

RESOLUTION OF THE BOARD OF DIRECTORS
“Re: Approving the Ninth Corporate Bond Issuance Plan in 2021”

THE BOARD OF DIRECTORS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated 17th June 2020;*
- *The Charter of Phat Dat Real Estate Development Corporation (“the Company”);*
- *Meeting Minutes of the Company’s Board of Directors (“BOD”) dated 14th December 2021.*

RESOLVED

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

- The Issuer : Phat Dat Real Estate Development Corporation
- Bond type : Bonds are non-convertible, without warrant, secured with collaterals, unsubordinated obligations of the Issuer and can be transferable.
- Bond code: : PDRH2123009
- Par value : 100,000,000 VND/Bond (*In words: One hundred million VND per Bond*)
- Issue volume : 1,500 Bonds (*In words: One thousand and five hundred Bonds*)
- Total issue value (at par value) : 150,000,000,000 VND (*In words: One hundred and fifty billion VND*)
- Currency for the issuance and payments : Vietnam Dong (VND)
- Bond term : 02 (two) years since the issue date
- Interest rate : 12%/year (365 days)
- Offering price : 100% of par value
- Purpose of Issuance : To increase operating capital to finance real estate projects Subsidiaries to implement Binh Duong Commercial & Apartment Complex in Binh Duong Province and the project of the internal technical infrastructure of Zone I (Co Dai Area) in HCMC.
- Collaterals : Shares of Phat Dat Real Estate Development Corporation, guaranteed by Third Party, including but not limited to the subject stipulated Point 1, Article 167 of the Law on Enterprises No. 59/2020/QH14, and other assets. 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.
- Payment of interest and principal : Bond interests shall be paid once per 3 months since the issue date, later on 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 one lump sum at par value on the Maturity Date.

- Bond redemption
 - On the last day of a six-month period since the issue date, the Issuer shall commit to redeem not more than 30% 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 six-month period), and the redemption value shall be provided in the Terms and Conditions of the Bonds.
 - On the last day of a twelve-month period since the issue date, the Issuer shall commit to redeem a part or all 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 60 (sixty) 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.
 - The Issuer shall redeem the Bonds before maturity in other cases as specified in the Bond Terms and Conditions.

- Criteria, subjects of issuance/offering : 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.

- Number of offered investors : On the Issue Date, offered investors is less than 100 professional securities investors. After this time, the number of professional securities investors is unlimited. The Board of Directors authorizes the Chairman of the Board of Directors to decide on the detailed number on the Issue Date.

- Bond Issuance and Offering Method : Via Issuing Agents

- Trading of Bond : 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.

- Bond Registration and Depository : Within 05 business days since the complete of the Bond offering.

- Plan for capital raised from the Bond Issuance : The capital raised from the Bond Issuance shall be allocated to finance 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 December 2021 and 1Q2022.
 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.

- Issuance timeline : Expectedly in December 2021, the BOD authorizes the Chairman of the BOD to decide on the specific issue date.

- Related parties
 - Consultants, Issuing Agents, Bondholder Representatives:
Thanh Cong Securities Joint Stock Company

2nd Floor, No. 6, Ho Tung Mau Street, Nguyen Thai Binh Ward,
District 1, Ho Chi Minh City.

- Depository Institution, Registrar And Transfer Agents Collateral Management Agents:
SSI Securities Corporation
No. 1C, Ngo Quyen Street, Ly Thai To Ward, Hoan Kiem District,
Hanoi.

Article 2: To approve the Ninth Corporate Bond Issuance Plan in 2021 of the Company attached to this Resolution

Article 3: The Board of Directors authorizes Mr. Nguyen Van Dat – Chairman of the BOD and Legal Representative of the Company, 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 issue 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 BOD to ensure the successful bond issuance, (ii) contracts and dossiers, and (iii) 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 enforce and sign the Information Disclosure, contracts, amendment or supplement 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 right to choose relevant partners and investors (specific subjects and quantity); to negotiate, decide and sign all dossiers, contracts and documents related to the offering and issuance to organizations/individuals ordering/buying 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.
- Other tasks approved by the BOD
- Mr. Nguyen Van Dat shall have the right to authorize another person to implement the aforementioned tasks authorization and sign dossiers, contracts, and relevant documents.

Article 4: Members of the Board of Directors, Board of Management, and related parties of the Company are responsible for implementing this Resolution.

This Resolution takes effect from the date of signing.

Attachments:

- *Bond Issuance Plan*

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

Recipients:

- *As stated in Article 4*
- *Company's Archives*

(Signed and Sealed)

NGUYEN VAN DAT



PHATDAT
CORPORATION
Real Estate Development

THE NINTH BOND ISSUANCE PLAN IN 2021
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

SECTION I – INTRODUCTION OF THE ISSUER

1. INFORMATION OF THE ISSUER

- Name of the Issuer : **Phat Dat Real Estate Development Corporation**
- Type of business : Listed company on Ho Chi Minh 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 : 4,927,719,160,000 VND

2. FINANCIAL INDICATORS

2.1. 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
	<i>Bond Outstanding/Owners’ Equity ratio</i>		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

2.2. 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
	<i>Bond Outstanding/Owners’ Equity ratio</i>		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

2.3. Payment status of principal and interests 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 9th December 2021, the Company had 20 successful 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.

2.4. 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 30th 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 EIGHTH 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;
- Resolution No. 46A/2021/QĐ-HĐQT dated 14th December 2021 of the Board of Directors approving the Issuance Plan of the Ninth 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 2017, 2018, 2019, and 2020 of the Company by Ernst & Young Vietnam.

II. CONDITIONS OF BOND ISSUANCE

Requirements	Status	Relevant documents
1. 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 13 th September 2004, with supplements and amendments from time to time.
2. 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 9 th December 2021, the Company had 20 successful bond issuances; The Company paid fully and on time maturing principal and interests. Document No. 4242021/PĐ-TC dated 14 th December 2021 regarding the written commitment of the Company to pay both principal and interest of issued bonds and/or full payment of due debts in 3 consecutive years prior to the issuance of bonds.



Requirements	Status	Relevant documents
3. 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
4. Having an approved Bond Issuance Plan	Satisfied	Resolution No. 46A/2021/QĐ-HĐQT dated 14 th December 2021 of the Company's Board of Directors
5. 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.
6. Purchasers of corporate bonds participate in the offering are as regulated by laws.	Satisfied	Purchasers of corporate bonds are professional securities investors as regulated as in the Resolution No. 46A/2021/QĐ-HĐQT of the Company's BOD. On the Issue Date, offered investors is less than 100 professional securities investors. After this time, the number of professional securities investors is unlimited.

III. PURPOSE OF ISSUANCE:

Increasing operating capital to finance real estate projects of 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) in HCMC.

- ✚ Binh Duong Commercial and Apartment Complex 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 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 December 2021 and 1Q2022.

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 12 (twelve) 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: 1,500 bonds (*In words: One thousand and five hundred Bonds*)
- Par value: 100,000,000 VND/bond (*In word: One hundred million dong per Bonds*)
- Total issued value: 150,000,000,000 VND (*In words: One hundred and fifty billion dong*)
- 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, including but not limited to the subject stipulated Point 1, Article 167 of the Law on Enterprises No. 59/2020/QH14, and other assets. 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.

- Type of collateral Full payment secured with assets of the Issuer and/or Third Party, including but not limited to the subject stipulated Point 1, Article 167 of the Law on Enterprises No. 59/2020/QH14
- Form of bond Book entry.
- Interest: 12%/year (365 days)
- Currency for the issuance and payments Vietnam Dong (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 On the Issue Date, offered investors is less than 100 professional securities investors. After this time, the number of professional securities investors is unlimited. The Board of Directors authorizes the Chairman of the Board of Directors to decide on the detailed number on the Issue Date.
- 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
- Issue Date: Expectedly in December 2021, the Board of Directors authorizes the Chairman of the BOD to decide on the specific issue 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 six-month period since the issue date, the Issuer shall commit to redeem not more than 30% 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 six-month period), and the redemption value shall be provided in the Terms and Conditions of the Bonds.
 - On the last day of a twelve-month period since the issue date, the Issuer shall commit to redeem a part or all 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 60 (sixty) 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.

- 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 laws.

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 applicable 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. Registrar And Transfer Agents:



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 and Legal Representative of the Company, 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 issue 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 BOD to ensure the successful bond issuance, (ii) contracts and dossiers, and (iii) 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 enforce and sign the Information Disclosure, contracts, amendment or supplement 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 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.
- 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.
- Other tasks as approved by the Board of Directors.
- Mr. Nguyen Van Dat shall have the right to authorize another person to implement the aforementioned tasks and sign dossiers, contracts, and relevant documents.

All of the above are the Issuance Plan of the Ninth Corporate Bond in 2021 of Phat Dat Real Estate Development Corporation, respectfully submitted to the Board of Directors for approval.
Respectfully./.

HCMC, 14th December 2021

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signed and Sealed)

NGUYEN VAN DAT