

EXTRAORDINARY INFORMATION DISCLOSURE

To: - 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:

To approve the detailed content of the share issuance plan via public offering to increase charter capital.

To approve the change of the Company's head office.

3. This information was published on the Company's website on February 2, 2024, 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.

Attachments:

BOD Resolutions No. 03/2024/HDQT-QD and
No. 04/2024/HDQT-QD

Representative of the organization
Legal Representative

(Signed and stamped)

BUI QUANG ANH VU

RESOLUTION OF THE BOARD OF DIRECTORS
Re: Approving details in the Share Issuance Plan via public offering
to existing shareholders to increase charter capital

THE BOARD OF DIRECTORS
PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and guiding documents;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and guiding documents;
- The Charter of Phat Dat Real Estate Development Corporation (“the Company”);
- Resolution No. 03/DHDCD-NQ.2023 of the Annual General Meeting of Shareholders (“GMS”) dated June 30, 2023;
- The Minutes No. 03/2024/HDQT-BBH of the Board Meeting dated February 1, 2024.

RESOLVED

Article 1: Approving details in the Share Issuance Plan via public offering to increase charter capital according to Resolution No. 03/DHDCD-NQ.2023 of the General Meeting of Shareholders (“GMS”) at the 2023 AGM on June 30, 2023. Details are as follows:

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	134,329,243 shares
Expected total value	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	5.5: 1 01 share is entitled to 01 right to buy. 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 share. Handling odd shares and undistributed shares is in accordance with the provisions of Article 42 of Decree 155/2020/ND-CP.
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 (excluding the 7 shareholders committed to refuse (irrevocably) to exercise their

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	<p>share purchase rights in the public share offering to existing shareholders according to AGM Resolution No. 03/DHDCD-NQ.2023 dated June 30, 2023, formed from the number of shares successfully acquired in the private share offering according to AGM Resolution No. 02/DHDCD-NQ.2023 dated June 30, 2023, of the Company).</p> <p>Below is the details of 7 shareholders have successfully acquired shares in the private placement and committed to refuse to exercise their share purchase rights in the public share offering to existing shareholders according to AGM Resolution No. 03/DHDCD-NQ.2023 dated June 30, 2023.</p> <table><tr><th>No.</th><th>Investor</th><th>ID Card/ BRC No.</th><th>Number of shares acquired</th><th>Ownership acquired from the private placement (%)</th><th>Ownership by December 29, 2023 (%)</th></tr><tr><td>1</td><td>Tran Tuan Anh</td><td></td><td>500,000</td><td>0.07</td><td>0.07</td></tr><tr><td>2</td><td>Do Hai Dang</td><td></td><td>1,500,000</td><td>0.20</td><td>0.20</td></tr><tr><td>3</td><td>Pham Thanh Dien</td><td></td><td>25,000,000</td><td>3.38</td><td>3.38</td></tr><tr><td>4</td><td>Nguyen Tra Giang</td><td></td><td>7,164,621</td><td>0.97</td><td>1.00</td></tr><tr><td>5</td><td>Nguyen Thanh Phong</td><td></td><td>30,000,000</td><td>4.06</td><td>4.06</td></tr><tr><td>6</td><td>Vu thu Thuy</td><td></td><td>1,500,000</td><td>0.20</td><td>0.20</td></tr><tr><td>7</td><td>Ha Anh Tung</td><td></td><td>1,500,000</td><td>0.20</td><td>0.20</td></tr><tr><td colspan="3">TOTAL</td><td>67,164,621</td><td>9.09</td><td>9.11</td></tr></table>	No.	Investor	ID Card/ BRC No.	Number of shares acquired	Ownership acquired from the private placement (%)	Ownership by December 29, 2023 (%)	1	Tran Tuan Anh		500,000	0.07	0.07	2	Do Hai Dang		1,500,000	0.20	0.20	3	Pham Thanh Dien		25,000,000	3.38	3.38	4	Nguyen Tra Giang		7,164,621	0.97	1.00	5	Nguyen Thanh Phong		30,000,000	4.06	4.06	6	Vu thu Thuy		1,500,000	0.20	0.20	7	Ha Anh Tung		1,500,000	0.20	0.20	TOTAL			67,164,621	9.09	9.11
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1	Tran Tuan Anh		500,000	0.07	0.07																																																		
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3	Pham Thanh Dien		25,000,000	3.38	3.38																																																		
4	Nguyen Tra Giang		7,164,621	0.97	1.00																																																		
5	Nguyen Thanh Phong		30,000,000	4.06	4.06																																																		
6	Vu thu Thuy		1,500,000	0.20	0.20																																																		
7	Ha Anh Tung		1,500,000	0.20	0.20																																																		
TOTAL			67,164,621	9.09	9.11																																																		
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 Point 2.2, Clause 2, Article 1 of this Resolution																																																						

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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 7.03%. - 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	<ul style="list-style-type: none"> - The offering shall be canceled if the actual offering rate does not reach at least 70% of the expected offering shares.

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Expected offering time	- In 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.

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: 1,343,292,430,000 VND (In words: one trillion, three hundred forty-three billion, two hundred ninety-two million, four hundred and thirty thousand Vietnam dong).

2.2. The plan to use the proceeds from the offering

The expected proceeds from the share offering will be used to implement real estate projects of the Company and Subsidiaries. Details are as follows:

No.	Project	Developer	Investment type	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	2024
2	Bac Ha Thanh Residential Area in combination with urban gentrification	Phat Dat Real Estate Development Corporation		511,292,430,000	2024
3	A high-class commercial services and hotel center (5-star hotel)	Ngo May Real Estate Investment JSC	Lending	400,000,000,000	2024
4	Thuan An 1 high-rise residential complex (Binh Duong Tower 1)	Thien Long Building Real Estate Investment & Development JSC	Lending	300,000,000,000	2024
	Thuan An 2 high-rise residential complex (Binh Duong Tower 2)	Hoa Phu Building Real Estate Investment & Development JSC	Lending		
Total				1,343,292,430,000	

Detailed information of these projects is as follows:

No.	Project		Purpose of capital use	Allocation (VND)
1	Zone 2 and Zone 9 of Nhon Hoi Ecotourism City in Binh Dinh Province.	Zone 2	Construction and completion of technical infrastructure (including electricity and water systems)	77,592,000,000
		Zone 9	Construction of technical infrastructure	54,408,000,000
2			Compensation and site clearance expenses	181,292,430,000

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No.	Project	Purpose of capital use	Allocation (VND)
	Bac Ha Thanh Residential Area in combination with urban gentrification	Construction and site leveling	330,000,000,000
3	A high-class commercial services and hotel center (5-star hotel)	Consulting services and design fees	13,178,000,000
		Construction costs	382,661,000,000
		Construction of showflats.	4,161,000,000
4	Thuan An 1 high-rise residential complex (Binh Duong Tower 1)	Design and construction of test piles	22,887,000,000
		Construction costs	127,113,000,000
	Thuan An 2 high-rise residential complex (Binh Duong Tower 2)	Design and construction of test piles	24,524,000,000
		Construction costs	125,476,000,000
Total			1,343,292,430,000

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 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. Details are as follows:
 - + Capital shortfall shall be supplemented via credit loans from banks such as Military Commercial Joint Stock Bank (MBBank), Vietnam Prosperity Joint-Stock Commercial Bank, etc., to credit financing for projects
 - + In addition, the Company may use cash flow collected from sales of each project to supplement capital shortfall if necessary.
- 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.

Article 2: the BOD agrees to assign Mr. Nguyen Van Dat – Board Chairman, and/or Mr. Bui Quang Anh Vu - CEO, to have full authority to decide and direct the implementation of the detailed content in the Share issuance Plan via private placement and other issues related to the share 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.

Article 3: Members of the Board of Directors, Board of Management, and related departments of Phat Dat Real Estate Corporation are responsible for implementing this Resolution.

This Resolution takes effect from the date of signing.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipients:

- As stated in Article 3;
- State Securities Commission
- Company archives

(Signed and stamped)

NGUYEN VAN DAT

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RESOLUTION OF THE BOARD OF DIRECTORS

Re: Changing the Company's head office

THE BOARD OF DIRECTORS

PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents;
- The Charter of Phat Dat Real Estate Development Corporation ("the Company");
- Resolution No. 01/DHDCD-NQ.2024 of the Extraordinary General Meeting of Shareholders ("GMS") dated January 1, 2024;
- The Minutes No. 03/2024/HDQT-BBH of the Board Meeting dated February 1, 2024;

RESOLVED

Article 1: To approve the change of the Company's head office address, specifically as follows:

- Company's former registered office: 8th & 9th Floors, Tower B, Viettel Complex Building, 285 Cach Mang Thang Tam Street, Ward 12, District 10, HCMC, Vietnam
- Company's new registered office: 39 Pham Ngoc Thach Str. Vo Thi Sau Ward, District 3, HCMC, Vietnam.

Article 2: Sửa đổi khoản 3, Điều 2 Điều lệ Công ty, cụ thể như sau:

“Article 3: Members of The Company's registered head office:

Address : 39 Pham Ngoc Thach Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City, Vietnam.

Telephone : 028 3898 6868

Fax : 028 3898 8686

E-mail : info@phatdat.com.vn

Website : www.phatdat.com.vn

Depending on the operational requirements, the Board of Directors may propose the General Meeting of Shareholders to change the Company's Head office in compliance to the Company's Charter and applicable Law.

Article 3: The BOD agreed to assign Mr. Nguyen Van Dat – Board Chairmain, and/or Mr. Bui Quang Anh Vu – CEO, to carry out the procedures for changing the Company's head office on the Enterprise Registration Certificated at at the Department of Planning and Investment of Ho Chi Minh City; to decide and execute all necessary tasks (if any) to complete the abovementioned change of the Company's head office. Within the scope of the assigned tasks, the Board Chairman and/or the CEO may further authorize another representative to perform the aforementioned tasks. Such authorization shall be made in writing.

Article 4: The Board of Directors, Board of Management, and related departments of Phat Dat Real Estate Corporation are responsible for implementing this Resolution.

This Resolution takes effect from the date of signing.

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ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipients:

- *As stated in Article 4;*
- *Company archives*

(Signed and stamped)

NGUYEN VAN DAT