CÔNG TY CP PHÁT TRIỂN BĐS PHÁT ĐẠT ***PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION*** ------------ Số/*No.*: 34/2021/QĐ-HĐQT	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** Độc lập - Tự do - Hạnh phúc ***SOCIALIST REPUBLIC OF VIETNAM*** *Independence – Freedom – Happiness* ---------------- *TP.HCM, ngày 20 tháng 09 năm 2021* *HCMC, 20th September 2021*

QUYẾT ĐỊNH CỦA HỘI ĐỒNG QUẢN TRỊ

RESOLUTION OF THE BOARD OF DIRECTORS

"V/v: Thông qua Phương án phát hành Trái phiếu doanh nghiệp Lần 6 năm 2021"

"Re: Approving the Sixth Corporate Bond Issuance Plan in 2021"

HỘI ĐỒNG QUẢN TRỊ

THE BOARD OF DIRECTORS

CÔNG TY CỔ PHẦN PHÁT TRIỂN BẤT ĐỘNG SẢN PHÁT ĐẠT

PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

Căn cứ/*Pursuant to:*

- *Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;*
  The Law on Enterprises No. 59/2020/QH14 dated 17th June 2020;
- *Điều lệ Công ty Cổ Phần Phát Triển Bất Động Sản Phát Đạt ("Công ty");*
  The Charter of Phat Dat Real Estate Development Corporation ("the Company");
- *Biên bản họp Hội đồng quản trị Công Ty ngày 20 tháng 09 năm 2021.*
  Meeting Minutes of the Company's Board of Directors dated 20th September 2021.

QUYẾT ĐỊNH

RESOLVED

Điều 1: Thông qua Phương án phát hành Trái phiếu doanh nghiệp Lần 6 năm 2021 của Công Ty với những nội dung chính như sau:

Article 1: To approve the Sixth Corporate Bond Issuance Plan in 2021 of the Company; details are as follows:

- Tổ Chức Phát Hành / *The Issuer*: Công ty Cổ phần Phát triển Bất động sản Phát Đạt
  Phat Dat Real Estate Development Corporation
- Loại Trái phiếu / *Bond type*: Trái phiếu không chuyển đổi, không kèm chứng quyền, có bảo đảm bằng tài sản, không phải là nợ thứ cấp của Tổ chức phát hành và được tự do chuyển nhượng.
  Bonds are non-convertible, without warrant, secured with collaterals, unsubordinated obligations of the Issuer and can be transferable.
- Mã Trái Phiếu/*Bond code*: PDRH2123006
- Mệnh giá Trái phiếu / *Par value*: 100.000.000 VNĐ/Trái Phiếu *(Bằng chữ: Một trăm triệu đồng một Trái Phiếu)*
  100,000,000 VND/Bond (In words: One hundred million VND per Bond)

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–	Số lượng trái phiếu phát hành *Issue volume*	: 2.700 Trái phiếu *(Bằng chữ: Hai ngàn bảy trăm Trái Phiếu)* *2,700 Bonds (In words: Two thousand seven hundred Bonds)*
–	Tổng giá trị trái phiếu phát hành (theo mệnh giá) *Total issue value (at par value)*	: 270.000.000.000 VNĐ *(Bằng chữ: Hai trăm bảy mươi tỷ đồng)* *270,000,000,000 VND (In words: Two hundred and seventy billion VND)*
–	Loại tiền tệ phát hành và thanh toán *Currency for the issuance and payments*	: Đồng Việt Nam (VNĐ) *Vietnam Dong (VND)*
–	Kỳ hạn Trái phiếu *Bond term*	: 02 (hai) năm kể từ Ngày Phát Hành. *02 (two) years since the issue date*
–	Lãi suất Trái Phiếu *Interest rate*	: 13%/năm (365 ngày) *13%/year (365 days)*
–	Giá bán Trái Phiếu *Offering price*	: 100% mệnh giá Trái Phiếu *100% of par value*
–	Mục đích phát hành *Purpose of Issuance*	: Tăng quy mô vốn hoạt động để tài trợ vốn cho các dự án bất động sản của Công Ty Con, cụ thể là tài trợ vốn cho Công Ty Con để thực hiện Dự Án Trung Tâm Thương Mại Và Căn Hộ Cao Cấp Bình Dương, Tỉnh Bình Dương (Astral City) và Dự Án Hạ Tầng Kỹ Thuật Nội Bộ Khu I (Khu Cổ Đại), TP.HCM. *Increasing operating capital to finance real estate projects of the Subsidiaries, specifically to finance Subsidiaries to implement Binh Duong Commercial and Apartment Complex (Astral City) in Binh Duong Province and the project of the internal technical infrastructure of Zone I (Co Dai Area) in HCMC.*
–	Tài sản bảo đảm *Collaterals*	: Cổ phiếu Công ty Cổ phần Phát triển Bất động sản Phát Đạt, bảo đảm bởi bên thứ ba. Số lượng, giá trị tài sản bảo đảm, cách tính giá trị tài sản bảo đảm thực hiện theo thỏa thuận giữa các bên có liên quan và quy định tại các Văn kiện Trái phiếu. *Shares of Phat Dat Real Estate Development Corporation, guaranteed by Third Party. The quantity and value of collaterals and the method of calculating the value of collaterals shall comply with agreements between the related parties and the Bond Documents' provisions.*
–	Thanh toán lãi và gốc *Payment of interest and principal*	: Tiền lãi sẽ được trả 03 tháng 01 lần, trả sau, vào ngày trả lãi. Trừ khi Trái Phiếu được Mua Lại Trước Hạn theo Các Điều Khoản và Điều Kiện của Trái Phiếu, tiền gốc Trái Phiếu sẽ được thanh toán một lần bằng mệnh giá Trái Phiếu vào Ngày Đáo Hạn của Trái Phiếu. *Bond interest shall be paid once per 03 months on interest due dates. Unless the Bonds are redeemed before maturity in accordance with the Bonds' Terms and Conditions, the principal of the Bonds will be paid in a lump sum at par value on the Maturity Date.*
–	Mua lại Trái phiếu *Bond redemption*	▪ Vào ngày tròn 12 (mười hai) tháng kể từ Ngày Phát Hành, Tổ Chức Phát Hành cam kết mua lại tối thiểu 30% nhưng tối đa không quá 50% số lượng Trái Phiếu mà mỗi Người Sở Hữu Trái Phiếu đang nắm giữ nếu Người Sở Hữu Trái Phiếu yêu cầu Tổ Chức Phát Hành mua lại, với điều kiện là, Người Sở Hữu Trái Phiếu phải thông báo cho Tổ Chức Phát Hành tối thiểu 30 (ba mươi) ngày trước ngày mua lại dự kiến (ngày

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tròn 12 tháng kể từ Ngày Phát Hành) với giá mua lại được quy định tại Các Điều Kiện của Trái Phiếu.
On the last day of a twelve-month period since the issue date, the Issuer shall commit to buy back at least 30% but not more than 50% of the Bonds owned by each Bondholder at the Bondholder's request. If the Bondholders request the redemption before maturity, such Bondholders must notify the Issuer at least 30 (thirty) days before the proposed redemption date (the last day of the twelve-month period), and the redemption value shall be provided in the Terms and Conditions of the Bonds.

- Vào ngày tròn 18 (mười tám) tháng kể từ Ngày Phát Hành, Tổ Chức Phát Hành cam kết mua lại tối thiểu 30% nhưng tối đa không quá 50% số lượng Trái Phiếu mà mỗi Người Sở Hữu Trái Phiếu đang nắm giữ nếu Người Sở Hữu Trái Phiếu yêu cầu Tổ Chức Phát Hành mua lại, với điều kiện là, Người Sở Hữu Trái Phiếu phải thông báo cho Tổ Chức Phát Hành tối thiểu 30 (ba mươi) ngày trước ngày mua lại dự kiến (ngày tròn 18 tháng kể từ Ngày Phát Hành) với giá mua lại được quy định tại Các Điều Kiện của Trái Phiếu.
  On the last day of an eighteen-month period since the issue date, the Issuer shall commit to redeem at least 30% but not more than 50% of Bonds owned by each Bondholder at the Bondholder's request. If the Bondholders request the redemption before maturity, such bondholders must notify the Issuer at least 30 (thirty) days before the proposed redemption date (the last day of the eighteen-month period), and the redemption value shall be provided in the Terms and Conditions of the Bonds.

- Tổ Chức Phát Hành mua lại Trái Phiếu trước hạn trong các trường hợp khác theo quy định tại Các Điều Kiện Trái Phiếu.
  The Issuer shall redeem the Bonds before maturity in other cases as specified in the Bond Terms and Conditions

– Tiêu chí, đối tượng phát hành, chào bán
Criteria, subjects of issuance/offering
: Nhà đầu tư chứng khoán chuyên nghiệp theo quy định của pháp luật chứng khoán. HĐQT ủy quyền cho Chủ tịch HĐQT Công Ty quyết định đối tượng nhà đầu tư.
Professional securities investors in accordance with the Law on Securities. The Board of Directors authorizes the Chairman of the Board of Directors to decide on the subjects of issuance.

– Số lượng nhà đầu tư chào bán
Number of offered investors
: Dưới 100 nhà đầu tư chứng khoán chuyên nghiệp. Hội đồng quản trị ủy quyền cho Chủ tịch Hội đồng quản trị Công Ty quyết định số lượng cụ thể.
Less than 100 professional securities investors. The Board of Directors authorizes the Chairman of the BOD of the Company to decide on the detailed number.

– Phương thức phát hành, chào bán Trái Phiếu
Bond Issuance and Offering Method
: Thông qua đại lý phát hành.
Via Issuing Agents

– Giao Dịch Trái Phiếu
Trading of Bond
: Trái Phiếu chỉ được giao dịch giữa các nhà đầu tư chứng khoán chuyên nghiệp, trừ trường hợp thực hiện theo bản án, quyết định của Tòa án đã có hiệu lực pháp luật, quyết định của Trọng tài hoặc thừa kế theo quy định pháp luật.

The bonds can only be traded between professional securities investors, except for transfers under an effective court judgment or decision, arbitral decision, and transfers due to inheritance as prescribed by laws.

– Đăng Ký Lưu Ký Trái phiếu *Bond Registration and Depository* : Trong vòng 05 Ngày Làm Việc kể từ ngày hoàn thành đợt chào bán. *Within 05 business days since the complete of the Bond offering.*

– Phương án, kế hoạch sử dụng nguồn vốn thu được từ phát hành Trái Phiếu *Plan for capital raised from the Bond Issuance* : Nguồn vốn thu được từ phát hành Trái phiếu được sử dụng để tài trợ vốn cho các Công Ty Con để thực hiện Dự Án Trung Tâm Thương Mại Và Căn Hộ Cao Cấp Bình Dương, Tỉnh Bình Dương (Astral City) và Dự Án Hạ Tầng Kỹ Thuật Nội Bộ Khu I (Khu Cổ Đại), TP.HCM, dự kiến sử dụng trong năm 2021.
The capital raised from the Bond Issuance shall be used to finance Subsidiaries to implement the Binh Duong Commercial and Apartment Complex (Astral City) in Binh Duong Province and the project of the internal technical infrastructure of Zone I (Co Dai Area), HCMC, expectedly in 2021.

Chủ tịch HĐQT Công Ty quyết định việc phân bổ và sử dụng số tiền thu được từ đợt phát hành Trái Phiếu theo tình hình thực tế phát sinh cho các mục đích phát hành nêu trên.
The Chairman of the Board of Directors shall decide the allocation of the capital raised from the Bond issuance according to the actual situation arising for the above issuance purposes.

– Thời điểm phát hành *Issuance timeline* : Dự kiến trong Tháng 09/2021, HĐQT ủy quyền cho Chủ tịch HĐQT quyết định ngày phát hành cụ thể.
Expectedly in September 2021, the BOD authorizes the Chairman of the BOD to decide on the specific issue date.

<u>Điều 2</u>: Thông qua nội dung Phương án phát hành Trái phiếu doanh nghiệp Lần 6 năm 2021 của Công Ty đính kèm Quyết định này.
<u>Article 2</u>*: To approve the Sixth Corporate Bond Issuance Plan in 2021 of the Company attached to this Resolution*

<u>Điều 3</u>: Hội đồng quản trị giao cho Ông Nguyễn Văn Đạt - Chủ tịch Hội đồng Quản trị hoặc Người được Ông Nguyễn Văn Đạt ủy quyền là Người đại diện cho Công Ty, thay mặt Công Ty quyết định thực hiện các công việc sau:
<u>Article 3</u>*: The Board of Directors authorizes Mr. Nguyen Van Dat –Chairman of the BOD or a Company's representative authorized by Mr. Nguyen Van Dat, on behalf of the Company, to perform the following tasks:*

– Tổ chức triển khai thực hiện việc chào bán Trái Phiếu và các công việc có liên quan để hoàn tất việc phát hành Trái Phiếu thành công theo Phương Án Phát Hành đã được phê duyệt và theo quy định của pháp luật hiện hành.
To organize the implementation of the Bond offering and related matters to successfully complete the bond issuance in accordance with the approved issuance plan and current legal provisions.

– Lựa chọn và quyết định thời điểm triển khai phương án chào bán Trái Phiếu, ngày phát hành cụ thể và hoàn tất các thủ tục có liên quan.
To select and decide the time of implementing the Bond Issuance Plan and a specific issue date; to complete relevant procedures.

– Chỉnh sửa, bổ sung và quyết định nội dung chi tiết của: (i) Phương án phát hành Trái phiếu, Điều khoản và Điều kiện Trái phiếu trong phạm vi quyền hạn phê duyệt của Hội đồng quản trị để đảm bảo đợt chào bán và phát hành Trái phiếu thành công, (ii) các hợp đồng, văn bản và (iii) các tài

liệu pháp lý có liên quan đến chào bán, phát hành, mua bán, thanh toán Trái phiếu trên cơ sở phù hợp với cam kết với Người Sở hữu Trái phiếu và quy định pháp luật hiện hành.
To amend, supplement and decide the details of: (i) Bond issuance plan, Bond Terms and Conditions within the competence of the BOD to ensure the successful bond issuance, (ii) contracts and dossiers, and (iii) legal documents relating to the bond offering, issuance, trading, and payment of the Bonds on the basis of conformity with the commitments to the Bondholders and applicable laws.

- Quyết định, phê duyệt Các Điều khoản và Điều kiện của Trái Phiếu chi tiết.
  To decide and approve the detailed Terms and Conditions of the Bonds.

- Triển khai công việc, ký kết Công bố thông tin, các hợp đồng, văn bản sửa đổi bổ sung và các tài liệu pháp lý có liên quan đến chào bán, phát hành, mua bán, thanh toán Trái phiếu theo quy định pháp luật và các cơ quan nhà nước có thẩm quyền.
  To enforce and sign the Information Disclosure, contracts, amendment dossiers, and legal documents related to the offering, issuing, trading, and payment of Bonds in accordance with provisions of laws and competent state agencies.

- Toàn quyền lựa chọn các đối tác có liên quan và nhà đầu tư (đối tượng, số lượng cụ thể); đàm phán quyết định và ký mọi hồ sơ, hợp đồng, tài liệu liên quan đến đợt chào bán và phát hành cho tổ chức/cá nhân đặt mua/mua Trái phiếu phù hợp với Phương án phát hành đã được phê duyệt.
  To have full right to choose relevant partners and investors (specific subjects and quantity); to negotiate, decide and sign all documents, contracts and documents related to the offering and issuance to organizations/individuals ordering/buying Bonds in accordance with the approved Issuance Plan.

- Toàn quyền quyết định việc phân bổ và sử dụng số tiền thu được từ đợt phát hành Trái phiếu theo tình hình thực tế phát sinh cho các mục đích phát hành.
  To have full rights to decide on the allocation and use of capital raised from the Bond Issuance according to the actual situation arising for the issuing purposes.

Điều 4: Thành viên Hội đồng quản trị, Ban Tổng Giám đốc, các bộ phận có liên quan của Công Ty chịu trách nhiệm thực hiện quyết định này.
Article 4*: Members of the Board of Directors, Board of Management, and related parties of the Company are responsible for implementing this Resolution.*

Quyết định này có hiệu lực kể từ ngày ký.
This Resolution takes effect from the date of signing.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOD

NGUYỄN VĂN ĐẠT

Tài liệu đính kèm/*Attachments*:
- *Phương án phát hành Trái phiếu.*
  Bond Issuance Plan

Nơi nhận/*Recipients:*
- *Như Điều 4;*
  As stated in Article 4
- *Lưu Thư ký Công ty.*
  Company's Archives





THE SIXTH BOND ISSUANCE PLAN IN 2021

PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

SECTION I – INTRODUCTION OF THE ISSUER

I. INFORMATION OF THE ISSUER

–	Name of the Issuer	:	**Phat Dat Real Estate Development Corporation**
–	Type of business	:	Listed company on Ho Chi Minh City Stock Exchange
–	Head Office	:	8th & 9th floors, Tower B, Viettel Complex Building, 285 Cach Mang Thang Tam Street, Ward 12, District 10, HCMC
–	Enterprise Registration Certificate No.	:	0303493756 issued the first time on 13th September 2004, with supplements and amendments from time to time.
–	Tax Code	:	0303493756
–	Telephone	:	(028) 2226 6868
–	Charter capital	:	4,867,719,160,000 VND

II. FINANCIAL INDICATORS FROM 2018 TO 1H2021

1. Separate financial indicators of Phat Dat Real Estate Development Corporation ("the Company") from 2018 to 1H2021

No.	Indicators	2018	2019	2020	1H2021
1	Owners' equity (billion VND)	3,447	4,297	5,104	5,577
2	Liabilities/Owners' Equity ratio	2.23	2.11	2.13	2.48
	Bond Outstanding/Owners' Equity ratio		*0.36*	*0.14*	*0.18*
3	Profit After Tax (billion VND)	642	873	1,223	506
4	Profit After Tax/Owners' Equity ratio	20.47%	22.54%	26.01%	9.47%
5	Capital Adequacy ratio as regulated by laws	-	-	-	-

Source: Audited Separate Financial Statements of 2018, 2019, 2020 and Reviewed Separate Financial Statements of 1H2021

2. Consolidated financial indicators of the Company from 2018 to 1H2021

No.	Indicators	2018	2019	2020	1H2021
1	Owners' equity (billion VND)	3,512	4,369	5,194	7,070
2	Liabilities/Owners' Equity ratio	2.15	2.20	2.01	1.65
	Bond Outstanding/Owners' Equity ratio		*0.36*	*0.14*	*0.15*
3	Profit After Tax (billion VND)	643	874	1,220	502
4	Profit After Tax/Owners' Equity ratio	20.30%	22.19%	25.52%	8.19%
5	Capital Adequacy ratio as regulated by laws	-	-	-	-

Source: Audited Consolidated Financial Statements of 2018, 2019, 2020 and Reviewed Consolidated Financial Statements of 1H2021

3. Payment status of principal and interest payments of issued bonds or maturing debts in three consecutive years prior to the bond issuance

– From 2016 to 2018, the Company has no bond issuances.

- By 31st August 2021, the Company had 17 success bond issuances. The Company paid in full and on time all principals worth VND 2,169 billion of all the bonds issued in 2019-2020 and paid in full and on time all interests arising from the bonds issued in 2019, 2020 and 2021.
- For the other liabilities, the Company always pays fully and on time maturing principal and interest; there are no overdue debts.

4. Auditor's opinion on financial statements

Auditor's opinion on audited 2020 consolidated financial statements

"The consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Group as at 31st December 2020, and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the consolidated financial statements."

Auditor's opinion on audited 2020 separate financial statements

"The separate financial statements give a true and fair view, in all material respects, of the separate financial position of the Company as at 31st December 2020, and of the separate results of its operations and its separate cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the separate financial statements."

Auditor's opinion on reviewed interim consolidated financial statements for the first half of 2021

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim consolidated financial statements do not give a true and fair view, in all material respects, of the interim consolidated financial position of the Group as at 30th June 2021, and of the interim consolidated results of its operations and its interim consolidated cash flows for the six-month period then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the interim consolidated financial statements.

Auditor's opinion on reviewed interim separate financial statements for the first half of 2021

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim separate financial statements do not give a true and fair view, in all material respects, of the interim separate financial position of the Group as at 30 th June 2021, and of the interim separate results of its operations and its interim separate cash flows for the six-month period then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the interim separate financial statements.

SECTION II – ISSUANCE PLAN OF THE SIXTH CORPORATE BONDS IN 2021 OF THE COMPANY

I. LEGAL BASIS

- The Law on Enterprise No. 59/2020/QH14 dated 17th June 2020;
- The Law on Securities No. 54/2019/QH14 date 6th December 2019;
- Decree No. 155/2020/ND-CP dated 31st December 2020 detailing and guiding the implementation of a number of articles of the Law on Securities;
- Decree No. 153/2020/ND-CP dated 31st December 2020 prescribing private placement and trading of privately placed corporate bonds in domestic market and offering of corporate bonds in international market;
- The Company's Charter;
- Resolutions of the 2021 Annual General Meeting of Shareholders;
- Decision No. 34/2021/QĐ-HĐQT dated 20th September 2021 of the Board of Directors approving the Issuance Plan of the Sixth Corporate Bonds in 2021;
- Enterprise Registration Certificate No. 0303493756 issued the first time on 13th September 2004, with supplements and amendments from time to time;
- Audited separate and consolidated financial statements for 2018, 2019, and 2020 of the Company and reviewed interim separate and consolidated financial statement for 1H2021 of the Company by Ernst & Young Vietnam.

II. CONDITIONS OF BOND ISSUANCE

Requirements	Status	Relevant documents
- Being a joint-stock company or limited liability company duly established and operating in accordance with the law of Vietnam	Satisfied	Enterprise Registration Certificate No. 0303493756 issued by the HCM City Department of Planning and Investment on 13th September 2004, with supplements and amendments from time to time.
- Having fully paid principals and interests of bonds issued or due debts in the last 03 consecutive years preceding the bond offering.	Satisfied	According to audited financial statements for 2018, 2019, 2020, and reviewed interim financial statements for 1H2021, the Company paid fully and on time maturing liabilities; there are no overdue debts. As of 31st August 2021, the Company had 17 successful bond issuances; The Company paid fully and on time maturing principal and interests. Document No. 334/2021/PĐ-TC dated 20th September 2021 regarding the written commitment of the Company to pay both

Requirements	Status	Relevant documents
		principal and interest of issued bonds and/or full payment of due debts in 3 consecutive years prior to the issuance of bonds.
- Satisfying the financial safety ratio and the safety ratio in operation in accordance with specialized laws.	Not applicable	The Company does not operate in industries where specialized laws have requirements on the financial safety ratio or the safety ratio in operation
- Having an approved Bond Issuance Plan	Satisfied	Decision No. 34/2021/QĐ-HĐQT dated 20th September 2021 of the Board of Directors of the Company.
- Having financial statements of the preceding year duly audited by an accredited audit organization according to regulations.	Satisfied	Audited separate and consolidated financial statements of 2020 of the Company audited by Ernst & Young Vietnam.
- Purchasers of corporate bonds participate in the offering are as regulated by laws.	Satisfied	Purchasers of corporate bonds are professional securities investors according to the Decision No. 34/2021/QĐ-HĐQT dated 20th September 2021 of the Board of Directors of the Company.

III. PURPOSE OF ISSUANCE:

Increasing operating capital to finance real estate projects of the Issuer’s Subsidiaries, specifically to finance Binh Duong Commercial and Apartment Complex in Binh Duong Province and the project of the internal technical infrastructure of Zone I (Co Dai Area).

- Binh Duong Commercial and Apartment Complex in Binh Duong province: this is an affordable project satisfying the needs of local residents with convenient location accessible to nearby utilities such as schools, markets, and supermarkets.
  - Location: Thuan An Commune, Binh Duong Province
  - Project scale: 3.73 ha
  - Product types: commercial center & apartments.
- The project of the internal technical infrastructure of Zone I (Co Dai Area) covers the internal technical infrastructure construction of the designated Zone I - Co Dai Area (inside the People's Historical & Cultural Park) and other functional areas as approved plan, serving spiritual activities of the people.
  - Location: District 9, HCMC
  - Project scale: 84.1 ha

- Total expected investment: VND 936 billion

IV. METHOD OF BOND ISSUANCE

Via Bond issuing Agents.

V. PLAN FOR CAPITAL RAISED FROM THE BOND ISSUANCE

The capital raised from the Bond Issuance shall be allocated to finance the Subsidiaries to implement the Binh Duong Commercial and Apartment Complex in Binh Duong Province and the project of the internal technical infrastructure of Zone I (Co Dai Area), HCMC, expectedly in 2021.

The Chairman of the Board of Directors shall decide the allocation and the use of the capital raised from the bond issuance according to the actual situation arising for the above issuance purposes.

VI. PLAN FOR SOURCES AND PAYMENT METHOD OF PRINCIPAL AND INTERESTS

– The Issuer uses income sources from its business activities, retained earnings, depreciation, distributed profits from subsidiaries (if any) and other legal income sources to pay for the principal and interests of the Bonds

– Unless the Bonds are redeemed before maturity in accordance with the terms and conditions of bonds, the principal will be paid in one lump sum at par value upon maturity.

– Bond interests will be paid per interest terms once in 03 (three) months, starting from the issue date to maturity date, and periodically on due dates.

VII. BUSINESS PLAN

Target	2021 (Billion VND)	2022 (Billion VND)	2023 (Billion VND)
Profit Before Tax	2,335	3,635	5,700

VIII. TERMS AND CONDITIONS OF BONDS TO BE ISSUED

– The Issuer:	Phat Dat Real Estate Development Corporation
– Type of business	Listed company at HO CHI MINH Stock Exchange
– Name of bonds	Bonds of Phat Dat Real Estate Development Corporation
– Issued volume:	2,700 bonds *(In words: Two thousand seven hundred bonds)*
– Par value:	100,000,000 VND/bond *(In word: One hundred million dongs per share)*
– Total issued value	270,000,000,000 VND *(In words: Two hundred seventy billion dongs)*
– Bond term:	02 (two) years since the issue date.
– Bond type:	Bonds are non-convertible, without warrant, secured with collaterals, unsubordinated obligations of the Issuer, and are transferable.

– Collaterals:	Shares of Phat Dat Real Estate Development Corporation, guaranteed by Third Party. The quantity and value of collaterals and the method of calculating the value of collaterals shall comply with agreements between the related parties and the provisions of the Bond Documents.
– Type of collateral	Full payment secured with assets of the Issuer and/or Third Party.
– Form of bond	Book entry.
– Interest:	13%/year (365 days)
– Currency for the issuance and payments	VND
– Offering price:	100% of par value
– Method of issuing and offering of bonds	Private placement and offering in according to Resolution No. 153/2020/ND-CP via issuing agents
– Criteria, subjects of issuance/offering	Professional securities investors as defined in the Law on Securities. The Board of Directors authorizes the Chairman of the Board of Directors of the Company to decide on the subjects of issuance/offering.
– Number of offered investors	Less than 100 professional securities investors. The Board of Directors authorizes the Chairman of the Board of Directors of the Company to decide on the detailed number.
– Trading of bonds	The bonds can only be traded between professional securities investors, except for transfers under an effective court judgment or decision, arbitral decision, and transfers due to inheritance as prescribed by laws.
– Place of Issuance:	Domestic issuance
– Number of issuing times:	01 (one) time
– Issuance timeline:	Expectedly in September 2021, the Board of Directors authorizes the Chairman of the BOD to decide on the specific issued date.
– Registration and Depository of bonds	Within 05 business days since the complete of the bond offering. Number of issued bonds shall be registered for depository at an agency for Securities Depository.
– Redemption of Bond	▪ On the last day of a twelve-month period since the issue date, the Issuer shall commit to redeem at least 30% but not more than 50% of the number of Bonds owned by each Bondholder at the Bondholder's request. If the Bondholders request the redemption before maturity, such Bondholders must notify the Issuer at least 30 (thirty) days before the proposed redemption date (the last day of the twelve-month period),

and the redemption value shall be provided in the Terms and Conditions of the Bonds.

- On the last day of an eighteen-month period since the issue date, the Issuer shall commit to redeem at least 30% but not more than 50% of the number of Bonds owned by each Bondholder at the Bondholder's request. If the Bondholders request the redemption before maturity, such Bondholders must notify the Issuer at least 30 (thirty) days before the proposed redemption date (the last day of the eighteen-month period), and the redemption value shall be provided in the Terms and Conditions of the Bonds.
- The Issuer shall redeem the Bonds before maturity in other cases as specified in the Bond Terms and Conditions

SECTION III – RIGHTS AND RESPONSIBILITIES OF RELATED PARTIES

I. RIGHTS AND RESPONSIBILITIES OF THE ISSUER

- To ensure the Bondholders can enjoy their legitimate rights and interests from the bonds.
- To take responsibilities for the full and timely payment of the principal and interest of the bonds and related agreements.

II. RIGHTS AND RESPONSIBILITIES OF BONDHOLDERS

1. Rights of Bondholders

- To access adequate information disclosed by the Issuer and bond offering dossiers as requested.
- To receive full and timely payments of bond principal and interests and exercise other associated rights under terms and conditions of bonds and as agreed upon with the Issuer.
- To transfer, give, donate, discount or leave bonds as inheritance or use them as collateral in civil and commercial transactions in accordance with provisions of law.

2. Responsibilities of Bondholders

- To fully access information disclosed by the Issuer; have a thorough grasp of terms and conditions of bonds and other commitments of the Issuer before deciding to buy and trade bonds.
- To have self-assessment and responsibilities for their investment decisions as well as incurred risks from the investment and trading in bonds.
- To clearly understand and comply with regulations on eligible bond buyers, trading of privately placed corporate bonds in accordance with regulations of relevant laws.

III. RIGHTS AND RESPONSIBILITIES OF ORGANIZATIONS AND INDIVIDUAL PROVIDING SERVICES RELATED TO BOND ISSUANCE

1. The consulting organizations:

To provide counselling on the procedure and documentation of bond issuance as regulated by applicable laws.

2. Issuing agents:

To implement the issuing and offering of bonds to investors in accordance with the Issuance Plan and agreements with the Issuer, abiding by the limited number of investors as regulated.

3. Depository Agency:

Prepare, maintain, monitor, and update the registration of bondholders, carry out the transfer procedures, and manage the transfers to Investors in accordance with regulations.

4. Bondholder representatives

- To supervise the fulfillment of the Issuer’s commitments in the bond offering documents.
- To act as a liaison between bondholders, the Issuer and other related parties.

- To perform others responsibilities and obligations as specified in the Terms and Conditions and/or relevant bond documents.

5. **Collateral management agent:**

To manage collaterals in accordance with the agreements between related parties and/or bond documents.

SECTION IV - COMMITMENTS

I. COMMITMENTS ON INFORMATION DISCLOSURE

The Issuer commits to fully disclose information as regulated in related provisions.

II. COMMITMENTS TO BONDHOLDERS

In accordance with the agreements between the Issuer and Bondholders per Terms and Conditions of the bonds.

SECTION V - AUTHORIZATION

The Board of Directors authorizes Mr. Nguyen Van Dat – Chairman of the BOD, or a Company's representative authorized by Mr. Nguyen Van Dat, on behalf of the Company, to perform the following tasks:

- To organize the implementation of the bond offering and related matters to successfully complete the bond issuance in accordance with the approved issuance plan and current legal provisions.
- To select and decide the time of implementing the bond Issuance plan and a specific issuance date; to complete relevant procedures.
- To amend, supplement and decide the details of: (i) Bond issuance plan, Bond Terms and Conditions within the competence of the Board of Directors to ensure the successful bond issuance, (ii) contracts and documents, and (iii) legal documents relating to the bond offering, issuance, trading, and payment of the Bonds on the basis of conformity with the commitments to the Bondholders and applicable laws.
- To decide and approve the detailed Terms and Conditions of the Bond
- To enforce and sign the Information Disclosure, contracts, amendment dossiers, and legal documents related to the offering, issuing, trading, and payment of Bonds in accordance with provisions of laws and competent state agencies.
- To have full rights to choose related partners and investors (specific quantity and subjects); to negotiate, decide, and sign all documents, contracts, dossiers related to the offering and issue to the organization/individual that orders/purchases bonds in accordance with the approved issuance plan.
- To have full rights to decide on the allocation and use of capital raised from the bond issuance according to the actual situation arising for the issuing purposes.

The above is the Issuance Plan of the Sixth Corporate Bond in 2021 of Phat Dat Real Estate Development Corporation, respectfully submitted to the Board of Directors for approval.

Respectfully./.

HCMC, 20th September 2021

CHAIRMAN OF THE BOARD OF DIRECTORS

NGUYEN VAN DAT