

No.: 01/2022/TB-HĐQT

HCMC, 19th January 2022

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 Plan to take out foreign convertible loan. Details are as follows:

- 1. Subjects of the collection:** All PDR shareholders in the list of Shareholders as of the last registration date on **14th January 2022**.
- 2. Time of implementation:** from 19th January 2022.
- 3. Details of the written opinion collection:**
 - + To approve the plan on a foreign convertible loan, and authorize the BOD to decide and implement all necessary procedures related to the taking out of foreign convertible loan 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 19th January 2022.
- 4. Timeline and method for submitting Written Ballot:**

Shareholders are requested to submit the **Ballot for collecting Shareholders’ written opinion** (*attached to this Notice*) no later than 15:00, 7th February 2022 by one of the following methods:

- 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 Street, Ward 12, District 10, Ho Chi Minh City.
 - + Telephone: (028) 2226 6868
- Email: info@phatdat.com.vn

Shareholders whose **Ballot for collecting Shareholders’ written opinion** is not submitted to the Company prior to the given time 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

PROPOSAL

Re: Approving the Plan to take out foreign convertible loan

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

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17th June 2020;
- Pursuant to the Law on Securities No.54/2019/QH14 dated 26th November 2019;
- Pursuant to 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;
- Pursuant to Circular 03/2016/TT-NHNN of the State Bank of Vietnam dated 26th February 2016 providing several instructions on foreign exchange administration in respect of enterprise's foreign borrowing and foreign debt repayment ("Circular 03/2016/TT-NHNN"), Circular 05/2016/TT-NHNN dated 15th April 2016 and Circular 05/2017/TT-NHNN dated 30th June 2017 regarding amendments and supplements to Circular 03/2016/TT-NHNN.
- 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 take out foreign convertible loan to the General Meeting of Shareholders ("GMS") for consideration and approval by way of collecting written opinion; details are as follows:

1. The Plan on taking out foreign convertible loan ("Loan Plan"):

- The Borrower: Phat Dat Real Estate Development Corporation (PDR)
- The Lender: The GMS authorizes the BOD to select and approve a list of Lender(s), satisfying the criteria prescribed by law.
- Loan type: foreign loan entitled to convert the principal outstanding into common shares of the Borrower when the Company carries out a share private placement for debt swap, without collaterals.
- Loan value: up to 50,000,000 USD (*In words: Fifty million US dollars*)
- Currency of loan and repayment: US Dollars (USD)
- Expected loan term: up to three (03) years
- Expected interest rate: The GMS authorizes the BOD to decide the interest rate on the basis of negotiation and agreement with the Lender, ensuring the effective use of capital and investment efficiency of projects.
- Convertible value: Outstanding principal amount of the loan that the Lender decides to exercise the right to convert into common shares of the Borrower when the Company carries out a private share placement for debt swap.
- Conversion price: The GMS authorizes the BOD to decide the conversion price depending on the market situation and agreement with the Lender, but not lower than the market price at the time the BOD decides the conversion price.
- Conversion period: The GMS authorizes the BOD to decide the conversion period depending on the market situation and agreement with the Lender.

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- Purpose and plan for using capital: The GMS authorizes the BOD to develop a detailed capital allocation plan based on the actual capital needs for developing the Company's projects and in compliance with legal regulations.
- Expected number of shares to be issued for debt swap: The GMS authorizes the BOD to decide on the number of shares to be issued but no greater than 5% of the total outstanding shares of the Company at the conversion time.
- Method of share issuance for debt swap: private placement to the Lender.
- Transfer restrictions: shares of the private placement for debt swap are restricted to transfer for three (03) years in case of strategic investors as the Lender, and at least one (01) year in case of professional securities investors as the Lender, since the completion of the share issuance, except for the cases of transfer between professional securities investors, enforcement of an effective court judgment or decision, arbitration decision, or inheritance as prescribed by law.
- Foreign ownership limit: the Company commits to limiting the necessary foreign ownership ratio expected during appropriate time according to the decision of the BOD to ensure the foreign ownership limit in the Company when issuing shares for debt swap in accordance with the law.
- Implementation time: in 2022 after completing the registration of foreign loans with the State Bank in accordance with the law.
- Other terms and conditions: The GMS authorizes the BOD to decide based on the negotiation results with the Lender

2. The GMS approve the authorization to the BOD:

The BOD respectfully submit to the GMS for approval of authorizing the Board of Directors to have full authority to decide and perform necessary tasks to implement the Loan Plan mentioned in Section 1, including but not limited to the following tasks:

- To decide and develop a detailed Loan Plan according to the contents approved by the GMS.
- To decide amendments and supplements to the Loan Plan to suit actual conditions and/or at the request of competent state agencies or relevant agencies.
- To decide all issues related to the Loan Plan approved by the GMS, including but not limited to:
 - Contents of specific loan terms and conditions, including but not limited to the following matters: interest rate, Lender selection criteria, actual disbursement of the loan, conversion price, conversion period, purpose, and detailed plan for capital allocation, and loan-related issues.
 - To choose the most appropriate and beneficial time to implement the Loan Plan approved by the GMS.
 - To approve and sign contracts, documents, applications for approval, registration, and other documents related to the implementation of the Loan Plan.
 - To implement necessary procedures to register the loan with the State Bank, to amend and supplement the Confirmation on foreign loan registration with the State Bank and other relevant agencies (if any)
- To decide the share issuance swap outstanding principal amount, including but not limited to:
 - To decide on the number of new ordinary shares to be issued to swap outstanding principal amount and other conditions and terms related to the share issuance for debt swap.
 - To decide on the odd number of shares (if any) when swapping the loan principal.
 - To decide on issues, documents and dossiers related to the increase of charter capital in proportion to the number of ordinary shares issued; to amend the Company's Charter related to the increase of charter capital; to perform the procedures for changing business registration in accordance with the law
 - To decide and proceed necessary procedures for the registration, depository, and listing of the additional shares to be issued for debt swap

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- To decide and perform other tasks as prescribed by law to complete the Share to swap outstanding principal amount.
- To decide and carry out all necessary actions and procedures, sign necessary dossiers and documents as regulated and/or at the request of competent authorities and relevant organizations or individuals to implement the Loan Plan in accordance with the law
- To decide on other tasks related to or arising from the implementation of the Loan Plan mentioned in Section 1
- The BOD has the right to re-authorize the Chairman of the BOD or the person authorized/designated by the Chairman of the BOD to perform the above tasks or decide on the above authorized or assigned issues.

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

GUIDELINES

ON THE COLLECTION OF SHAREHOLDERS' 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 shareholders' 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 14th January 2022.
- Each Shareholder whose name is in the list of Shareholders as of the last registration date on 14th January 2022 shall receive dossiers for their written opinion sent from the BOD via postal mail to shareholders' address registered at the Vietnam Securities Depository (VSD).
- Shareholders may authorize a representative using the Power of Attorney, 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 oppinon

Dossiers sent to each Shareholder include:

- 2.1. 01 (one) Notice on the collection of shareholders' written opinion
- 2.2. 01 (one) Proposal specifying matters need voting by way of collecting written opinion (“Proposal”)
- 2.3. 01 (one) Ballot for collecting Shareholders' written opinion (“Written Ballot”) to conduct voting
- 2.4. 01 (one) Guidelines 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 corressponding box in the **Written Ballot**.

4. Submitting the Written Ballot:

Shareholders shall submit the voted **Written Ballot** to the Company within the specified timeline stated in the Written Ballot 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 From must be contained in a sealed envelop and sent to the Company (*based on postmark*):
 - Recipient: **Ms. 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 Ballot 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 confidentiality until the vote counting.

Shareholders whose **Written Ballot** is not submitted to the Company prior to the given time shall be deemed to not participate in the voting.

5. Classification of Written Ballots

Written Ballots submitted to the Company shall be subject to eligibility examination and classification as follows:

(i) The valid ballots:

- Ballots that are issued by Phat Dat Real Estate Development Corporation and include the signature of the BOD Chairman and the stamp of the Company.
- Ballots must bear votes of Shareholders or authorized representatives by marking "X" or "√" in 01 of the 03 boxes, corresponding to "Approve", "Disapprove", or "Abstain" for each matter.
- Ballots 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 Ballot, (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 ballots:

- Ballots that are not issued by Phat Dat Real Estate Development Corporation;
- Ballots that are erased or revised or contain additional information;
- Ballots that are torn, scratched;
- Ballots that have names of Shareholders not in the List of Shareholders as of 14th January 2022;
- Ballots that have more than 01 (one) voting status checked with "X" or "√", corresponding to "Approve", "Disapprove", "Abstain" on the same matter;
- Ballots that have no signature or full name of the individual shareholder; signature of the legal/authorized representative or the stamp of the organizational shareholder;
- Ballots that are sent to the Company later than the specified timeline stated in the Written Ballot.

6. Passing of resolutions of the GMS

A resolution of the GMS on matters that need voting by way of collecting written opinion 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 representatives.

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 5, Article 24 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 other information disclosure methods 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)

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HCMC, 19th January 2022

FORM

BALLOT FOR COLLECTING SHAREHOLDERS' WRITTEN OPINION

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) as of 14th January 2022: shares.
- Number of votes equivalent to number of shares owned (represented): votes.

III. PURPOSE OF COLLECTING SHAREHOLDERS' 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 the Plan to take out foreign convertible loan.

Relevant documents are attached to this Ballot for collecting Shareholders’ written opinion (“**Written Ballot**”). Shareholders may also refer to those documents on the Company’s website: www.phatdat.com.vn

IV. MATTERS FOR VOTING:

To approve the plan on a foreign convertible loan, and authorize the BOD to decide and implement all necessary procedures related to the taking out of foreign convertible loan in accordance with the 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 Ballot** must satisfy the following conditions:

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- 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*)
- The Written ballot must bear a signature of Shareholders:
 - + For individual: signature and full name.
 - + 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 Ballot, (ii) the original Power of Attorney or a duly notarized/authenticated copy from competent authority, (iii) and a copy of ID card/Citizen Identity card/Passport/BRC of the authorized party.
- By 15:00, 7th February 2022, Shareholders shall submit the voted Written Ballot to the Company via one of the following means:
 - (i) Direct submission or Expressed/Courier Mail: The original Written Ballot must be contained in a sealed envelop and sent to the Company (*based on postmark*):
 - ✓ *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 Ballot 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 whose **Written Ballot** is not submitted to the Company prior to the given time shall be deemed to not participate 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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SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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POWER OF ATTORNEY

FOR VOTING BY WAY 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 14th January 2022
(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 by way of written opinion on all matters in the Proposal dated 19th January 2022 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.2022

HCMC, 2022

DRAFT

RESOLUTION
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION
(Conducted by way of collecting written opinion)

- Pursuant to the Law on Enterprise No. 59/2020/QH14 dated 17th June 2020;
- 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 2022.

THE GMS RESOLVES TO

Article 1: Approve the Plan to take out foreign convertible loan, details are as follows:

1. The Plan on taking out foreign convertible loan (“Loan Plan”):

- The Borrower: Phat Dat Real Estate Development Corporation (PDR)
- The Lender: The GMS authorizes the BOD to select and approve a list of Lender(s), satisfying the criteria prescribed by law.
- Loan type: foreign loan entitled to convert the principal outstanding into common shares of the Borrower when the Company carries out a share private placement for debt swap, without collaterals.
- Loan value: up to 50,000,000 USD (*In words: Fifty million US dollars*)
- Currency of loan and repayment: US Dollars (USD)
- Expected loan term: up to three (03) years
- Expected interest rate: The GMS authorizes the BOD to decide the interest rate on the basis of negotiation and agreement with the Lender, ensuring the effective use of capital and investment efficiency of projects.
- Convertible value: Outstanding principal amount of the loan that the Lender decides to exercise the right to convert into common shares of the Borrower when the Company carries out a private share placement for debt swap.
- Conversion price: The GMS authorizes the BOD to decide the conversion price depending on the market situation and agreement with the Lender, but not lower than the market price at the time the BOD decides the conversion price.
- Conversion period: The GMS authorizes the BOD to decide the conversion period depending on the market situation and agreement with the Lender.
- Purpose and plan for using capital: The GMS authorizes the BOD to develop a detailed capital allocation plan based on the actual capital needs for developing the Company's projects and in compliance with legal regulations.
- Expected number of shares to be issued for debt swap: The GMS authorizes the BOD to decide on the number of shares to be issued but no greater than 5% of the total outstanding shares of the Company at the conversion time.
- Method of share issuance for debt swap: private placement to the Lender.

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- Transfer restrictions: shares of the private placement for debt swap are restricted to transfer for three (03) years in case of strategic investors as the Lender, and at least one (01) year in case of professional securities investors as the Lender, since the completion of the share issuance, except for the cases of transfer between professional securities investors, enforcement of an effective court judgment or decision, arbitration decision, or inheritance as prescribed by law.
- Foreign ownership limit: the Company commits to limiting the necessary foreign ownership ratio expected during appropriate time according to the decision of the BOD to ensure the foreign ownership limit in the Company when issuing shares for debt swap in accordance with the law.
- Implementation time: in 2022 after completing the registration of foreign loans with the State Bank in accordance with the law.
- Other terms and conditions: The GMS authorizes the BOD to decide based on the negotiation results with the Lender

2. The GMS approve the authorization to the BOD:

The BOD respectfully submit to the GMS for approval of authorizing the Board of Directors to have full authority to decide and perform necessary tasks to implement the Loan Plan mentioned in Section 1, including but not limited to the following tasks:

- To decide and develop a detailed Loan Plan according to the contents approved by the GMS.
- To decide amendments and supplements to the Loan Plan to suit actual conditions and/or at the request of competent state agencies or relevant agencies.
- To decide all issues related to the Loan Plan approved by the GMS, including but not limited to:
 - Contents of specific loan terms and conditions, including but not limited to the following matters: interest rate, Lender selection criteria, actual disbursement of the loan, conversion price, conversion period, purpose, and detailed plan for capital allocation, and loan-related issues.
 - To choose the most appropriate and beneficial time to implement the Loan Plan approved by the GMS.
 - To approve and sign contracts, documents, applications for approval, registration, and other documents related to the implementation of the Loan Plan.
 - To implement necessary procedures to register the loan with the State Bank, to amend and supplement the Confirmation on foreign loan registration with the State Bank and other relevant agencies (if any)
- To decide the share issuance swap outstanding principal amount, including but not limited to:
 - To decide on the number of new ordinary shares to be issued to swap outstanding principal amount and other conditions and terms related to the share issuance for debt swap.
 - To decide on the odd number of shares (if any) when swapping the loan principal.
 - To decide on issues, documents and dossiers related to the increase of charter capital in proportion to the number of ordinary shares issued; to amend the Company's Charter related to the increase of charter capital; to perform the procedures for changing business registration in accordance with the law
 - To decide and proceed necessary procedures for the registration, depository, and listing of the additional shares to be issued for debt swap
 - To decide and perform other tasks as prescribed by law to complete the Share to swap outstanding principal amount.
- To decide and carry out all necessary actions and procedures, sign necessary dossiers and documents as regulated and/or at the request of competent authorities and relevant organizations or individuals to implement the Loan Plan in accordance with the law
- To decide on other tasks related to or arising from the implementation of the Loan Plan mentioned in Section 1

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- The BOD has the right to re-authorize the Chairman of the BOD or the person authorized/designated by the Chairman of the BOD to perform the above tasks or decide on the above authorized or assigned issues.

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 implement this Resolution in accordance with the provisions of the laws and the Company's Charter.

The Resolution will take effect from 2022.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOD**

NGUYEN VAN DAT