

DRAFT

HCMC, June 30, 2023

**REGULATIONS ON ELECTING
MEMBERS OF THE BOARD OF DIRECTORS FOR THE TERM 2023-2028
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION
2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective as of January 1, 2021;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, on detailing and guiding the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Phat Dat Real Estate Development Corporation.

The election for the Board of Directors (BOD) of Phat Dat Real Estate Development Corporation (the Company) for the term 2023-2028 shall abide by the following regulations:

I. Election for the BOD:

- 1.1. Number of BOD members: 06 members, including at least 02 (two) independent members
- 1.2. The office term of the BOD: 05 years, from 2023 to 2028.
- 1.3. The maximum number of candidates: No limit
- 1.4. Criteria and conditions to become a member of the BOD:
 - Having full capacity for civil acts and not belonging to the subjects banned from acting as managers and executives by Laws.
 - Possessing a high school diploma or higher.
 - Demonstrating expertise, competency, and experience in executing and managing the investment and development of real estate projects.
 - Having good health, a professional code of ethics, and a comprehensive understanding of relevant laws.
- 1.5. The Company's Board of Directors composition should ensure a balance between executive and non-executive directors. At least one-third of the total Board directors must be non-executive and independent members.
- 1.6. Standards for independent Board directors:
 - Not being a person working for the Company or its subsidiary; not being a person who has worked for the Company or its Subsidiaries at least for the previous 03 (three) years.
 - Not being a person who is receiving salary or remuneration from the Company, except for allowances that Board members are entitled to as prescribed;
 - Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or biological sibling is a major shareholder of the Company or an executive at the Company or its Subsidiaries;
 - Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
 - Not being a person who was a member of the Board of Directors, the Supervisory Board of the Company at least in the previous 5 years, except for the case of being appointed for 02 (two) consecutive terms.

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II. Rights of Self-nomination and Nomination:

- Shareholders owning or representing 10% or more of the total voting shares shall have the right to self-nominate or nominate candidates for the BOD.
- Shareholders or groups of shareholders possessing less than 10% of the total voting shares may combine their voting shares to be eligible to nominate candidates for the BOD.
- Shareholders or groups of Shareholders possessing the following proportions of voting shares:
 - ✓ From 10% shall have the right to nominate one (01) candidate;
 - ✓ From 11% to below 30% shall have the right to nominate a maximum of two (02) candidates;
 - ✓ From 30% to below 40% shall have the right to nominate a maximum of three (03) candidates;
 - ✓ From 40% to below 50% shall have the right to nominate a maximum of four (04) candidates;
 - ✓ From 50% to below 60% shall have the right to nominate a maximum of five (05) candidates;
 - ✓ From 60% to below 70% shall have the right to nominate a maximum of six (06) candidates;
 - ✓ From 70% to below 80% shall have the right to nominate a maximum of seven (07) candidates;
 - ✓ From 80% to below 90% shall have the right to nominate a maximum of eight (08) candidates.
- If the number of candidates nominated or self-nominated is insufficient or the candidates failed to meet the criteria and conditions as regulated, the BOD may nominate additional candidates (in accordance with Point 29 of the Charter of the Company).

III. Election Method:

1. The election shall be implemented according to the method of cumulative voting. Accordingly, each Shareholder has a total number of votes corresponding to the total holding shares multiplied by the number of BOD members to be elected. Shareholders may allocate all their votes to one or several candidates.
2. Election ballot of each Shareholder shall have Shareholder's full name, ownership registration number, the number of holding shares, and the corresponding number of votes. On each election ballot, there are columns named: "Candidate's Full Name" and "Number of Votes." Shareholders may allocate all their votes to one candidate, or divide them equally or unequally among the candidates. The total number of votes given by one shareholder must not exceed the total number of votes that he/she is allowed to give.
3. The following ballots shall be considered invalid:
 - Ballots that do not comply with the issued form and do not bear the stamp of the Company;
 - Ballots that are erased or revised or contain additional information; Ballots that are torn or scratched;
 - Ballots that do not belong to the total ballots approved at the AGM;
 - Ballots with the total votes given by one shareholder exceeding the total number of votes that he/she is allowed to give;
 - Ballots that indicate a percentage (%) of votes written in the "Number of Vote" column.
 - Ballots that have no signature of the Shareholder or Authorized representative.
4. Principles on Vote counting:
 - The Ballot box must be checked by the Vote Counting Committee and supervised by all shareholders.
 - The election will start with the distribution of Election Ballots and close as soon as the last Shareholder puts his/her ballot into the Ballot box.
 - The vote counting process will be conducted after the election is closed.
 - The vote counting results shall be recorded in written and announced by the Head of Vote Counting Committee at the AGM.

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IV. Principles of the Election results:

1. The candidate elected as a member of the Board of Directors is determined based on the highest number of votes, ranked in descending order, until the specified number of members is reached.
2. In the event that multiple candidates receive an equal number of votes, and the number of winners exceeds the required number of Board members, the candidate who possesses a larger shareholding will win. If the shareholding is identical among these candidates, a second election will be conducted for these candidates on the principle of selecting the candidate with the higher votes. Should the second election result in another tie, the GMS shall decide whether to conduct another election.

V. Dossiers of nomination for an additional member of the BOD:

Dossiers include:

1. Nomination/Self-nomination letter for members of the BOD (form attached);
2. List of Shareholders nominating candidates (in case candidates nominated by a group of Shareholders);
3. Curriculum vitae of the candidate (form attached);
4. Certified copies of Identity card, Degrees, and documents showing qualifications of the candidate.

The Chairperson at the AGM shall chair the election to the BOD, have responsibility for introducing the list of nominated and self-nominated candidates, supervise the voting, vote counting, result announcing, and settling complaints (if any) regarding the election.

This draft Regulations shall be presented at the AGM and immediately come into effect after it is approved at the 2023 Annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation.

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

(Signed and stamped)

NGUYEN VAN DAT

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CUMULATIVE VOTING INSTRUCTION
FOR ELECTING BOARD MEMBERS FOR THE TERM 2023-2028
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

I. Election ballot:

1. Election ballot includes Shareholder's printed name, code, number of holding/representing shares and number of votes.
2. Election ballots are the **yellow** ones. The number of Board members for the term 2023-2028 is 06, so the number of votes will equal the number of shares multiplied by 06. For example, a shareholder owing 5,000 shares shall be entitled to 30,000 votes.

II. Election

In the column "Number of votes" on the Ballot, shareholders shall write down numbers representing the votes to the candidates they wish to elect. The total votes must not exceed the total votes entitled to each shareholder.

The election shall elect 06 Board members.

For example: Shareholder A owning **5,000 shares** will have a total votes: $5,000 \times 6 = 30,000$ votes.

Shareholder A can vote cumulatively in one of the following three options:

1. Option 1: pool all 30,000 votes for 1 candidate.
2. Option 2: allocate 30,000 votes equally among 06 candidates.
3. Option 3: allocate 30,000 votes unequally among 02 to 06 candidates as long as the total votes does not exceed 30,000 votes.

No.	Candidate's full name	Number of votes			
		Option 1	Option 2	Option 3.1	Option 3.2
1	A		5,000	10,000	10.000
2	B		5,000		
3	C	30,000	5,000		5.000
4	D		5,000		5.000
5	E		5,000		10.000
6	F		5,000	20,000	
7	G				
8	H				
Total		30,000	30,000	30,000	30,000

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