

**EXTRAORDINARY INFORMATION DISCLOSURE**

To: - HO CHI MINH STOCK EXCHANGE (HOSE),

1. Organization name: **PHAT DAT REAL ESTATE DEVELOPMENT CORPORATION**  
(“PHAT DAT 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](mailto:info@phatdat.com.vn)
2. Content of information disclosure:
  - Approving details of the Share Issuance Plan via public offering to increase charter capital.
  - Approving the registration dossier for the public share offering to increase charter capital.
3. This information was published on the Company’s website on December 1, 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.

Attachments:

- BOD Resolution No. 48/2023/HDQT-QD

**Representative of the organization  
Legal Representative**

*(Signed and stamped)*

**BUI QUANG ANH VU**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**Re: Approving detailed implementation of the Share Issuance Plan via public offering 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 December 6, 2019 and guiding documents;
- The Charter of Phat Dat Real Estate Development Corporation (“the Company”);
- Resolution No. 03/DHDCD-NQ.2023 of the General Meeting of Shareholders (“GMS”) dated June 30, 2023;
- The Minutes No. 29/2023/HDQT-BBH of the Board Meeting dated November 30, 2023,

**RESOLVED**

**Article 1:** To approve 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	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	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 shares. 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

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	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"> <li>- The book value of one share according to the Company's 2022 audited consolidated financial statements is VND 13,776/share.</li> <li>- The book value of one share according to the Company's 2022 audited consolidated financial statements is 12,233 VND/share.</li> <li>- The average market price of PDR 30 (thirty) recent sessions (from May 20, 2023 to June 20, 2023) is 14,930 VND/share.</li> <li>- 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.</li> </ul>
Minimum success rate of the offering	<ul style="list-style-type: none"> <li>- 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</li> </ul>
Measures for insufficient proceeds from the offering	<ul style="list-style-type: none"> <li>- 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.</li> </ul>
Ensuring compliance with regulations on foreign ownership ratio	<ul style="list-style-type: none"> <li>- The maximum foreign ownership rate is 50% as prescribed by law.</li> <li>- Current foreign ownership rate is 7.65%.</li> <li>- 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.</li> </ul>
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"> <li>- For the number of shares offered to existing shareholders, the odd number will be rounded down to one unit.</li> <li>- 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</li> </ul>

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	<p>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.</p> <ul style="list-style-type: none"> <li>- 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.</li> <li>- 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.</li> </ul>
Minimum number of shares registered to buy by an investor	- 1 (one) share
Transfer restrictions	<ul style="list-style-type: none"> <li>- Shares purchased by existing shareholders via their buying rights are transferable.</li> <li>- 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.</li> </ul>
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.

## **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 thirty thousand Vietnamese Dong*).

### **2.2. The plan to use the proceeds from the 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.

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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		
<b>Total</b>			<b>1,343,292,430,000</b>	

Detailed amounts allocated for each project are 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	Infrastructure construction	77,592,000,000
		Zone 9	Infrastructure construction	54,408,000,000
2	Bac Ha Thanh Residential Area in combination with urban gentrification		Compensation for site clearance	181,292,430,000
			Construction and leveling	330,000,000,000
3	A high-class commercial services and hotel center (5-star hotel)		Consulting services	13,178,000,000
			Construction	382,661,000,000
			Construction of Sales Gallery	4,161,000,000
4	Thuan An 1 high-rise residential complex (Binh Duong Tower 1)		Design services & construction of test piles	22,887,000,000
			Construction	127,113,000,000
	Thuan An 2 high-rise residential complex (Binh Duong Tower 2)		Design services & construction of test piles	24,524,000,000
			Construction	125,476,000,000
<b>TOTAL</b>				<b>1,343,292,430,000</b>

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### **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. Details are as follows:
  - + For the planned funds to be mobilized through credit borrowing: supplementation will be done by seeking financial support from banks such as Military Commercial Joint Stock Bank (MBBank), Vietnam Prosperity Joint Stock Commercial Bank (VPBank), etc., to provide credit support for Thuan An 1 & Thuan An 2 high-rise residential complexes, Bac Ha Thanh Residential Area in combination with urban gentrification and the high-class commercial services and hotel center (5-star hotel)
  - + Additionally, the company may utilize cash flows generated from the sales activities of each project to supplement any insufficient capital 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 - the CEO, to have full authority to decide and direct the implementation of the detailed content in the Share issuance Plan via public offering and other issues related to the share offering that the GMS has authorized the BOD, including but not limited to the following matters: 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 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 Board Chairman and/or the CEO shall 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.

**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: Approving application documents for the public placement of shares  
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 December 6, 2019 and guiding documents;*
- *The Charter of Phat Dat Real Estate Development Corporation (“the Company”);*
- *Resolution No. 03/DHDCD-NQ.2023 of the General Meeting of Shareholders (“GMS”) dated June 30, 2023;*
- *The Minutes No. 29/2023/HDQT-BBH of the Board Meeting dated November 30, 2023,*

**RESOLVED**

**Article 1:** Approving the application documents for the share offering via public placement

The BOD agree to approve the Registration documents for the share offering via public placement to be submitted to the State Securities Commission (“SSC”) in accordance with legal provisions.

Details are as follows:

1. Application form for public share offering;
2. The latest Enterprise Registration Certificate;
3. Resolution of the GMS approving the Share issuance plan via public placement to increase charter capital; Plan to ensure compliance with relevant regulations for the issuance of shares, in which the GMS has determined a successful offering ratio for the purpose of implementing the project to be a minimum of 70% of the total planned shares offered to carry out the projects; and a plan of measures for the shortfall in the capital intended to be raised from the offering to carry out the projects.
4. Proposal to the GMS and Share Issuance Plan via public placement to increase charter capital;
5. Resolution of the BOD approving the detailed information in the Share Issuance Plan via public offering to existing shareholders to increase charter capital;
6. Resolution of the BOD approving application documents for the public placement of shares to existing shareholders to increase charter capital;
7. Prospectus;
8. The Company's Charter;
9. Relevant documents: Audited separate and consolidated financial statements for 2021, 2022; Reviewed separate and consolidated financial statements for the first half of 2023; and separate and consolidated financial statements for the first nine months of 2023;
10. Report on changes in share capital audited by an accepted auditing organization;
11. Consulting contract for the registration offering dossier;

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12. Document committing to implement the stock transaction registration on the stock trading system and commitment to comply with the regulations at point e, Clause 1, Article 15 of the Securities Law;
13. Bank confirmation letter regarding the opening of a restricted account;
14. Relevant documents/records related to the project implementation plan and the purpose of using funds for the projects.
15. Other relevant documents (if any)

**Article 2:** the BOD agrees to assign Mr. Nguyen Van Dat – Board Chairman, and/or the CEO to have full authority to decide and direct the implementation of the application of the share offering at the SSC under the Share Issuance Plan via public offering to existing shareholders approved at the AGM 2023; to carry out necessary supplements and adjustments (if any) to the application documents at the request of the SSC (if any) during the appraisal process, and report the results to the BOD after the share offering; to prepare documents for the listing of additional shares on the Stock Exchange and the registration and depository at the Vietnam Securities Depository and Clearing Corporation after the offering; to carry 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; to make 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.

In addition to the above authorization, during the implementation of the Share Issuance Plan to increase charter capital, the GMS 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.

**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.***

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