

No.: 05B/TTr-2023

HCMC, June 30th, 2023

DRAFT

PROPOSAL

AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

***Re.: Approving Share Issuance Plan to existing shareholders
via public offering to increase charter capital***

**To: 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 Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP of the Government 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;
- Pursuant to the Meeting Minutes of the Board Meeting dated June 2, 2023;

The Board of Directors (**BOD**) respectfully submits to the GMS for approval the Share Issuance Plan via private offering to increase charter capital. Details are as follows:

- I. Share Issuance Plan:** The detailed plan is attached to this Proposal.
- II. Matters need approval:**
 - 2.1.** 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.
 - 2.2.** 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).
 - 2.3.** 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;

[NOTICE: This document is a translation of the Vietnamese language original for convenience purposes only, and in the event of any discrepancy, the Vietnamese language original shall prevail.]

- 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, 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 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.

Respectfully,

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

Recipients:

- *As stated above.*
- *Archives.*

Attachments:

Voting Ballot

NGUYEN VAN DAT