



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

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Gia Lai, 14<sup>th</sup> April, 2022

No.: 10/22/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 Truong Son Title: General Director

### **Information disclosed:**

- BOD Resolution No. 05/22/NQ.HDQT-HAGL dated 14/04/2022 passing specific implementation of the plan for private placement; and
- BOD Resolution No. 06/22/NQ.HDQT-HAGL dated 14/04/2022 ensuring foreign proportion in that private placement.

This information was published on the website of the Company on 14/04/2022 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. 05/22/NQ.HDQT-HAGL
- BOD Resolution No. 06/22/NQ.HDQT-HAGL

*Recipients:*

- As above
- Archives

**HOANG ANH GIA LAI JOINT STOCK COMPANY**

**INFORMATION DISCLOSING PERSON**

**VO TRUONG SON**

No. 05/22/NQĐHĐCĐ-HAGL

Gia Lai, 14<sup>th</sup> April, 2022**RESOLUTION*****Re: Approving the detailed implementation of the plan for private placement*****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;
- 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 05/22/BBHĐHĐCĐ - HAGL dated 14/4/2022.

**RESOLUTION****Article 1: Approving the implementation of the plan for private placement of shares in accordance with Resolution No. 01/22/NQĐHĐCĐ-HAGL dated April 8, 2022 of the General Meeting of Shareholders, specifically as follows:**

- (i) Total expected proceeds from the offering: VND 1,699.99,990,000.
- (ii) Type of shares expected to increase: ordinary shares.
- (iii) Number of shares to be offered to raise capital: 161,904,760 common shares.
- (iv) Offer price: VND 10,500 /share.
- (v) Types and, number of buyers: offered to professional securities investors in accordance with the provisions of the Securities Law 2019 and related guiding documents, expected to be less than 100 investors.
- (vi) Method of dealing with undistributed shares: In case the number of shares expected to be offered for sale is not fully purchased, the Board of Directors holds the right to sell the number of shares to the remaining shares to other professional securities investors at a selling price not lower than the original offering price and to ensure the number of investors offered for sale for the whole of this offering not exceeding 100 investors.
- (vii) Time of offering: In 2022 after the State State Securities Committee (“SSC”) has approved the Company's application for such private placement.

(xiii) Transfer Restriction: Shares offered under private placement are subject to a minimum transfer restriction of 01 year applicable to professional securities investors from the date of completion of the offering, except in the case of transfer between. professional securities investors or complying with court judgment or decision, an arbitrator's decision, or according to inheritance law.

(ix) Other issues are implemented according to the Private placement plan approved by the General Meeting of Shareholders in Resolution No. 01/22/NQDHDCD-HAGL dated 8April 2022.

**Article 2.** Passing the list of professional securities investors offered:

No.	Investor's name	ID card No. and/or Business Registration	Subject		Number of shares owned before the offering	number of shares expected to be offered	Expected ownership after the offering
			Domestic professional securities investor	Foreign investor /economic organizations with foreign investors holding over 50% of capital			
1	Glory Land Co., Ltd.	BRC No. 0312620104 first issued by the Department of Planning and Investment of Ho Chi Minh City on January 13, 2014, registered for the 11th change on December 18, 2020	Domestic professional securities investor		0	95,238,090	8.74%
2	Viet Cat Fund management Joint Stock Company	Establishment and work license No. 28UBCK-GP dated January 25, 2008 issued by the SSC, Amendment license No. 35/GPDC-UBCK dated May 31, 2021 issued by the SSC	Domestic professional securities investor		0	47,619,050	4.37%
3	Nguyen Duc Quan Tung	025984438	Domestic professional securities investor		0	19,047,620	1.75%
<b>Total</b>						<b>161,904,760</b>	<b>14.86%</b>

**Article 3. Passing commitments**

- The Company's private placement for shares or convertible bonds is at an interval of at least six months as required by law.
- The subject of the private placement is an individual/organization and Hoang Anh Gia Lai Joint Stock Company is not the parent company of any organization offering shares as well as the Company and its investor(s) entitled to issue shares, which are not concurrently a subsidiary of the same parent company.
- The company commits to conduct the offering in compliance with the laws on foreign ownership ratio.
- The company commits to open an escrow account to receive money to make order on such private placement and freeze/release this amount as per law.

**Article 4. Approving the registration documents for the private placement of shares to be submitted to the State Securities Commission, including the following contents:**

- Certificate of registration for private placement of shares;
- Business registration certificate;
- Resolution of the General Meeting of Shareholders approving the offering plan, the plan to use the proceeds from the offering, approving the criteria for selecting the buyers;
- Resolution of the Board of Directors detailing the private placement of shares, including the following contents:
  - o Approving the details of plan for private placement, the list of professional securities investors expected to whom shares to be offered;
  - o Approving the application for registration of the offering.
- Resolution of the Board of Directors approving the plan to guarantee the issuance of shares to meet the foreign ownership ratio;
- The issuing organization's commitment not to violate the regulations on cross-ownership as required by the Enterprise Law;
- Written confirmation of the bank, foreign bank branch on opening account
- Other documents as required by law.

**Article 5.** All shares successfully offered for sale will be additionally registered for depository at the Vietnam Securities Depository Center and registered for additional trading/listing at the Ho Chi Minh City Stock Exchange in accordance with the laws after the closing of the offering.

**Article 6.** Mr. Doan Nguyen Duc - BOD Chairman is assigned, to direct the Board of Management and relevant Departments to prepare documents and carry out necessary procedures to implement the above mentioned private placement plan in this Resolution.

**Article 7.** This resolution comes into effect from the signing date. The BOD, the BM, individuals and relevant Departments take responsibility to carry out this resolution

<p><b>Recipients:</b></p> <ul style="list-style-type: none"><li>- As in Article 7</li><li>- BOD, BOS</li><li>- Archives: Secretarial</li></ul>	<p style="text-align: center;"><b>FOR THE BOARD OF DIRECTORS</b></p> <p style="text-align: center;"><b>CHAIRMAN</b></p> <p style="text-align: center;"><b>DOAN NGUYEN DUC</b></p>
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**RESOLUTION**

**Re:** *Ensuring the private placement to meet foreign ownership proportion*

**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 the Securities law No.54/2019/QH14 passed by the National Assembly on 26/11/2019;
- 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 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 Meeting of the Board of Directors (“BOD”) No. 06/22/BBHĐHĐCĐ - HAGL dated 14/4/2022

**RESOLUTION:**

**Article 1.** Passing the content of ensuring the issuance of shares to meet the foreign ownership ratio According to Notification No. 0601/22/TB-HAG dated January 6, 2022 and Notification No. 29/22/TB-HAG dated April 13, 2022 of the Company ent to the State Securities Commission, the maximum foreign ownership ratio in the Company is 49% of charter capital. According to the list of foreign investors' share ownership in the Company on the latest date of the final list of shareholders (15/3/2022) is 8,349,482 shares, accounting for 0.9% of the charter capital. Therefore, the private placement of shares goes according to the plan approved by the Company's General Meeting of Shareholders in Resolution No. 01/22/NQĐHĐCĐ-HAGL dated 08/4/2022 with a **maximum number of shares offered for sale. 161,904,760 shares, accounting for 14.86% of the charter capital after the capital increase**, still ensuring the foreign ownership ratio after successful offering does not exceed the maximum foreign ownership ratio applicable to the Company.

**Article 2.** The Board of Directors agreed to assign and authorize Mr. Vo Truong Son - General Director to perform necessary tasks and procedures to complete the documents and amend and supplement them (if any) if required by the competent agencies in the process of appraising the case.

**Article 3.** This resolution comes into effect from the signing date. The BOD, the BM, individuals and relevant Departments take responsibility to carry out this resolution./.

**Recipients:**

- As in Article 7
- BOD, BOS
- Archives: Secretarial

**FOR THE BOARD OF DIRECTORS**  
**CHAIRMAN**

**DOAN NGUYEN DUC**