

No.: 09/2020/TB-HĐQT

HCMC, 24th December 2020

NOTICE

“Re: The collection of Shareholders’ written opinion”

The Board of Directors (“BOD”) of Phat Dat Real Estate Development Corporation (“Phat Dat Corporation”) would like to announce the collection of written opinion on the 2020 second interim dividend payment in shares. Details are as follows:

- 1. Subjects of the collection:** All PDR shareholders in the list of Shareholders as of the last registration date on 22nd December 2020.
- 2. Time of implementation:** from 24th December 2020
- 3. Details of the written opinion collection:**
 - + To approve the plan on 2020 second interim dividend payment to existing shareholders, and authorize the BOD to decide and implement all necessary procedures related to the share issuance in accordance with the Laws.
 - + Documents: Shareholders are advised to examine relevant documents disclosed on Phat Dat Corporation’s website www.phatdat.com.vn from 24th December 2020.
- 4. Timeline and method for submitting Written Opinion Form:**

Shareholders are requested to submit the **Written Opinion Form** (*attached to this Notice*) by 16:00, 8th January 2021 by one of the following means:

- Direct submission or Express/courier mail to:
 - + Recipient: Ms. Tran Thi Huong – Vice Chairwoman of the Board of Directors, Phat Dat Real Estate Development Corporation
 - + Address: 8th – 9th Floors, Tower B, Viettel Complex Building, No. 285 Cach Mang Thang Tam, Ward 12, District 10, Ho Chi Minh City.
 - + Telephone: (028) 2226 6868
- Email: info@phatdat.com.vn

In case that Shareholders do not submit the Written Opinion Form within the given time, such Shareholders are deemed to not participate in the voting.

The BOD of Phat Dat Corporation would like to inform Shareholders.

Respectfully.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**

Recipients:

- Ho Chi Minh Stock Exchange;
- The State Securities Commission;
- Company’s website.

(Signed and sealed)

NGUYEN VAN DAT

FORM

WRITTEN OPINION FORM

I. CORPORATE INFORMATION:

- Name of the Company : **PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**
- Head office : 8th & 9th Floors, Tower B, Viettel Complex Building, No. 285, Cach Mang Thang Tam Street, Ward 12, District 10, HCMC
- Business Registration Certificate No. : 0303493756 issued the first time on 13th September 2004, with supplements and amendments from time to time.
- Telephone : (028) 2226 6868
- Fax : (028) 2226 8686
- Website : www.phatdat.com.vn
- Stock code : PDR

II. SHAREHOLDER INFORMATION

- Name of Shareholder:
- ID card/Citizen Identity card/Passport/BRC No.:
- Address:
- Number of shares owned (represented) by 22nd December 2020: shares.
- Number of votes equivalent to number of shares owned (represented): votes.

III. PURPOSE OF COLLECTING OPINION

The Board of Directors (“BOD”) of Phat Dat Real Estate Development Corporation (“the Company”) would like to submit to the General Meeting of Shareholders (“GMS”) for approval of 2020’s second interim dividend in shares to existing Shareholders.

Relevant documents are attached to this **Written Opinion Form**, Shareholders may also refer to those documents on the Company’s website: www.phatdat.com.vn

IV. MATTERS FOR VOTING:

To approve the Plan to pay 2020’s second interim share dividend to existing shareholders and authorize the BOD to decide, implement necessary tasks related to the share issuance in conformity to Laws.

V. VOTING FOR MATTERS IN SECTION IV

Shareholders kindly cast your vote by marking “X” or “✓” in one (01) of the following three options”

☐ Approve ☐ Disapprove ☐ Abstain

VI. VOTING METHOD:

The valid **Written Opinion Form** must be satisfied with the following conditions:

- Having voted by checking one (01) desired option in section V. In case of any mistake or change of opinion, kindly highlight the selected box and tick the desired box (*Please note that change can only be made once*)

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- The Written Opinion Form must bear a signature of Shareholders:
 - o For individual: signature and full name.
 - o For organization: signature and full name of the legal representative and the organization's stamp.
- In case Shareholders authorize another person, the authorized representative must submit the following documents: (i) the voted Written Opinion Form, (ii) the original Power of Attorney Authorization letter original or duly notarized/authenticated copy from competent authority, (iii) and a copy of ID card/Citizen Identity card/Passport/BRC of the authorized party.
- By 16:00, 8th January 2021, Shareholders shall submit the voted Written Opinion Form to the Company via one of the following means:
 - (i) Direct submission or Expressed/Courier Mail: The original Written Opinion Form must be contained in a sealed envelop and sent to the Company (*based on postmark*) at:
 - ✓ Recipient: Mrs: Trần Thị Hương – Vice Chairwoman of the BOD – Phat Dat Real Estate Development Corporation
 - ✓ Address: 8th & 9th Floors, Tower B, Viettel Complex Building, No. 285, Cach Mang Thang Tam Street, Ward 12, District 10, Ho Chi Minh City
 - ✓ Phone Number: (028) 2226 6868
 - (ii) Email: The scanned Written Opinion Form shall be sent to the Company's email address: info@phatdat.com.vn using the Shareholders' email validly registered at the Vietnam Securities Depository.

Shareholders who fail to submit the **Written Opinion Form** to the Company prior to the given time shall be deemed as not participating in the voting.

Respectfully.

SHAREHOLDER
(Signature, stamp (*if applicable*)
and full name)

PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION
BOD CHAIRMAN

NGUYEN VAN DAT

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INSTRUCTION

ON THE COLLECTION OF WRITTEN OPINION OF PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

I. PURPOSE

1. In order to ensure the principle of publicity, transparency, equality, and democracy in approving the resolution of the General Meeting of Shareholders (“GMS”) by mean of collecting written opinion of Phat Dat Real Estate Development Corporation (“the Company”).
2. In order to create and ensure the convenience of Shareholders executing their rights in the collection of written opinion.

II. RULES AND INSTRUCTION

1. Subjects participating in the collection of written opinion

- Shareholders participating in the collection of written opinion are all shareholders of the Company in the list of Shareholders as of the last registration date on 22nd December 2020.
- Each Shareholder whose name is in the list of Shareholders as of the last registration date on 22nd December 2020 shall receive dossiers for their written opinion sent from the BOD via postal mail to shareholders’ address registered at the Vietnam Securities Depository.
- Shareholders may authorize with the Power of Attorney to a representative, on shareholder’s behalf, to cast their votes by way of collecting written opinion on all matters submitted by the BOD.

2. Dossiers for collecting written opinion

Dossiers sent to each Shareholder include:

- 2.1. 01 (one) Notice on the collection of written opinion
- 2.2. 01 (one) Proposal specifying matters need voting by way of collecting written opinion (“Proposal”)
- 2.3. 01 (one) Written Opinion Form for Shareholders to conduct voting
- 2.4. 01 (one) Instruction on the collection of written opinion
- 2.5. 01 (one) Power of Attorney
- 2.6. 01 (one) Draft Resolution of the GMS by way of collecting written opinion

3. Voting method:

After considering the contents presented in the Proposal, Shareholders give opinions and vote on each content (*Approve, Disapprove, Abstain*) by ticking “X” or “√” in the corresponding box in the **Written Opinion Form**.

4. Submitting the Written Opinion Form:

Shareholders shall submit the voted **Written Opinion Form** to the Company within the specified timeline stated in the Written Opinion Form by the ways prescribed by the Law on Enterprise and the Company's Charter, including:

- (i) Direct submission or Expressed/Courier Mail: The original Written Opinion Form must be contained in a sealed envelop and sent to the Company (*based on postmark*) at:
 - Recipient: Mrs: Trần Thị Hương – Vice Chairwoman of the BOD – Phat Dat Real Estate Development Corporation
 - Address: 8th & 9th Floors, Tower B, Viettel Complex Building, No. 285, Cach Mang Thang Tam Street, Ward 12, District 10, Ho Chi Minh City
 - Phone Number: (028) 2226 6868

- (ii) Email: The scanned Written Opinion Form shall be sent to the Company's email address: info@phatdat.com.vn using the Shareholders' email validly registered at the Vietnam Securities Depository

All voting information of Shareholders shall be kept in strict confidence until the vote counting.

Written Opinion Form which is not submitted to the Company prior to the given time shall be deemed as not participating in the voting.

5. Classification of Written Opinion Form

The Written Opinion Form submitted to the Company shall be subject to eligibility examination and classification as follows:

(i) The valid forms:

- Forms must comply with the form issued by the Company and include the signature of the BOD Chairman and the stamp of Phat Dat Real Estate Development Corporation.
- Forms must bear votes of Shareholders or authorized representatives by marking "X" or "√" for 01 of the 03 options, corresponding to "Approve", "Disapprove", or "Abstain" for each matter.
- Forms must contain the Shareholder's full name and signature in case of individual Shareholders, the signature of legal/authorized representative and stamp in case of organizational Shareholders. In case Shareholders authorize another person to vote, the authorized representative must submit the following documents: (i) the voted Written Opinion Form, (ii) the original Power of Attorney Authorization letter original or duly notarized/authenticated copy from the competent authority, (iii) and a copy of ID card/Citizen Identity card/Passport/BRC of the authorized party.

(ii) The invalid forms:

- Forms that are not issued by Phat Dat Real Estate Development Corporation;
- Forms that are erased or revised or contain additional information;
- Forms that are torn, scratched;
- Forms that have names of Shareholders not in the List of Shareholders as of 22nd December 2020;
- Forms that more than 01 (one) voting status checked with "X" or "√", corresponding to "Approve", "Disapprove", "Abstain" on the same matter;
- Forms that have no signature or full name of the individual shareholder; signature of the legal/authorized representative or the stamp of the organizational shareholder;
- Forms that are sent to the Company later than the specified timeline stated in the Written Opinion Form.

6. Passing of resolutions of the GMS

A resolution of the GMS shall be passed when it is approved by the number of shareholders representing more than 51% of the total voting shares of all shareholders or authorized representative.

7. Meeting Minutes and Resolutions of the GMS

- The BOD must conduct the vote counting and prepare the Vote Counting Minute in the presence of Shareholders who are not executives of the Company. The minutes of vote counting shall have the contents specified in Clause 8, Article 25 of the Company's Charter.
- All contents that are collected in written opinion must be recorded by the Vote Counting Committee in the Vote Counting Minute. The Vote Counting Minutes and Resolutions approved by GMS are posted on the Company's website and information disclosure means in accordance with the regulations of the State Securities Commission and the Ho Chi Minh Stock Exchange.

**ON BEHALF OF THE BOARD OF DIRECTORS
BOD CHAIRMAN**

(Signed and sealed)

NGUYEN VAN DAT

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No.: 01/TT-2020

HCMC, 24th December 2020

PROPOSAL

Re: Approving the Plan to pay 2020 second interim dividend

**To: GENERAL MEETING OF SHAREHOLDERS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**

- Pursuant to the Enterprise Law No. 68/2014/QH13 dated 26th November 2014;
- Pursuant to the Law on Securities No.70/2006/QH11 dated 29th June 2006;
- The Law amending, supplementing a number of Articles of Law on Securities No.62/2010/QH12 dated 24th November 2010;
- Pursuant to the Charter of Phat Dat Real Estate Development Corporation (“the Company”);

The Board of Directors (BOD) would like to submit the plan to pay 2020 second interim share dividend to the General Meeting of Shareholders (“GMS”) for consideration and approval in written opinion as follows:

1. Issuance plan:

- Name of stock: Shares of Phat Dat Real Estate Development Corporation (Stock code: PDR)
- Type of share: Common share
- Par value: VND 10,000
- Total of issued shares: 396,169,897 shares
- Total of outstanding shares: 396,169,897 shares
- Treasury shares: none
- Expected number of shares to be issued: 39,616,989 shares.
- Total issue value: VND 396,169,890,000
- Dividend Ratio: 10% on the record date, Shareholders owning 10 shares shall receive 01 additional shares.)
- Source: accumulated undistributed profit after tax according to the audited interim financial statements for the first nine months of 2020.
- Time for implementation: Expectedly in the First Quarter of 2021; details will be decided by the BOD upon obtaining approval from competent state authorities.
- Handling of odd shares: number of shares issued to shareholders will be rounded down and figures after the point (if any) will be ignored.
- Issuance subjects: Existing shareholders of Phat Dat Real Estate Development Corporation at the time of finalizing the right to receive dividend payments
- Transfer restriction: none.

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2. BOD would like to propose the GMS to:

- 2.1 Approve the increased charter capital equivalent to the total issue value of the actual issuance results as in the aforementioned plan;
- 2.2 Authorize the BOD to decide the following matters and assign the Chairman to implement all related tasks in compliance with the Enterprise Law, the Company's Charter, and the Law on securities and the securities market to:
- Decide the issue date and implement the share issuance to pay interim dividend upon obtaining approval of the State Securities Commission.
 - Upon completing the share issuance to pay interim dividend to the existing shareholders, according to the actual issuance results,
 - Proceed the registration, depository, and listing of the additionally issued shares for dividend payment at the Vietnam Securities Depository and the Hochiminh Stock Exchange.
 - Proceed with the necessary procedures for increasing charter capital and register for changes in business license with the Ho Chi Minh City Department of Planning and Investment;
 - Amend terms related to charter capital in the Company's Charter and report to the next General Meeting of Shareholders.
 - Decide all the other issues relating to the issuance of shares under the second interim dividend payment plan (*including the supplement, amendment, and refinement of the Issuance Plan*) as required by the competent state authorities.

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS**

Recipients:

- *As stated above;*
- *Company archives*

(Signed and sealed)

NGUYEN VAN DAT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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POWER OF ATTORNEY

FOR VOTING IN THE FORM OF WRITTEN OPINION

To: Phat Dat Real Estate Development Corporation

Authorizer:

Name of Shareholder:

ID card/Citizen Identity card/CRB No.: issued on (date) .../.../..... at (place).....

Address:

Phone number:

I am/ we are currently holding common shares of Phat Dat Real Estate Development Corporation as in the finalized list of Shareholders at the Vietnam Securities Depository on 22nd December 2020

(In written:)

Authorized Party:

Name of Individual/Organization.:

ID card/Citizen Identity card/CRB No.: issued on (date) .../.../..... at (place).....

Address:

Phone number:

Scope of authorization:

The Authorizer hereby authorizes the aforementioned Authorized Party to conduct voting in the form of written opinion on all matters in the Proposal No. 01/TT-2020 dated 24th December 2020 of the Board of Directors of Phat Dat Real Estate Development Corporation.

The Authorized Party shall only conduct tasks within the scope of authorization and not be able to reauthorize. All Parties shall bear full legal responsibilities regarding this authorization without any further complaints.

AUTHORIZED PARTY

(Signature and Full name)

.....
AUTHORIZER

(Signature and full name, stamp if applicable)

.....
Note: each Shareholder shall be able to authorize one (01) time with the total number of authorized shares equivalent to the total number of shares possessed.

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No.: /ĐHĐCĐBT-NQ.2021

HCMC, 2021

DRAFT

RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION
(Conducted in the form of collecting written opinion)

- Pursuant to the Law on Enterprise No. 68/2014/QH13 dated 26th November 2014;
- Pursuant to the Charter of Phat Dat Real Estate Development Corporation (“the Company”);
- Pursuant to the Vote-counting Minutes of the Board of Directors of the Company dated 2021.

THE GMS RESOLVES TO

Article 1: Approve the Plan to pay 2020 second interim share dividend to existing shareholders, details are as follows:

1. Approve the Issuance plan:

- Name of stock: Shares of Phat Dat Real Estate Development Corporation (Stock code: PDR)
- Type of share: Common share
- Par value: VND 10,000
- Total of issued shares: 396,169,897shares
- Total of outstanding shares: 396,169,897shares
- Treasury shares: none
- Expected number of shares to be issued: 39,616,989 shares.
- Total issue value: VND 396,169,890,000
- Dividend Ratio: 10% on the record date, Shareholders owning 10 shares shall receive 01 additional shares.)
- Source: accumulated undistributed profit after tax according to the interim audited financial statements for the first nine months of 2020.
- Time for implementation: Expectedly in the First Quarter of 2021; details will be decided by the BOD upon obtaining approval from competent state authorities.
- Handling of odd shares: number of shares issued to shareholders will be rounded down and figures after the point (if any) will be ignored.
- Issuance subjects: Existing shareholders of Phat Dat Real Estate Development Corporation at the time of finalizing the right to receive dividend payments
- Transfer restriction: none.

2. Approve the increase in charter capital of the Company:

The increased charter capital shall be equivalent to the total issue value of the actual issuance results as in the aforementioned plan

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3. Approve the authorization to the BOD:

The General Meeting of Shareholders authorizes the BOD to decide the following matters and assign the Chairman to implement all related tasks in compliance with the Enterprise Law, the Company's Charter, and the Law on securities and the securities market to:

- Decide the issue date and implement the share issuance to pay interim dividend upon obtaining approval of the State Securities Commission.
- Upon completing the share issuance to pay interim dividend to the existing shareholders, according to the actual issuance results,
 - Proceed the registration, depository, and listing of the additionally issued shares for dividend payment at the Vietnam Securities Depository and the Hochiminh Stock Exchange.
 - Proceed with the necessary procedures for increasing charter capital and register for changes in business license with the Ho Chi Minh City Department of Planning and Investment;
 - Amend terms related to charter capital in the Company's Charter and report to the next General Meeting of Shareholders.
- Decide all the other issues relating to the issuance of shares under the second interim dividend payment plan (*including the supplement, amendment, and refinement of the Issuance Plan*) as required by the competent state authorities.

Approving rate:%

Article 2: This Resolution was duly approved at the extraordinary General Meeting of Shareholders in the form of collecting written opinion as aforementioned. The GMS authorizes the BOD to conduct the implementation of this Resolution in accordance with the provisions of the laws and the Company's Charter.

The Resolution will take effect from 2021.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN OF THE BOD

NGUYEN VAN DAT