated November 22, 2023 and Resolution No. 22/23/NQHĐQT-HAGL dated 22/11/ 2023 of the Company's Board of Directors on approving the registration documents for private placement;
 9. Document No. 65/23/CV-HAGL dated 22/11/ 2023 of the Company committing not to violate cross-ownership regulations of the Enterprise Law 2020;
 10. Document No. 606/2023/CV-TPB.IB dated 20/11/ 2023 of Tien Phong CJS Bank confirming the opening of a blocked account to receive money to buy shares of the Company's private offering;
 11. Document No. 2453/UBCK-PTTT dated 29/4/2022 of the State Securities Commission on documents notifying the Company's maximum foreign ownership ratio;
 12. Document No. 66/23/CV-HAGL dated 22/11/ 2023 on separating voting right of the persons of interests related to the private placement;
 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;
- 13.2. Documents related to debt restructuring for Lo Pang Cattle JSC ("GSLP") the Company's subsidiary, as loans to repay the loans of Lo Pang Cattle 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 của;
 - GSLP Financial Statements up to 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 Cattle JSC (Credit limit value: 200,000,000,000 VND) and amended and supplemented documents attached to the Acknowledgment of Debt;

- Loan contract No. 11/2021/HDTD/TTDT MB/01 dated 30/11/2021 between Tien Phong CJS Bank and Lo Pang Cattle JSC (loan amount: VND 130,000,000,000) and amended and supplemented documents attached to the Acknowledgment of Debt.

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 No. 2810/NQHDTV-HTLGL.23 dated October 28, 2023 of Hung Thang Loi Gia Lai BOD on approving the loan policy and the draft loan contract with HAGL (attached with the draft loan contract between Hung Thang Loi Gia Lai with HAGL);
- Sales Contracts and documents for materials 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. (Credit limit value: VND 400,000,000,000) attached with Acknowledgment of Debt;
- Contract for Line of Credit No. 202025468430/L1 dated 07/8/2023 between Saigon Thuong Tin Commercial Joint Stock Bank - Gia Lai Branch and Hung Thang Loi Gia Lai Company Limited (credit limit: VND 500,000,000,000)

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.

Article 3. 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