

RESOLUTION

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION (Conducted by way of collecting Shareholders' 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 8th February 2022.

THE GENERAL MEETING OF SHAREHOLDERS RESOLVES

Article 1: To 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 into common shares when the Company carries out a private share 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 Dollar (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.
- Convertible value: principal amount of the loan that the Lender decides to exercise the right to convert into common shares 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 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 laws.
- 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 GMS approves to authorize the Board of Directors 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 make adjustments, amendments or 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 other 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 for debt swap, including but not limited to:
 - To decide on the number of new ordinary shares to be issued to swap 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 corresponding to the newly-issued ordinary shares; to amend the Company's Charter related to the increase of charter capital; to perform necessary procedures for changing business registration in accordance with the laws.
 - 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 agencies and relevant organizations or individuals to implement the Loan Plan in accordance with the laws.
- To decide 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 a 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: 91.59%

Article 2: This Resolution was duly approved by the Extraordinary General Meeting conducted in the form of collecting Shareholders' 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 takes effect from 8th February 2022.

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

(Signed and stamped)

NGUYEN VAN DAT

**VOTE COUNTING MINUTES
BY WAY OF COLLECTING SHAREHOLDERS' WRITTEN OPINION
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**

Company's name : **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.

BRC No. : 0303493756 issued by HCMC Department of Planning and Investment on 13th September 2004.

Today, at 10:00 on 8th February 2022, at the head office of Phat Dat Real Estate Development Corporation ("the Company"), the Board of Directors ("BOD") of the Company conducts the counting of votes sent in written opinion.

I. PARTICIPANTS:

1. Member of the Vote Counting Committee:

- Mr. Nguyen Van Dat	BOD Chairman	Head
- Ms. Tran Thi Huong	BOD Vice Chairwoman	Member
- Mr. Bui Quang Anh Vu	BOD Member cum CEO	Member
- Mr. Le Minh Dung	Independent BOD Member	Member
- Ms. Tran Thi Hoai An	In charge of Corporate Governance	Secretary

2. Vote counting Supervisors:

- Ms. Co Thi Thanh Lien	Deputy Head of the Internal Audit Unit	Observer and Supervisor
- Mr. Huynh Dong Nai	Shareholder outside the Company	Observer and Supervisor

II. PURPOSES AND MATTERS FOR VOTING

1. Purposes:

The BOD carried out the collection of written opinion to submit to the General Meeting of Shareholders ("GMS") for approval of the Plan to take out foreign convertible loan.

2. Matters for voting

The plan to take out foreign convertible loan and the authorization to the BOD to decide and implement all necessary tasks related to the Loan Plan implementation in conformity to the Laws.

III. VOTE COUNTING RESULTS

1. Number of Shareholders as of the last registration date on 14th January 2022 finalized by the Vietnamese Securities Depository to carry out the collection of written opinion is 4,089 shareholders, equivalent to 492,771,916 shares and VND 4,927,719,160,000 in charter capital. In which:

- Number of shareholders eligible for voting right: 4,089 Shareholders representing 492,771,916 voting shares of the Company (01 share shall have 01 votes)

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- Number of shares without voting right: none (*which is the number of treasury shares hold by the Company - if any*).
- 2. Total number of Shareholders to whom Written Ballots are sent: 4,089 shareholders representing 492,352,892 shares, accounting for 100% of the total number of voting shares.
- 3. Total number of votes collected by the Company by 15:00 on 7th February 2022 is 112 shareholders representing 451,352,892 voting shares, equivalent to 451,352,892 votes, accounting for 91.59% of the total number of voting shares. In which:
 - Number of valid votes: 451,352,892 votes, representing 451,352,892 shares
 - Number of invalid votes: 0 votes, representing 0 votes.
- 4. Breakdown by voting methods:
 - Direct submission at the Company: 102 shareholders representing 446,436,998 voting shares, equivalent to 446,436,998 votes, accounting for 90.59% of the total voting shares of the Company.
 - Postal mail (expressed/courier mail): 10 shareholders representing 4,915,894 voting shares, equivalent to 4,915,894 votes, accounting for 1% of the total voting shares of the Company.
 - Email (to info@phatdat.com.vn): 0 votes, representing 0 shares, accounting for 0% of the total voting shares of the Company.
- 5. Submitting period: from 19th January 2022 to 15:00, 7th February 2022.
- 6. Vote counting results:

No.	Content of vote	Number of votes	Ratio/Total number of voting shares (%)
1	Approve	451,352,892	91.59%
2	Disapprove	0	0
3	Abstain	0	0
Total		451,352,892	91.59%

IV. MATTERS WHICH HAVE BEEN APPROVED

According to the above vote counting results, the GMS has approved the following matters:

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 - 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 for debt swap, including but not limited to:
 - To decide on the number of new ordinary shares to be issued to swap 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 corresponding to the newly-issued ordinary shares; to amend the Company's Charter related to the increase of charter

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capital; to perform necessary procedures for changing business registration in accordance with the laws.

- 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 agencies and relevant organizations or individuals to implement the Loan Plan in accordance with the laws.
- To decide 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 a person authorized/designated by the Chairman of the BOD to perform the above tasks or decide on the above authorized or assigned issues.

This Minutes of Vote Counting serves as the legal basis for ratifying the Resolution of the Extraordinary General Meeting by way of collecting Shareholders' written opinion.

The Vote Counting Committee completed their tasks at 11:30 of the same day. Vote Counting Minutes are made in 03 originals: 01 original is kept in the Company's archives, 02 originals are archived in the BOD Office.

The Minutes of Vote Counting were read to all the participants, all of the participants mutually agrees with all the contents of this Minutes and signed as below:

VOTE COUNTING COMMITTEE

LEGAL REPRESENTATIVE

BOD CHAIRMAN

(Signed)

NGUYEN VAN DAT

LEGAL REPRESENTATIVE

CHIEF EXECUTIVE OFFICER

(Signed)

BUI QUANG ANH VU

BOD VICE CHAIRWOMAN

(Signed)

TRAN THI HUONG

INDEPENDENT BOD MEMBER

(Signed)

LE MINH DUNG

OBSERVER AND SUPERVISOR

VOTE COUNTING SUPERVISOR

(Signed)

CO THI THANH LIEN

VOTE COUNTING SUPERVISOR

(Signed)

HUYNH DONG NAI

SECRETARY OF THE VOTE COUNTING COMMITTEE

(Signed)

TRAN THI HOAI AN

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