

No.: 05/HĐQT/QĐ-2025

Ho Chi Minh City, October 02, 2025

RESOLUTION OF THE BOARD OF DIRECTORS

PHUC THINH DESIGN CONSTRUCTION TRADING CORPORATION
(Re: Approval of the Written Shareholders' Opinion Collection Documents)

- 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 the Charter on Organization and Operation of the Company;
- Pursuant to the Minutes of the Board of Directors' Meeting No. 05/HĐQT/BBH-2025 dated October 02, 2025.

RESOLVES:

Article 1: The Board of Directors of Phuc Thinh Design – Construction – Trading Joint Stock Company hereby approves the Written Shareholders' Opinion Collection Documents (attached).

Article 2: This Resolution shall take effect from the date of signing. Members of the Board of Directors, the General Director and relevant Departments of the Company shall be responsible for the implementation of this Resolution.

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

(Signature & Full name)

Recipients:

- Board of Directors;
- As referred to in Article 3.





PHUC THINH DESIGN CONSTRUCTION TRADING CORPORATION

Address : 361 Le Trong Tan Street, Tan Son Nhi Ward, Ho Chi Minh City

Tel. : (028) 3811 6823

Fax: (028) 3811 6843

Email : phucthinh@phucthinh.com.vn

Website: www.phucthinh.com.vn

Ho Chi Minh City, October 02, 2025

SHAREHOLDERS' OPINION FORM

(Re: Approval of the Plan for Private Placement of Shares to Investors)

No.: ...

I. SHAREHOLDER INFORMATION:

- Name of Shareholder/Authorized Representative:
- ID Card/Passport/Enterprise Code No.: issued on at
- Address:
- Legal Representative (if shareholder is an organization):
- ID Card/Passport of Legal Representative: issued on at
- Contact phone: Email:
- Number of shares owned on the record date:
- Number of voting ballots:
-

II. COMPANY INFORMATION:

- Company Name: Phuc Thinh Design Construction Trading Corporation
- Stock Code: PTD
- Head Office: 361 Le Trong Tan Street, Tan Son Nhi Ward, Ho Chi Minh City
- Enterprise Code: 0302365984 issued by Ho Chi Minh City Department of Finance, first registered on January 07, 2008, latest amended registration No.14 dated September 25, 2025.
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III. PURPOSE AND CONTENT OF OPINION COLLECTION:

Approval of the Plan for Private Placement of Shares to Investors.

Shareholders may refer to the detailed documents at the Company's website:

www.phucthinh.com.vn

IV. SHAREHOLDER'S VOTING

Content: Approval of the Plan for Private Placement of Shares to Investors.

(Please tick one of the following three boxes)

☐ Approve

☐ Disapprove

☐ No opinion

IV. VOTING REGULATIONS

❖ Voting method:

Shareholders shall indicate their opinion by ticking (✓) or (X) in one of the three boxes



(Approve, Disapprove, No opinion). Shareholders may also initial next to the chosen box to avoid forgery.

❖ **Valid ballots:**

- Must follow the Company's official template, bearing the Company's seal and duly signed by the Shareholder/Legal Representative (for organizations) or by an Authorized Representative with a valid Power of Attorney attached in accordance with law.
- The ballot envelope must remain sealed until the counting.
- The ballot must not be torn, erased, altered, or corrected.
- A valid vote is one with a clear tick (✓) or (X) in exactly one of the three boxes: Approve, Disapprove, or No opinion.
- Ballots must be returned to Phuc Thinh Design – Construction – Trading Joint Stock Company no later than 17:00, October 14, 2025.

❖ **Invalid ballots:** Any ballot that does not comply with the above conditions.

VI. METHOD AND DEADLINE FOR BALLOT SUBMISSION:

Shareholders are kindly requested to return completed ballots to the Company no later than 17:00, October 14, 2025, by one of the following methods:

- Direct submission/By post:** Original ballots (issued by the Company) in sealed envelopes sent to:
Phuc Thinh Design – Construction – Trading Joint Stock Company
361 Le Trong Tan Street, Tan Son Nhi Ward, Ho Chi Minh City
(Former address: 361 Le Trong Tan Street, Son Ky Ward, Tan Phu District, Ho Chi Minh City).
- By email:** Scanned ballots sent to: phuongtran@phucthinh.com.vn (Shareholders must use the email address registered with the Vietnam Securities Depository and Clearing Corporation – VSD).
- By fax:** Original or scanned ballots sent to fax No.: (84-28) 3811 6843.

For further inquiries, please contact:

- Mr. Nguyen Hoang Vu (Tel: +84 908842309; Email: vunguyen@phucthinh.com.vn)
- Ms. Truc Phuong (Tel: +84 908082887; Email: phuongtran@phucthinh.com.vn)

SHAREHOLDER / AUTHORIZED
(Signature, full name, and seal if organization)

REPRESENTATIVE ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN





CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
SOCIALIST REPUBLIC OF VIETNAM

Độc lập - Tự do - Hạnh phúc
Independence – Freedom – Happiness

....., ngày/date tháng/month năm/year 2025

GIẤY ỦY QUYỀN POWER OF ATTORNEY

Kính gửi: Công ty Cổ phần Thiết kế Xây dựng Thương mại Phúc Thịnh
To: Phuc Thinh Design Construction Trading Corporation

I. BÊN ỦY QUYỀN

I. PRINCIPAL (Assignor)

Tên cổ đông:

Name of shareholder:

Người đại diện theo pháp luật (đối với tổ chức): ...

Legal representative (for organization): ...

Số CMND/CCCD/Hộ chiếu/MSDN:ngày cấp.....nơi cấp.....

ID Card/Citizen ID/Passport/Enterprise Code No.:issued on.....at.....

Địa chỉ liên lạc/Trụ sở chính:

Contact address/Head office:

Số cổ phần sở hữu/Đại diện sở hữu:cổ phần

Number of shares owned/represented:shares

Là cổ đông của Công ty Cổ phần Thiết kế Xây dựng Thương mại Phúc Thịnh đồng ý ủy quyền cho:

As a shareholder of Phuc Thinh Construction Trading Design Joint Stock Company, hereby authorizes:

II. BÊN NHẬN ỦY QUYỀN

II. ATTORNEY (Authorized Party)

Tên cá nhân/tổ chức:

Name of individual/organization:

Người đại diện theo pháp luật (đối với tổ chức):

Legal representative (for organization): ...

Số CMND/CCCD/Hộ chiếu/MSDN:ngày cấp.....nơi cấp.....

ID Card/Citizen ID/Passport/Enterprise Code No.:issued on.....at.....

Địa chỉ liên lạc/Trụ sở chính:

Contact address/Head office:

Số cổ phần Ủy quyền:cổ phần

Number of shares authorized:shares

Nội dung ủy quyền / Content of Authorization

— Bên Ủy quyền ủy quyền cho Bên nhận Ủy quyền thực hiện biểu quyết theo hướng dẫn trên Phiếu lấy ý kiến cổ đông bằng văn bản của Công ty Cổ phần Thiết kế Xây dựng Thương mại Phúc Thịnh với tư cách là đại diện cho số cổ phần mà Bên Ủy quyền đang sở hữu vào ngày chốt danh sách cổ đông.

The Principal authorizes the Attorney to exercise voting rights in accordance with the



instructions on the Company's written shareholder opinion form, as the representative of the shares owned by the Principal as of the record date.

- Bên nhận Ủy quyền chỉ được thực hiện các công việc trong phạm vi được ủy quyền theo giấy ủy quyền này và tuân thủ các quy định ủy quyền theo Luật dân sự.

The Attorney shall only perform the tasks within the scope of this authorization and comply with the provisions of the Civil Code.

- Giấy ủy quyền này có hiệu lực kể từ ngày ký đến khi hết thời hạn lấy ý kiến.

This Power of Attorney shall be effective from the date of signing until the conclusion of the shareholder opinion collection period.

Tôi/Chúng tôi cam kết hoàn toàn chịu trách nhiệm trước pháp luật về việc ủy quyền trên và không khiếu nại gì sau này đối với nội dung đã ủy quyền.

I/We hereby undertake to be fully responsible before the law for the above authorization and shall not make any claims in the future regarding the authorized matters.

**BÊN NHẬN ỦY QUYỀN
ATTORNEY**

(Ký, ghi rõ họ tên và đóng dấu nếu là tổ chức)
(Signature, full name and seal if organization)

**BÊN ỦY QUYỀN
PRINCIPAL**

(Ký, ghi rõ họ tên và đóng dấu nếu là tổ chức)
(Signature, full name and seal if organization)



Ho Chi Minh City, October 02, 2025

PROPOSAL

Re: Private placement of shares to investors

To: The General Meeting of Shareholders of Phuc Thinh Design Construction Trading Corporation
Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam (14th Legislature, 9th Session) dated June 17, 2020 and guiding documents;
- The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam (14th Legislature, 8th Session) dated November 26, 2019 and guiding documents;
- Decree No. 155/2020/ND-CP of the Government dated December 31, 2020 providing detailed regulations for implementation of the Securities Law;
- Decree No. 245/2025/ND-CP of the Government dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;
- The Charter of Phuc Thinh Design Construction Trading Corporation.

The Board of Directors (“BOD”) of Phuc Thinh Design Construction Trading Corporation respectfully submits to the General Meeting of Shareholders (“GMS”) for approval the private placement of shares to investors as follows:

1. Share information

1. Name of shares: Shares of Phuc Thinh Design Construction Trading Corporation
2. Type of shares: Ordinary shares
3. Stock code: PTD
4. Par value: VND 10,000/share
5. Current charter capital: VND 49,999,330,000
6. Number of shares issued: 4,999,933 shares
 - o Outstanding shares: 4,999,933 shares
 - o Treasury shares: 0 shares
7. Number of shares to be offered: 15,000,000 shares
8. Offering value at par: VND 150,000,000,000
9. Purpose of offering: Repayment of bank loans and payables to suppliers
10. Offering price: VND 10,000/share
11. Total proceeds (at offering price): VND 150,000,000,000 (in words: One hundred fifty billion Vietnam dong)
12. Eligible investors
 - ❖ Strategic Investors



- + Must operate in the same industry/business sector as the Company, with the ability to support business operations, expand customer and partner networks;
- + Must have sufficient financial capacity to subscribe to the shares;
- + Must commit to cooperate with the Company for at least 03 years;
- + List of proposed strategic investors

No.	Investor Name	Business Registration No.	Shares Owned Before	New Shares Subscribed	Shares Owned After	Relationship with BOD/BOS/Management
1	Hoang Cat Tuong Co., Ltd.	0304837720	0	15,000,000	15,000,000	None
Total			0	15,000,000	15,000,000	-

❖ Professional Securities Investors

- + Criteria: Organizations/individuals in Vietnam meeting the statutory definition of “professional securities investor”;
- + The BOD is authorized to determine and select qualified professional securities investors and allocate shares accordingly.

13. Additional offering details

- + Ratio of new shares to outstanding shares: 300.00402%

14. Handling of unsubscribed shares: The GMS authorizes the BOD to reallocate unsold shares to other professional investors at a price not lower than VND 10,000/share. If still unsubscribed, the BOD is authorized to reduce the offering volume to match actual distribution.

15. Transfer restrictions:

- + Strategic investors: lock-up period of 3 years from completion date of the offering.
- + Professional investors: lock-up period of 1 year from completion date of the offering.

16. Expected schedule: Q4/2025, after the State Securities Commission confirms receipt of complete application.

17. Use of proceeds

Total expected proceeds: VND 150,000,000,000

No.	Purpose	Amount (VND)	Disbursement Schedule
1	Repayment of bank loans	139,000,000,000	Q4/2025 – Q1/2026
2	Repayment of supplier payables	11,000,000,000	Q4/2025 – Q1/2026
Total			

The GMS authorizes the BOD to adjust disbursement depending on actual conditions.

18. Other provisions

- In case of funding shortfall, the BOD is authorized to arrange alternative financing sources.



- Listing commitment: The Company will register the newly issued shares with the Vietnam Securities Depository and Clearing Corporation (VSDC) and apply for additional listing on Hanoi Stock Exchange (HNX).
- Charter capital adjustment: The GMS approves the amendment of the Company Charter and enterprise registration certificate in line with actual issuance results.
- Authorization: The GMS authorizes the BOD to carry out all relevant procedures, including preparation, adjustment of the offering plan, reporting to the State Securities Commission, amending the Charter, handling unsubscribed shares, registering business changes, and further delegating tasks to the General Director if necessary.

Respectfully submitted for approval.

Recipients:

- General Meeting of Shareholders

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

(Signed and sealed)



TO KHAI DAT



Draft

Ho Chi Minh City, , 2025

**RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
OF PHUC THINH DESIGN – CONSTRUCTION – TRADING JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of Phuc Thinh Design – Construction – Trading Joint Stock Company;
- Pursuant to the Minutes of Vote Counting for the collection of shareholders' opinions in writing No. ... dated .../.../2025.

RESOLVES:

Article 1: To approve the Plan on private placement of shares to investors (details as per the enclosed Proposal).

The General Meeting of Shareholders has approved the Plan with ... votes in favor, accounting for% of the total number of votes of all shareholders entitled to vote.

Article 2: This Resolution shall take effect from the date of signing.

The members of the Board of Directors, the Board of Management, and the Supervisory Board shall be responsible for implementing the matters approved by the General Meeting of Shareholders of Phuc Thinh Design Construction Trading Corporation under this Resolution, ensuring the interests of the Company's shareholders and compliance with the provisions of law.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN OF THE BOARD OF DIRECTORS

(Signature & Full Name)

Recipients:

- As per Article 2;
- Shareholders;
- Company Secretary.



TO KHAI DAT