

EXTRAORDINARY INFORMATION DISCLOSURE

To: - **THE STATE SECURITIES COMMISSION;**
- **HO CHI MINH STOCK EXCHANGE (HOSE),**

1. Organization name: **PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**
 - Stock code: PDR
 - Head office: 8th & 9th Floors, Tower B, Viettel Complex Building, 285 Cach Mang Thang Tam Street, Ward 12, District 10, HCMC
 - Telephone: (028) 2226 6868 Fax: (028) 2226 8686
 - Email: info@phatdat.com.vn
2. Content of information disclosure: Meeting Minutes and Resolutions of the 2023 Annual General Meeting of Shareholders.
3. This information was published on the Company's website on June 30, 2023, at <https://www.phatdat.com.vn/en/announcements/>.

We hereby declare that the abovementioned information is true and correct, and we shall be legally responsible for the information disclosed.

Recipients:

- As stated above,
- Company archives.

Representative of the organization
PERSON AUTHORIZED TO DISCLOSE INFORMATION
VICE CHAIRWOMAN OF THE BOD

(Signed and stamped)

TRAN THI HUONG

No.: 01/BBH-ĐHĐCĐ.2023

**MEETING MINUTES
2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**

Company's name : PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION
Headquarter : 8th – 9th floors, Tower B, Viettel Complex, 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.
Meeting date and Time : from 8.30, 30 June 2023
to 12.45, 30 June 2023
Venue : No. 202, Hoang Van Thu Street, Ward 9, Phu Nhuan District, HCMC, Vietnam (Titan Ballroom, 5th Floor, Tan Son Nhat Pavillon Convention Center)

I/ PARTICIPANTS:

1. Guests:

1. Representatives from Ernst & Young Vietnam Limited Company
2. Investors and Representatives securities companies.
3. Representatives from the Company's Departments.

2. Delegates who are Shareholders of the Company.

II/ MEETING PROCEDURES

1. Procedure for opening the meeting:

1.1 Report on the results of Shareholders' eligibility examination:

A representative of Shareholders' Eligibility Examination Committee reported the results of Shareholders' eligibility examination as follows:

The total number of attending Shareholders was 187 persons, representing 449,102,022 shares, equivalent to 66.87% of total votes of Phat Dat Real Estate Development Corporation.

Pursuant to the current Law on Enterprises and the Company's Charter, the 2023 annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation ("the Company") was eligible to proceed.

1.2 Introduction of the Chair Committee and the Secretary Committee:

– Members of the Chair Committee:

- | | | |
|----------------------------|--------------------------|-------------|
| 1. Mr. Nguyen Van Dat | Board Chairman | Chairperson |
| 2. Mr. Bui Quang Anh Vu | Board member cum CEO | Member |
| 3. Ms. Tran Thi Huong | Vice Chairwoman | Member |
| 4. Mr. Le Quang Phuc | Board member | Member |
| 5. Mr. Tran Trong Gia Vinh | Independent Board member | Member |

– **Members of the Secretary Committee:**

- | | |
|-------------------------|--------|
| 1. Ms. Tran Thi Hoai An | Head |
| 2. Mr. Phan Huy Han | Member |

2. Content of the meeting:

2.1 Attending shareholders voted on the composition of the Vote Counting Committee and the meeting's Agenda.

- The GMS appointed the Vote Counting Committee to carry out the checking and counting the Voting results. The Vote Counting Committee included:

- | | |
|-------------------------|----------------------|
| 1. Mr. Nguyen Van Quang | Head |
| 2. Ms. Tran Thi My Hanh | Member |
| 3. Ms. Tran Vo Thuy An | Shareholder - Member |

Voting: 100% of attending Shareholders approved the composition of Vote Counting Committee by raising Voting Cards.

- Shareholders approved the Meeting Agenda.

Voting: 100% of attending Shareholders approved the Meeting Agenda by raising Voting Cards.

- Shareholders approved the Regulations on organizing the meeting.

Voting: 100% of attending Shareholders approved the Regulations on organizing the meeting by raising Voting Cards.

- The Chairman presented the opening remarks.
- The Report of the BOM on 2022 business performance.
- The Report of the BOD on 2022 operations.
- Report of the Audit Committee in 2022.
- Report of the Independent BOD Members' assessment in 2022

2.2 Presentations of the following proposals:

- ✚ Proposal No.1: Report of the Board of Directors on 2022 Operations;
- ✚ Proposal No.2: The Audited 2022 Financial Statements and the Distribution Plan for 2022 Profit after Tax;
- ✚ Proposal No.3: 2023 business plan and targets, the distribution plan for 2023 post-tax profits, and the Board remuneration policy in 2023;
- ✚ Proposal No.4: The selection of an independent auditing firm for the fiscal year 2023;
- ✚ Proposal No.5A: Share issuance plan via private offering to increase charter capital;
- ✚ Proposal No.5B: Share issuance plan via public offering to existing shareholders to increase charter capital;
- ✚ Proposal No.6: Amendments to the Company's Charter, Internal Governance Regulations and the Operating Regulations of the Board of Directors;

All the reports and proposals are attached in this Meeting Minutes.

2.3 The election of Board members for the term 2023-2028

2.3.1 Presenting Proposal No.7 about the election of the BOD for the term 2023-2028

- The end of the current office term (2018-2023) of all BOD members from the end of the 2023 AGM.

- Shareholders/Groups of shareholders self-nominate or nominate candidates to the BOD for the term 2023-2028:

No.	Full name	Gender	Year of birth	Nationality	Qualification	Nominating post
1	NGUYEN VAN DAT	Male	1970	Vietnamese	Business administration	Board member
2	BUI QUANG ANH VU	Male	1975	Vietnamese	Master of Business administration	Board member
3	NGUYEN TAN DANH	Male	1990	Vietnamese	Bachelor of Business Administration, Finance and Marketing	Board member
4	LE QUANG PHUC	Male	1966	Vietnamese	Master of Business Administration	Board member
5	TRAN TRONG GIA VINH	Male	1974	Vietnamese	Master of Economics	Independent Board member
6	DUONG HAO TON	Male	1968	Vietnamese	Master of Business Administration	Independent Board member

2.3.2 The election of the Board members for the term 2023-2028:

- A representative of the Vote-counting Committee introduced the Election Regulation for Shareholder to vote for approval.
Voting: 100% of attending Shareholders approved by raising Voting Cards.
- The GMS conducted the election for the Board members for the term 2023-2028.

2.4 Voting for approval of the proposal:

- + The Organizing Committee disseminated Voting Regulations.
- + Shareholders casted their votes.

2.5 Discussion, Q&A, and recommendations:

The Chair Committee listened to the opinions of Shareholders and attentively answered the questions raised by Shareholders. Details are as follows:

Question 1: According to the Share issuance plan via private placement to increase charter capital, will the rate of 10% for professional securities investors affect existing shareholders?

➔ **Answer:** At a difficult time like last year, the Board of Directors is most concerned about (1) having money for the Company to overcome difficulties and (2) keeping the Company's reputation. Therefore, the Board of the Company has been actively looking for partners to accompany us to overcome difficulties and prevent potential risks. In general, the private placement of 10% for professional securities investors will help the Company to escape the crisis and continue its development in the future. Looking at the longer term, existing shareholders will not suffer any loss.

Question 2: In the long-term business plan, what does the company need to do to implement projects, develop business to increase the value of the company's shares on the stock exchange? Besides, the

proceeds from the public offering to existing shareholders will be used for what activities and what value will be created in the future?

➔ **Answer:** In general, the Company has basically overcome the difficulties with the great efforts of the Board of Directors and all employees. In addition to debt settlement and debt restructuring, the Company continues to raise capital for project development. Obviously, the Company is trying to complete legal procedures for key projects such as Astral City, Bac Ha Thanh, Binh Duong Tower, Serenity Phuoc Hai Project, etc. According to the issuance plan, the Company increased capital to reduce short-term debt, continue the construction of projects, and create future cash flow for sustainable development. More than 13,000 products of key projects, such as Astral City, Bac Ha Thanh, Binh Duong Tower, and Serenity Phuoc Hai, will bring in total revenue of about VND 30,000 billion.

Question 3: In case the Company issues shares via private placement, the share price will be diluted. It is a request to the Company to re-evaluate the share issuance plan to avoid affecting the interests of existing shareholders and ensure that the issuance must comply with applicable laws.

➔ **Answer:** When formulating and completing the private placement plan for professional securities investors, the Company carefully researched and selected potential investors to accompany the Company. Everything the Company has done and is doing is in accordance with the law because PDR, as a listed enterprise, always upholds legal compliance. Therefore, the Company ensures that the issuance of shares complies with applicable laws.

Question 4: For Binh Duong Tower, when does the company expect to deploy and will continue to maintain cooperation with Japanese partners as previously planned?

➔ **Answer:** Based on the actual situation, we expect to obtain approval for the general planning of Thuan An City at the beginning of July 2023 and the investment approval in principle by the end of July 2023. Thus, in 2023, Binh Duong Tower will have full legal status. The Company continues business activities for this project, but we have yet to reach a decision in choosing partners.

Question 5: Regarding direct distribution, how has the Company implemented and what projects will apply this model in the near future?

➔ **Answer:** The Company has assigned Phat Dat Real Estate Business and Trading JSC to be in charge of the wholesale and direct distribution of real estate products. Sales personnel are adequate and ready to launch sales of Binh Duong Tower, Cadia Quy Nhon, Bac Ha Thanh and Serenity Phuoc Hai. The Company's strategy is both wholesale and direct distribution with the goal of strictest control and fastest collection of money.

Question 6: What is the long-term vision of the Company to develop which real estate sectors (resort/land plot/apartment/industrial park)?

➔ **Answer:** To strictly and effectively control cash flows, the Company's long-term vision in the field of real estate entails the implementation of the following segments:

- Hospitality real estate: The company is still developing in markets with great tourism potential, and at the same time, the Government has given positive signals in granting certificates of land use rights and ownership of house and other land-attached assets for hospitality real estate. There will be full legality and confidence to attract customers.
- Land plot: As an integral part of real estate business, and the provincial People's Committees are allowed to divide land into plots for sale. This is a good signal for the Bac Ha Thanh Urban project to enter phase 1.
- Apartment: the highlight here will be the two apartment projects: Binh Duong Tower and the commercial and hotel project at 223 - 225 Tran Phu, Danang City.

- Industrial real estate: The company is planning to invest in industrial real estate in Quang Ngai, Binh Duong, Dong Thap and Danang City.

The Company affirms that it will only focus on real estate development and real estate business.

Question 7: Which project does the Company plan for 2023?

➔ **Answer:** Regarding the business plan for 2023, the Company has presented in the Report of the Board of Management. Currently, for 2 projects EverRich 2 and EverRich 3, the Company has fulfilled its obligations and handed it over to customers and partners.

Question 8: Shareholders: In the plan to offer shares, the ratio 1:5.5 is not correct? The authorization to attend the General Meeting of Shareholders, the Company requires that the power of attorney must be notarized is not in accordance with the law. Is it possible to apply book value for private placement of shares to existing shareholders?

➔ **Answer:**

- The offering ratio (expected number of shares to be offered/total number of shares outstanding at the time of offering) is 1:5.5, and exercise ratio is 5.5:1 (Each shareholder at record date holding 5.5 shares will be entitled to 5.5 buying rights, each 5.5 buying rights will be entitled to buy 1 additional offered share).
- About the Power of Attorney to attend the General Meeting: the authorization is made according to the provisions of civil law or according to the authorization form issued by the Company and this regulation will be guided at the next meeting.
- For the private placement of shares to existing shareholders, the Company has conducted careful research. In the spirit of respecting the law, the Company's stock issuance plan is guaranteed in terms of legal compliance.

Question 9: What is the true value of PDR shares on the stock market?

➔ **Answer:** Stock prices depend on the market at any given time. In order to accurately assess the true value of PDR shares, shareholders can refer to the assessments of professional securities organizations to make the best judgment.

Question 10. What remedies has the Company taken to deal with the impact of bad news and limit forced sales of PDR shares?

➔ **Answer:**

- About limiting the impact of bad news on PDR stock: We are currently in an information explosion period full of inaccurate information; shareholders should remain prudent when encountering any information and do some research to compare with official sources from the Company and reputable securities companies/organizations to ensure the accuracy and avoid causing negative influences.
- About the forced sales: during the difficult period from November 2022 to December 2022, there were forced sales, but the volume was not much. In the last five months, forced sales has not happened.

Question 11: Please provide a preliminary plan on cash flow management in the next 1 or 2 years from the issuance of more shares? What are the revenue sources for 2023?

➔ **Answer:**

- For the issue of shares, the Company has 2 main purposes as follows:
 - + The proceeds from shares issued to strategic shareholders, the Company will use to pay principal and interest of bonds issued in 2021 and 2022;
 - + The proceeds from shares issued to existing shareholders, the Company will focus on developing projects.

- Currently, the Board of Directors of the Company has a business plan for 2023 and a plan for the next 5 years. The main objective is to repay bonds and short-term loans.
- Company's inflows:
 - + Revenue from 4 projects: Bac Ha Thanh, Binh Duong Tower, Serenity Phuoc Hai, Cadia Quy Nhon.
 - + Collect all debts from Danh Khoi Company.

Question 12: A private placement of 10% to strategic investors is appropriate and the proceeds are used to repay the bonds. The issue price of 10,000 VND/share is reasonable because investors will be restricted from transferring for 1 year compared to existing shareholders who are not restricted from transferring. With an impressive profit plan (2021 - 2023) that the Company has set out from VND 3,000 to 5,000 billion per year, when will the Company be able to confidently achieve the plan that has been set out?

➔ **Answer:** In the past, the Company set high targets because the Company has a firm business foundation and good market conditions. However, with difficulties like the past year, it is difficult for any business to meet the set business scenario. Therefore, with the current economic situation, the Company has developed a new business plan that is very cautious to overcome difficulties. With experience and ownership of many land funds, the Company fully believes it can make a breakthrough with higher profit when the market situation improves.

Question 13: When issuing, if the market price is higher than the issue price (VND 10,000/share), the Company is requested to reconsider in case many existing shareholders accept to buy at a higher price than the issue price.

➔ **Answer:** The private placement of shares is always carried out by the Company in accordance with the provisions of the Law. The General Meeting respects the opinions of the majority of shareholders and the decision of the General Meeting.

2.6 Announcement of the election results:

- A representative of the Vote Counting Committee announced the election results of the BOD for the term 2023-2028
- The results are as follows:

No.	Full name	Nominating post	Number of votes
1	Mr. Nguyen Van Dat	Board member	500,219,981
2	Mr. Nguyen Tan Danh	Board member	430.558.559
3	Mr. Le Quang Phuc	Board member	440,823,727
4	Mr. Bui Quang Anh Vu	Board member	432,048.770
5	Mr. Tran Trong Gia Vinh	Independent Board member	421,941,658
6	Mr. Duong Hao Ton	Independent Board member	405.147,337

2.7 Announcement of the voting results:

a) Attendance report on the number of attending Shareholders before and after the voting:

- Total number of Shareholders conducting votes is 220 persons, representing 456,188,894 voting shares.
- According to the counting results,

- + Total number of votes of shareholders attending and voting at the meeting: 455,195,370 votes.
- + The total number of valid ballots was 455,032,235, accounting for 99.96% of voting rights attending the Meeting.
- + The total number of invalid ballots was 163,135, accounting for 0.04% of voting rights attending the Meeting.

b) The results of voting for approval of matters presented and discussed in the Meeting as follows:

No.	Content	Agree		Disagree		Abstain	
		Number of votes	(%)	Number of votes	(%)	Number of votes	(%)
1	Report of the Board of Directors on 2022 Operations	455,025,435	99.96	0	0.00	6,800	0.00
2	The Audited 2022 Financial Statements and the Distribution Plan for 2022 Profit after Tax	454,989,519	99.95	1,000	0.00	41,716	0.01
3	2023 business plan and targets, the distribution plan for 2023 post-tax profits, and the Board remuneration policy in 2023	454,990,519	99.95	0	0.00	41,716	0.01
4	The selection of an independent auditing firm for the fiscal year 2023	444,338,046	97.61	0	0.00	10,694,189	2.35
5A	Share issuance plan via private offering to increase charter capital	435,168,164	95.6	16,712,889	3.67	3,151,182	0.69
5B	Share issuance plan via public offering to existing shareholders to increase charter capital	440,938,364	96.87	10,967,889	2.41	3,125,982	0.68
6	Amendments to the Company's Charter, Internal Governance Regulations and the Operating Regulations of the Board	440,976,364	96.88	13,728,432	3.02	327,439	0.06

III/ ENDING THE MEETING

The Meeting Minutes of the 2023 Annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation were announced before the end of the meeting and approved by Shareholders representing 100% voting rights attending the Meeting. Based on these Meeting Minutes, the Chairman shall issue Resolutions on matters adopted at the 2023 AGM of Shareholders.

The entire content of the Meeting Minutes and Resolutions of the 2023 Annual General Meeting of Shareholders are posted on the Company's website: www.phatdat.com.vn instead of sending by post as stipulated in the Company's Charter and legal provisions.

The 2023 Annual General Meeting of Shareholders of Phat Dat Real Estate Corporation ended at 12.45 on the same day.

SECRETARY COMMITTEE

CHAIRMAN

(Signed)

(Signed)

TRAN THI HOAI AN

NGUYEN VAN DAT

(Signed)

PHAN HUY HAN

RESOLUTION

2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Phat Dat Real Estate Development Corporation (“the Company”);
- Pursuant to the Meeting Minutes and Documents of the 2023 Annual General Meeting of Phat Dat Real Estate Development Corporation dated June 30, 2023, at No. 202 Hoang Van Thu Street, Ward 9, Phu Nhuan District, HCMC (Titan Ballroom, 5th Floor, Tan Son Nhat Pavillon Convention Center.)

THE GENERAL MEETING OF SHAREHOLDERS RESOLVED TO

Article 1: Approve the Report of the Board of Directors (“BOD”) on 2022 operations.

Approving rate: 99.96%

Article 2: Approve the Audited 2022 Financial Statements and the Distribution Plan for 2022 Profit after Tax

2.1 2022 financial statements of Phat Dat Real Estate Development Corporation audited by Ernst & Young Vietnam Limited Company and publicly disclosed by the Company’s BOD as regulated.

2.2 2022 business results:

- | | | |
|--|---|---------------------|
| – Total revenue | : | 5,339.4 billion VND |
| Including: | | |
| + Revenue from sale of goods and rendering of services | : | 1,504.6 billion VND |
| + Revenue from transferring shares at subsidiaries | : | 3,826.3 billion VND |
| + Other incomes | : | 8.5 billion VND |
| – Profit before tax | : | 1,482.3 billion VND |
| – Profit after tax (PAT) | : | 1,160.6 billion VND |
| – PAT attributable to shareholders of the parent | : | 1,137.3 billion VND |

2.3 The distribution plan for the profit after tax (“PAT”) of 2022 and by the end of the prior years:

In 2022, the Company deducted **VND 5,231,667,000** from 2022 PAT to pay for the BOD’s remuneration and operating expenses, accounting for 0.46% of 2022 PAT.

After paying Board remuneration, residual PAT of 2022 and by the end of the prior years is **1,155.08 billion VND** and shall be distributed as follows:

- | | | |
|--|---|-------------------|
| – Investment & Development Fund (equivalent to 2.0% of 2022 PAT) | : | 22.74 billion VND |
| – Bonus and Welfare Fund | : | None |
| – Dividend payments | : | None |

The remaining undistributed after-tax profits accumulated up to December 31, 2022, after setting aside the Development Investment Fund, will be retained for business investment activities of the Company in 2023.

Approving rate: 99.95%

Article 3: Approve 2023 Business plan and 2023 profit distribution plan; Board remuneration policies in 2023

3.1. 2023 Business plan and targets

a. Targets:

- Revenue : **2,800 billion VND**
(The target revenue includes financial incomes and incomes from transfers of shares of Subsidiaries/Affiliates).
- Profit before tax : **850 billion VND**
- Profit after tax : **680 billion VND**

b. The GMS authorizes the BOD to:

- Review and revise the business targets and strategic directions for 2023 following the real estate market conditions and the Company's operations.
- Establish committees and subcommittees under the BOD to serve the investment and business strategies of the Company.

c. The GMS approves:

- The BOD may authorize the BOD Chairman to perform necessary tasks within the scope of the aforementioned authorization.
- To authorize the BOD Chairman to sign Resolutions/Announcements/Documents related to the aforementioned authorization of the GMS and the BOD.

3.2. 2023 Business plan and targets

a. Distribution plan for profit after tax (PAT) of 2023 and previous years:

- Target profit before tax : 850 billion VND
- Target profit after tax : 680 billion VND
- PAT distribution plan:
 - ⌘ Allocation for Investment & Development Fund: a maximum of 3% of PAT
 - ⌘ Allocation for Bonus and Welfare Fund : a maximum of 3% of PAT
 - ⌘ Dividend payment : a minimum of 15% of charter capital
(Tapping from the cumulative PAT as at December 31, 2023)
- Authorization to the BOD to review and decide:
 - + Dates of interim (if any) and final dividend payments.
 - + Implementation of the procedures related to dividend payments to shareholders as regulated by laws and the Company's Charter.

b. Board remuneration and bonus policy:

- Remuneration and bonus for the BOD: a maximum of 1% of 2023 PAT.
(The remuneration includes the operational expenses of the committees and subcommittees appointed by the BOD).
- Bonus for the BOD when the Company achieves 2023's business plan and targets: a maximum of 0.5% of 2023 PAT.
- Authorize the BOD to allocate the monthly remuneration and bonus (if any) to the Board Members and decide the operational expenses for the committees and subcommittees appointed by the BOD.

Approving rate: 99.95%

Article 4: The selection of an independent auditing company for the fiscal year 2023

- 4.1. To select Ernst & Young Vietnam Limited Company, a prestigious international auditing firm that meets all the aforementioned criteria and has audited Company's financial statements from 2009 to 2022, as the independent auditing firm to audit the financial statements for the fiscal year 2023.
- 4.2. To authorize the CEO to negotiate audit fees and sign the Agreement with the independent auditing company.

Approving rate: 97.61%

Article 5: Approve the Amendments to the Charter, Internal Governance Regulations, and Regulations on BOD operations

Approving rate: 96.88%

Article 6: Approve the elected Board Members for the term 2023-2028:

No.	Full name	Nominating post	Number of votes
01	Mr. Nguyen Van Dat	Board member	500,219,981
02	Mr. Nguyen Tan Danh	Board member	430.558.559
03	Mr. Le Quang Phuc	Board member	440,823,727
04	Mr. Bui Quang Anh Vu	Board member	432,048.770
05	Mr. Tran Trong Gia Vinh	Independent Board member	421,941,658
06	Mr. Duong Hao Ton	Independent Board member	405.147,337

Article 7: This Resolution was duly approved at the 2023 Annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation as aforementioned. The GMS authorizes the BOD to conduct the implementation of this Resolution in accordance with legal provisions and the Company's Charter.

The Resolution takes effect from June 30, 2023.

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

(Signed and stamped)

NGUYEN VAN DAT

RESOLUTION
2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Phat Dat Real Estate Development Corporation (“the Company”);
- Pursuant to the Meeting Minutes and Documents of the 2023 Annual General Meeting of Phat Dat Real Estate Development Corporation dated June 30, 2023 at No. 202 Hoang Van Thu Street, Ward 9, Phu Nhuan District, HCMC (Titan Ballroom, 5th Floor, Tan Son Nhat Pavillon Convention Center.)

THE GENERAL MEETING OF SHAREHOLDERS RESOLVED TO

Article 1: Approve the Share Issuance Plan via private offering to increase charter capital with the following details:

1. Approve the Share Issuance Plan via private offering to increase charter capital: according to Proposal No.5A/TTr-2023 dated June 30, 2023. of the Board of Directors (“BOD”)
2. Approve the list of professional securities investors to be offered:

No.	Full name	ID Card No.
1	Tran Tuan Anh	034088006257
2	Do Hai Dang	013370593
3	Pham Thanh Dien	060073000105
4	Nguyen Tra Giang	051070000333
5	Nguyen Thanh Phong	030073006868
6	Vu Thu Thuy	008185012007
7	Ha Anh Tung	001081000610

In case this private share placement to increase charter capital is successful, professional securities investors who have participated in this private placement will not be entitled to buy shares in the public offering to existing shareholders as in Proposal No. 05B/TTr-2023.

Professional securities investors participating in this share private placement shall commit not to exercise the right to purchase shares in the public offering of shares to existing shareholders according to Proposal No. 05B/TTr-2023.

3. The increase in charter capital corresponding to the number of shares successfully offered; Authorization to assign the BOD to carry out procedures to increase charter capital, amend the Company's Charter regarding the increase of charter capital corresponding to the number of shares successfully offered and registering the new charter capital at the HCMC Department of Planning and Investment.

4. The registration, depository, and listing of the additionally issued shares after the successful offering. Authorization to assign the BOD to carry out necessary tasks and procedures to complete the registration and depository at the Vietnam Securities Depository/Vietnam Securities Depository and Clearing Corporation, and list the additional shares on the Hochiminh Stock Exchange. (HOSE).
5. The authorization to the BOD and the BOD's reauthorization to the Board Chairman and/or the CEO to perform necessary tasks and procedures to complete the share offering to increase charter capital, including but not limited to:
 - Deciding in detail the stock distribution plan to ensure that the total number of shares owned by all foreign investors does not exceed the foreign ownership limit as prescribed;
 - Deciding the offering time and approving the list and the number of shares to be privately offered to each professional securities investor, and editing the list of professional securities investors at Article 1.2 of this Resolution (if needed to fit the actual situation) according to the criteria mentioned in the Private Placement Plan approved by the GMS;
 - Modifying/supplementing documents for registration of share offering to increase charter capital at the request of the State Securities Commission;
 - Deciding in detail the purpose of capital use, adjusting capital uses if deemed necessary, and ensuring efficient use of capital in accordance with the Company's investment and business operations and interests of shareholders on the principle that the change in value is less than 50% of the proceeds from the offering. After adjusting the capital use purpose, the BOD shall report to the GMS at the nearest meeting;
 - In addition to the above authorization, during the implementation of the Share Issuance Plan to increase charter capital, the BOD has full authority to perform other work related to the offering at the request of the State authorities and/or by the actual circumstances to ensure the validity, legality, and interests of Shareholders and the Company.

Approving rate: 95.6%

Article 2: This Resolution was duly approved at the 2023 Annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation as aforementioned. The GMS authorizes the BOD to conduct the implementation of this Resolution in accordance with legal provisions and the Company's Charter.

The Resolution takes effect from June 30, 2023.

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

(signed and stamped)

NGUYEN VAN DAT

SHARE ISSUANCE PLAN VIA PRIVATE PLACEMENT TO INCREASE CHARTER CAPITAL

2023

**PHAT DAT REAL ESTATE
DEVELOPMENT CORPORATION**




PHATDAT
CORPORATION
Real Estate Development



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I. INTRODUCTION OF THE ISSUER

1. Vietnamese name: **CÔNG TY CỔ PHẦN PHÁT TRIỂN BẤT ĐỘNG SẢN PHÁT ĐẠT**
 2. English name: **PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**
 3. Shorten version: **PHAT DAT CORPORATION**
 4. Stock exchange / Stock code: **HOSE / PDR**
 5. Logo: The logo of Phat Dat Corporation features a stylized red and blue geometric design to the left of the company name. The text "PHATDAT CORPORATION" is in bold, with "Phat Dat Real Estate Development Corp., Ltd." in smaller text below it.
 6. Head office: 8th & 9th Floors, Tower B, Viettel Building, No. 285, Cach Mang Thang Tam Street, Ward 12, District 10, HCMC.
 7. ERC No.: 0303493756 issued the first time on 13th September 2004, with supplements and amendments from time to time.
 8. Charter capital: VND 6,716,462,190,000 (*In words: Six trillion, seven hundred and sixteen billion, four hundred and sixty-two million, one hundred and ninety thousand Vietnam dong*).
 9. Outstanding shares: 671,646,219 (*In words: six hundred seventy-one million, six hundred forty-six thousand, two hundred and nineteen*) shares.
 10. Telephone: (028) 2226 6868 Website: <https://www.phatdat.com.vn/>
- (Hereinafter referred to as “**the Company**”).

II. LEGAL BASIS FOR THE ISSUANCE OF ADDITIONAL SHARES VIA PRIVATE PLACEMENT TO INCREASE CHARTER CAPITAL

1. The Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
2. The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on December 6, 2019;
3. Decree No. 155/2020/ND-CP dated December 31, 2020, detailing and guiding the implementation of a number of articles of the Law on Securities;
4. Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, providing guidance on offering and issuance of securities, tender offer, share repurchase, registration and delisting of public companies;
5. The Company’s Charter;

III. PURPOSE OF ISSUANCE:

The share issuance via private placement is for the settlement of bonds and loans the Company issued in 2021 and 2022 according to Section V.2.2 of this issuance plan.

IV. DILUTION RISK

The offering of additional shares via private placement may cause dilution of net earning per share (EPS), dilution of book value per share, dilution of ownership and voting rights.

V. SHARE ISSUANCE PLAN

1. Share issuance plan via private placement

1.1.Principles of the offering:

- The offering of shares shall be done uniformly in Vietnam Dong
- The share offering shall be conducted in the form of a private placement.
- According to the provisions of Clause 1, Article 31 of the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, the Company may offer its shares via private placement when: the General Meeting of Shareholders (“GMS”) approves the share issuance plan and the plan for the proceeds from the offering; criteria and number of investors must be clearly defined.
- Subjects participating in the offering are professional securities investors
- The transfer of privately-placed shares is limited to at least 01 (one) year for professional securities investors from the date of closing the offering, except for effective judgement or decisions of the Court or Arbitrator, or inheritance according to legal provisions.
- Individual stock offerings must be separated by at least 6 (six) months from the closing date of the latest offering.
- The share offering must satisfy the regulations on foreign ownership ratio as prescribed by law.

1.2.Offering plan

Name of stock	Shares of Phat Dat Real Estate Development Corporation
Type of stock	Ordinary share
Stock code	PDR
Par value	10.000 VND/share
Expected volume	67,164,621 shares
Expected total value	671,646,210,000 VND
Purpose of the offering	To settle bonds and loans that the Company issued in 2021 and 2022
Criteria for selecting investors-	<ul style="list-style-type: none"> - Being a professional securities investor as prescribed in Article 11 of the Securities Law 2019 and Articles 4 and 5 of Decree 155/2020/ND-CP, specifically: The selected investor must belong to one of the following subjects: (1) Commercial banks, foreign bank branches, financial companies, insurance business organizations, securities companies, Securities investment management companies, securities investment companies, securities investment funds, international financial institutions, non-budget state financial funds, and state financial institutions that may purchase securities in accordance with relevant legal regulations; (2) The company has contributed charter capital of over 100 billion VND or is listed or registered for trading; (3) Holders of securities practice certificates; (4) individuals holding a list of listed or registered securities with a value of at least VND 2 billion as certified by a securities company at the time that individual is identified as an professional securities investor; (5) individuals with a taxable income of at least VND 01 billion in the latest

	<p>year by the time that individual is determined as a professional securities investor according to the tax return submitted to the tax authority or tax withholding documents of paying organizations or individuals.</p> <ul style="list-style-type: none"> - The GMS authorizes the BOD to decide the allocation of shares to each professional securities investor participating in the share private placement.
Method of offering	Private placement
Number of professional securities investors to be offered	A maximum of 7 investors
Offering price	10,000 (ten thousand) VND/share
Determining the offering price	<ul style="list-style-type: none"> - The book value of one share according to the Company's 2022 audited consolidated financial statements is VND 13,776/share. - The book value of one share according to the Company's 2022 audited consolidated financial statements is 12,233 VND/share. - The average market price of PDR 30 (thirty) recent sessions (from May 10, 2023 to June 20, 2023) is 14,930 VND/share. - Based on the general market situation and other factors affecting the success of the offering and to create conditions for existing shareholders to contribute to the Company's development, the offering price for existing shareholders is 10,000 (ten thousand) VND/share.
Minimum success rate of the offering	None
Measures in case the offering fails to obtain expected proceeds	<ul style="list-style-type: none"> - For shares that are not fully distributed, the GMS will authorize the BOD to choose other professional securities investors in the list of professional securities investors approved by the GMS. - At the end of the offering time as prescribed, if the Company does not offer all the shares as registered, resulting in insufficient proceeds as expected, the Company will register the increased capital based on the actual number of offered shares. - The GMS authorizes the BOD, based on the actual situation of the Company, to balance and use the proceeds from the offering to ensure compliance with the Company's general development plan.
Measures for insufficient proceeds from the offering	<ul style="list-style-type: none"> - In case the offering does not obtain 100% of the expected amount, the BOD will implement a plan to make up for the shortfall, specifically as follows: Seeking additional

	funding sources to implement the business plan in accordance with the intended use approved by the GMS.
Ensuring compliance with regulations on foreign ownership ratio	Authorizing the BOD to approve the plan to ensure the offering's compliance with regulations on foreign ownership.
Transfer restrictions	1 (one) year from the end of the offering
Conditions for canceling the offering	- None
Expected offering time	- In 2023, after obtaining the approval of the State Securities Commission.
Registration, Depository and Listing of additional shares	- Additional shares will be registered and deposited at the Vietnam Securities Depository Center/Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Ho Chi Minh Stock Exchange (HOSE) as stipulated.

2. Allocation plan of the proceeds from the offering:

2.1. Total expected proceeds at the offering price (excluding the offering fee, if any) is: 671,646,210,000 VND (*In words: six hundred seventy-one billion, six hundred forty-six million, two hundred and ten thousand Vietnam dong*s).

2.2. The plan to use the proceeds from the public offering

The expected proceeds from the share offering will be used to settle all principals and interests of bonds that the Company issued in 2021 and 2022.

Details are as follows:

- Expected time of settlement: in Quarters III and IV of 2023, and in 2024 based on the agreement between the Company and bondholders about the redemption of bonds before maturity (if any).
- The bonds mentioned are the privately-placed bonds described in 2022's audited financial statements and disclosed on the Hanoi Stock Exchange.
- In case bonds mature before the time of this private placement, the GMS authorizes the BOD to negotiate with bondholders to extend the payment period of these bonds. In case the renewal negotiation is unsuccessful, the GMS authorizes the BOD to make a plan to actively seek other funding sources for payment in accordance with the terms and conditions of the above-mentioned bonds.
- In case the offering does not obtain 100% of the expected amount, the BOD will consider supplementing the capital shortfall from business activities or other forms of capital mobilization in accordance with legal provisions.

VI. AUTHORIZATION

After the GMS voted to approve the plan to offer shares to increase charter capital and the plan to use the proceeds obtained from the offering, the GMS authorized the BOD to decide all issues related to the public share offering to existing shareholders, including but not limited to the following matters:

1. The implementation of share offering via private placement to increase charter capital:
 - To choose the right time to implement the offering plan to bring the best benefits to shareholders and the Company.

-
- To decide in detail the number of shares offered to each professional securities investors in the list approved by the GMS.
 - In case professional securities investors on the list approved by the GMS refuse to participate in the offering, the BOD is entitled to adjust the list according to the actual number of participating investors.
 - To decide in detail the stock distribution plan to ensure that the total number of shares owned by all foreign investors does not exceed the foreign ownership limit as prescribed;
 - To decide in detail the purpose of capital use.
 - To adjust the purpose of capital use if deemed necessary; to balance and spend capital in accordance with the Company's business operations to ensure efficient use of capital in accordance with the Company's investment and business operations and interests of shareholders on the principle that the change in value is less than 50% of the proceeds from the offering according to current legal provisions. After adjusting the capital use purpose, the BOD shall report to the GMS at the nearest meeting.
 - To carry out necessary procedures to apply for permission to offer shares according to the approved plan, including the addition, modification and completion of documents to ensure that the application is in accordance with legal regulations.
2. Preparing documents for the listing off additional shares on the Stock Exchange and the registration and depository at the Vietnam Securities Depository/Vietnam Securities Depository and Clearing Corporation after the offering.
 3. Carrying out procedures to increase charter capital and to register the amendments on the ERC at the HCMC Department of Planning and Investment after the offering.
 4. Making amendments and supplements to the Company's Charter related to the change in the charter capital after the share offering according to the actual valid results of the offering; and reporting to the GMS at the nearest meeting.
 5. In addition to the above authorization, during the implementation of the Share Issuance Plan to increase charter capital, the GMD authorizes the BOD to have full authority to supplement, amend and complete the offering plan and/or perform other works related to the offering at the request of the competent State agency and/or in accordance with the actual circumstances to ensure the validity, legality, and interests of Shareholders and the Company.

RESOLUTION
2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Phat Dat Real Estate Development Corporation (“the Company”);
- Pursuant to the Meeting Minutes and Documents of the 2023 Annual General Meeting of Phat Dat Real Estate Development Corporation dated June 30, 2023, at No. 202 Hoang Van Thu Street, Ward 9, Phu Nhuan District, HCMC (Titan Ballroom, 5th Floor, Tan Son Nhat Pavillon Convention Center.)

THE GENERAL MEETING OF SHAREHOLDERS RESOLVED TO

Article 1: Approve the Share Issuance Plan to existing shareholders via public offering to increase charter capital with the following details:

- 3.1.** Approve the Share Issuance Plan to existing shareholders via public offering to increase charter capital according to Proposal No.5B dated June 30, 2023 of the Board of Directors (“BOD”).
- 3.2.** Approve the increase in charter capital corresponding to the number of shares successfully offered; Authorization to assign the BOD to carry out procedures to increase charter capital, amend the Company's Charter regarding the increase of charter capital corresponding to the number of shares successfully offered and registering the new charter capital at the HCMC Department of Planning and Investment.
- 3.3.** Approve the registration, depository, and listing of the additionally issued shares after the successful offering. Authorization to assign the BOD to carry out necessary tasks and procedures to complete the registration and depository at the Vietnam Securities Depository/Vietnam Securities Depository and Clearing Corporation, and list the additional shares on the Hochiminh Stock Exchange. (HOSE).
- 3.4.** Approve the authorization to the BOD and the BOD’s reauthorization to the Board Chairman and/or the CEO to perform necessary tasks and procedures to complete the share offering to increase charter capital, including but not limited to:
 - Deciding on the offering time, preparing necessary documents according to regulations, submitting share issuance dossiers on public offering for existing shareholders to the regulatory agency in accordance with regulations, and selecting a record date for existing shareholders to enjoy the share offering after the Company receives the Certificate of registration for offering shares to existing shareholders;
 - Deciding in detail the stock distribution plan to ensure that the total number of shares owned by all foreign investors does not exceed the foreign ownership limit as prescribed;
 - Deciding on the plan to handle the issued shares that are not fully distributed (due to the shareholders not registering to buy or having registered to buy without sufficient payment within the stipulated time, or the odd number of shares arising when rounding up);

- Modifying/supplementing documents for registration of share offering to increase charter capital at the request of the State Securities Commission;
- Deciding in detail the purpose of capital use, adjusting capital uses if deemed necessary, ensuring efficient use of capital in accordance with the Company's investment and business operations and interests of shareholders on the principle that the change in value is less than 50% of the proceeds from the offering according to current legal provisions. After adjusting the capital use purpose, the BOD shall report to the GMS at the nearest meeting;
- In addition to the above authorization, during the implementation of the Share Issuance Plan to increase charter capital, the BOD has full authority to perform other work related to the offering at the request of the State authorities and/or by the actual circumstances to ensure the validity, legality, and interests of Shareholders and the Company.

Approving rate: 96.87%

Article 2: This Resolution was duly approved at the 2023 Annual General Meeting of Shareholders of Phat Dat Real Estate Development Corporation as aforementioned. The GMS authorizes the BOD to conduct the implementation of this Resolution in accordance with legal provisions and the Company's Charter.

The Resolution takes effect from June 30, 2023.

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

(Signed and stamped)

NGUYEN VAN DAT

SHARE ISSUANCE PLAN VIA PUBLIC OFFERING TO EXISTING SHAREHOLDERS TO INCREASE CHARTER CAPITAL

2023

**PHAT DAT REAL ESTATE
DEVELOPMENT CORPORATION**




PHATDAT
CORPORATION
Real Estate Development



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I. INTRODUCTION OF THE ISSUER

1. Vietnamese name: **CÔNG TY CỔ PHẦN PHÁT TRIỂN BẤT ĐỘNG SẢN PHÁT ĐẠT**
 2. English name: **PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**
 3. Shorten version: **PHAT DAT CORPORATION**
 4. Stock exchange / Stock code: **HOSE / PDR**
 5. Logo: The logo of Phat Dat Corporation features a stylized red and blue geometric design to the left of the company name. The text "PHATDAT CORPORATION" is in bold, with "Phat Dat Real Estate Development Corp. Ltd." in smaller text below it.
 6. Head office: 8th & 9th Floors, Tower B, Viettel Building, No. 285, Cach Mang Thang Tam Street, Ward 12, District 10, HCMC.
 7. ERC No.: 0303493756 issued the first time on 13th September 2004, with supplements and amendments from time to time.
 8. Charter capital: VND 7,388,108,400,000 (*In words: Seven thousand three hundred and eighty-eight billion, one hundred and eight million, four hundred thousand Vietnam dong*).
 9. Outstanding shares: 738,810,840 (*In words: Seven hundred thirty-eight million, eight hundred and ten thousand, eight hundred and forty*) shares.
 10. Telephone: (028) 2226 6868 Website: <https://www.phatdat.com.vn/>
- (Hereinafter referred to as “**the Company**”).

II. LEGAL BASIS FOR THE ISSUANCE OF ADDITIONAL SHARES VIA PUBLIC OFFERING TO EXISTING SHAREHOLDERS TO INCREASE CHARTER CAPITAL

1. The Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
2. The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on December 6, 2019;
3. Decree No. 155/2020/ND-CP dated December 31, 2020, detailing and guiding the implementation of a number of articles of the Law on Securities;
4. Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, providing guidance on offering and issuance of securities, tender offer, share repurchase, registration and delisting of public companies;
5. The Company’s Charter;

III. PURPOSE OF ISSUANCE:

The share issuance to existing shareholders is for the implementation of real estate projects according to Section V.1.2 of this issuance plan.

IV. DILUTION RISK

The offering of additional shares via public offering to increase charter capital may cause dilution in share price, dilution of net earning per share (EPS), dilution of book value per share, dilution of ownership and voting rights.

V. SHARE ISSUANCE PLAN

1. Share issuance plan via public offering to existing shareholders

1.1. Offering plan

Name of stock	Shares of Phat Dat Real Estate Development Corporation
Type of stock	Ordinary share
Stock code	PDR
Par value	10.000 VND/share
Expected volume	A maximum of 134,329,243 shares
Expected total value	A maximum of 1,343,292,430,000 VND
Offer ratio (number of shares expected to be offered/total number of shares outstanding)	1: 5.5
Exercising rights offering	<p>01 share is entitled to 01 right to buy.</p> <p>Each shareholder at the time of record date holding 5.5 shares will be entitled to 5.5 buying rights, each 5.5 buying rights will be entitled to buy 01 additional offering shares.</p> <p>Handling odd shares and undistributed shares is in accordance with the provisions of Article 42 of Decree 155/2020/ND-CP.</p>
Subject of offering	Existing shareholders named in the list of shareholders of Phat Dat Real Estate Development Corporation on the record date to exercise the right to buy additional shares made by the Vietnam Securities Depository/Securities Depository and Clearing Corporation.
Method of offering	Rights Offering
Offering price	10,000 (ten thousand) VND/share
Determining the offering price	<ul style="list-style-type: none">- The book value of one share according to the Company's 2022 audited consolidated financial statements is VND 13,776/share.- The book value of one share according to the Company's 2022 audited consolidated financial statements is 12,233 VND/share.- The average market price of PDR 30 (thirty) recent sessions (from May 10, 2023 to June 20, 2023) is 14,930 VND/share.- Based on the general market situation and other factors affecting the success of the offering and to create conditions for existing shareholders to contribute to the Company's development, the offering price for existing shareholders is 10,000 (ten thousand) VND/share.
Minimum success rate of the offering	<ul style="list-style-type: none">- At least 70% of the total number of offering shares, to implement the projects mentioned in Section V.1.2 about the plan for proceeds raised from the share issuance

Measures for insufficient proceeds from the offering	<ul style="list-style-type: none"> - The Board of Directors (“BOD”) will consider supplementing capital from business activities and credit loans at reasonable costs to realize the purpose of the offering.
Ensuring compliance with regulations on foreign ownership ratio	<ul style="list-style-type: none"> - The maximum foreign ownership rate is 50% as prescribed by law. - Current foreign ownership rate is 2.88%. - The BOD cooperates with VSD in ensuring the foreign ownership ratio when redistributing to other investors the shares that Shareholders do not register or pay for the purchase.
Transfer of buying rights	No transfer of buying rights
Handling of odd shares (if any), the undistributed shares due to shareholders not registering to buy, or insufficient payments.	<ul style="list-style-type: none"> - For the number of shares offered to existing shareholders, the odd number will be rounded down to one unit. - For the number of excess shares due to rounding and undistributed shares due to shareholders not registering to buy or insufficient payments within the stipulated time, the General Meeting of Shareholders (the “GMS”) authorize the BOD to distribute to existing shareholders and other entities wishing to purchase (excluding shareholders who have committed not to exercise their buying rights). The GMS authorized the BOD to make a plan to distribute these shares to the above subjects on the principle that the selling price is not lower than the offering price to existing shareholders. - In case, the BOD does not distribute all of these shares, the remaining shares will be canceled and the BOD shall make a decision to terminate the offering. - When handling the undistributed shares due to shareholders not registering to buy or insufficient payments, the Company commits to comply with the provisions of Article 42 of Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.
Minimum number of shares registered to buy by an investor	<ul style="list-style-type: none"> - 1 (one) share
Transfer restrictions	<ul style="list-style-type: none"> - Shares purchased by existing shareholders via their buying rights are transferable. - The undistributed shares due to shareholders not registering to buy or insufficient payments, which are redistributed to existing shareholders and other investors who wish to buy (excluding shareholders who have

	committed not to exercise their buying rights), are restricted for 01 (one) year from the end of the offering under the provisions of Clause 2, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020.
Conditions for canceling the offering	- The offering shall be canceled if the actual offering rate does not reach at least 70% of the expected offering shares.
Expected offering time	- In 2023 and 2024, after obtaining the approval of the State Securities Commission.
Registration, Depository and Listing of additional shares	- Additional shares will be registered and deposited at the Vietnam Securities Depository Center/Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Ho Chi Minh Stock Exchange (HOSE) as stipulated.

1.2. Allocation plan of the proceeds from the offering:

1.2.1. Total expected proceeds at the offering price (excluding the offering fee, if any) is: 1,343,292,430,000 VND (*In words: One thousand three hundred and forty three billion, two hundred and ninety two million, four hundred and thirty thousand dong*).

1.2.2. The plan to use the proceeds from the public offering

The expected proceeds from the share offering to existing shareholders will be used to implement real estate projects of the Company and its subsidiaries. The specific allocation plan is as follows:

No.	Project	Developer	Allocation (VND)	Expected time
1	Zone 2 and Zone 9 of Nhon Hoi Ecotourism City in Binh Dinh Province.	Phat Dat Real Estate Development Corporation	132,000,000,000	2023 & 2024
2	Bac Ha Thanh Residential Area in combination with urban gentrification	Phat Dat Real Estate Development Corporation	511,292,430,000	2023 & 2024
3	A high-class commercial services and hotel center (5-star hotel)	Ngo May Real Estate Investment JSC	400,000,000,000	2023 & 2024
4	Thuan An 1 high-rise residential complex (Binh Duong Tower 1)	Thien Long Building Real Estate Investment And Development JSC	300,000,000,000	2023 & 2024
	Thuan An 2 high-rise residential complex (Binh Duong Tower 2)	Hoa Phu Building Real Estate Investment And Development JSC		
Total			1,343,292,430,000	

Detailed information of these projects is as follows:

A. Investment in the construction and development of Zone 2 and Zone 9 of Nhon Hoi Ecotourism City in Binh Dinh Province.

❖ **Project name: Zone 2 of Nhon Hoi Ecotourism City in Binh Dinh Province.**

- Developer: Phat Dat Real Estate Development Corporation (ERC No. 0303493756 issued by the Department of Planning and Investment of Ho Chi Minh City on September 13, 2004).
- Investment form: Direct investment to implement the project in Zone 2 of Nhon Hoi Ecotourism City.
- Project information: Urban development in Zone 2 of Nhon Hoi Ecotourism City to increase land use efficiency in harmony with natural landscape, catering to the area's demands and future socio-economic development.
- Location: Zone 2 of Nhon Hoi Ecotourism City.

❖ **Project name: Zone 9 of Nhon Hoi Ecotourism City in Binh Dinh Province.**

- Developer: Phat Dat Real Estate Development Corporation (CRC No. 0303493756 issued by the Department of Planning and Investment of Ho Chi Minh City on September 13, 2004).
- Investment form: Direct investment to implement the project in Zone 9 of Nhon Hoi Ecotourism City.
- Project information: Urban development in Zone 9 of Nhon Hoi Ecotourism City to increase land use efficiency in harmony with natural landscape, catering to the area's demands and future socio-economic development.
- Location: Zone 9 of Nhon Hoi Ecotourism City.

❖ **Plan to use the proceeds from the offering:**

- Expected allocation to this project is used for:
 - The construction of technical infrastructure for Zone 2 and Zone 9 of Nhon Hoi Ecotourism City in Binh Dinh Province.
- Expected disbursement time: 2023 and 2024

B. Investment in the construction and development of Bac Ha Thanh Residential Area in combination with urban gentrification

- Project name: Bac Ha Thanh Residential Area in combination with urban gentrification in Phuoc Thuan commune, Tuy Phuoc District, Binh Dinh Province.
- Developer: Phat Dat Real Estate Development Corporation (ERC No. 0303493756 issued by the Department of Planning and Investment of Ho Chi Minh City on September 13, 2004).
- Investment form: Direct investment to implement Bac Ha Thanh Residential Area in combination with urban gentrification.
- Project information: To build a residential, commercial and service area and public works in accordance with the development needs of Phuoc Thuan Commune, based on the advantages of traffic and development orientation of functional areas along the new National Highway 19; to form housing, commercial - service works according to approved planning and suitable to current and future socio-economic development situation.
- Location: Zone NDT-3, Phuoc Thuan commune, Tuy Phuoc District, Binh Dinh Province
- Plan to use the proceeds from the offering:
 - + Expected allocation to this project is used for:
 - Compensation and site clearance expenses
 - Consulting services and design fees

- Construction

+ Expected disbursement time: 2023 and 2024

C. Investment in the construction and development of A high-class commercial services and hotel center (5-star hotel).

- Project name: High-class commercial services and hotel center (5-star hotel).
- Developer: Ngo May Real Estate Investment JSC (ERC No: 4101553978 issued by the Department of Planning and Investment of Binh Dinh province on November 19, 2019).
- Investment form: The Company transfers the amount of VND 400,000,000,000,000 (In words: Four hundred billion VND) obtained from the offering to Ngo May Real Estate Investment JSC in the form of capital contribution and/or loans to implement the High-class commercial services and hotel center (5-star hotel).
- The recipient: Ngo May Real Estate Investment JSC
- Relationship with the Issuer: Phat Dat Real Estate Development Corporation is the parent company owning 94% shares of Ngo May Real Estate Investment JSC.
- Project information: To develop an area for commercial, services, condotel and high-class hotel in alignment with the infrastructure of the whole area, serving the needs of tourists and local citizens, at the same time, improve the conditions of architectural landscape and environment. The Company plans to establish the project a highlight at the golden location in the center of Quy Nhon coastal city.
- Location: No. 1, Ngo May Street, Nguyen Van Cu Ward, Quy Nhon City, Binh Dinh Province
- Plan to use the proceeds from the offering:
 - + Expected allocation to this project is used for:
 - Consulting services and design fees
 - Construction costs.
 - Cost of management, construction phase services.
 - Construction of showflats.
 - + Expected disbursement time: 2023 and 2024.

D. Investment in the construction and development of Binh Duong Tower

- ❖ Project name: **Thuan An 1 high-rise residential complex**
- Developer: Thien Long Building Real Estate Investment And Development JSC (ERC No.: 3703021584 issued by Binh Duong Department of Planning & Investment on December 9, 2021)
- Investment form: The Company will transfer VND 150,000,000,000,000 (One hundred and fifty billion VND) obtained from the offering to Thien Long Building Investment and Development Real Estate Joint Stock Company under the form of a loan to invest in the construction and development of Thuan An 1 high-rise residential complex.
- Recipient: Thien Long Building Real Estate Investment And Development JSC
- Relationship with the Issuer: Phat Dat Real Estate Development Corporation ERC No: 303493756) is the parent company owning 99.5% share of Binh Duong Building Real Estate Investment and Development JSC (ERC No. 3702710768), and Binh Duong Building Real Estate Investment and Development JSC owns 99.9% shares of Thien Long Building Real Estate Investment And Development JSC

-
- Project information: To develop a complex of residential and commercial services, meeting the housing needs of people living and working in the province and surrounding areas, forming new residential areas with complete infrastructure systems, and ensuring effective connection with neighboring areas following the general planning of Thuan An City and Thuan Giao Ward, improving the efficiency of land use, creating harmonious urban landscape, enhancing living space in the locality.
 - Location: Hoa Lan 1 Quarter, Thuan Giao Ward, Thuan An City, Binh Duong Province.
 - Plan to use the proceeds from the offering:
 - + Expected allocation to this project is used for:
 - Consulting services and design fees.
 - Test piles.
 - Construction of showflats.
 - + Expected disbursement time: 2023 and 2024.
 - ❖ Project name: **Thuan An 2 high-rise residential complex**
 - Developer: Hoa Phu Building Real Estate Investment And Development JSC (ERC No.: 3703021577 issued by Binh Duong Department of Planning & Investment on December 9, 2021)
 - Investment form: The Company will transfer VND 150,000,000,000,000 (One hundred and fifty billion VND) obtained from the offering to Hoa Phu Building Investment and Development Real Estate Joint Stock Company under the form of a loan to invest in the construction and development of Thuan An 2 high-rise residential complex.
 - Receptient: Hoa Phu Building Real Estate Investment And Development JSC
 - Relationship with the Issuer: Phat Dat Real Estate Development Corporation ERC No: 303493756) is the parent company owning 99.5% share of Binh Duong Building Real Estate Investment and Development JSC (ERC No. 3702710768), and Binh Duong Building Real Estate Investment and Development JSC owns 99.9% shares of Hoa Phu Building Real Estate Investment And Development JSC
 - Project information: To develop a complex of residential and commercial services, meeting the housing needs of people living and working in the province and surrounding areas, forming new residential areas with complete infrastructure systems, and ensuring effective connection with neighboring areas following the general planning of Thuan An City and Thuan Giao Ward, improving the efficiency of land use, creating harmonious urban landscape, enhancing living space in the locality.
 - Location: Hoa Lan 1 Quarter, Thuan Giao Ward, Thuan An City, Binh Duong Province.
 - Plan to use the proceeds from the offering:
 - + Expected allocation to this project is used for:
 - Consulting services and design fees.
 - Test piles.
 - Construction of showflats.
 - + Expected disbursement time: 2023 and 2024.

1.2.3. Measures for capital shortfalls

- In the event that the proceeds from the share offering to existing shareholders do not reach 100% as planned, the BOD of the Company will consider supplementing the capital shortfall from the business activities and other forms of capital mobilization, such as credit loans with reasonable costs to ensure sufficient capital for the purposes approved by the GMS.
- In case the proceeds from the share offering to existing shareholders exceed the capital needed after the implementation of the above projects, the GMS authorizes the BOD to balance and use the excess money for other activities per actual operation and business situation of the Company, ensuring the effective use of capital and the interests of shareholders on the principle that the change in value is less than 50% of the proceeds from the offering, the BOD will report to the GMS at the nearest meeting.

VI. AUTHORIZATION

After the GMS voted to approve the plan to offer shares to increase charter capital and the plan to use the proceeds obtained from the offering, the GMS authorized the BOD to decide all issues related to the public share offering to existing shareholders, including but not limited to the following matters:

1. The implementation of share offering to existing shareholders to increase charter capital:
 - To choose the right time to implement the offering plan to bring the best benefits to shareholders and the Company.
 - To decide in detail the stock distribution plan to ensure that the total number of shares owned by all foreign investors does not exceed the foreign ownership limit as prescribed;
 - To decide the plan to handle the issued shares that are not fully distributed (due to the shareholders not registering to buy or having registered to buy without sufficient payment within the stipulated time, or the odd number of shares arising when rounding down);
 - To decide in detail the purpose of capital use.
 - To adjust the purpose of capital use if deemed necessary; to balance and spend capital in accordance with the Company's business operations to ensure efficient use of capital in accordance with the Company's investment and business operations and interests of shareholders on the principle that the change in value is less than 50% of the proceeds from the offering according to current legal provisions. After adjusting the capital use purpose, the BOD shall report to the GMS at the nearest meeting.
 - To carry out the necessary procedures to apply for permission to offer shares according to the approved plan, including the addition, modification and completion of documents to ensure that the application is in accordance with legal regulations.
2. Preparing documents for the listing of additional shares on the Stock Exchange and the registration and depository at the Vietnam Securities Depository/Vietnam Securities Depository and Clearing Corporation after the offering.
3. Carrying out procedures to increase charter capital and to register the amendments on the ERC at the HCMC Department of Planning and Investment after the offering.
4. Making amendments and supplements to the Company's Charter related to the change in the charter capital after the share offering according to the actual valid results of the offering; and reporting to the GMS at the nearest meeting.
5. In addition to the above authorization, during the implementation of the Share Issuance Plan to increase charter capital, the GMD authorizes the BOD to have full authority to supplement, amend and complete the offering plan and/or perform other works related to the offering at the

request of the competent State agency and/or in accordance with the actual circumstances to ensure the validity, legality, and interests of Shareholders and the Company.