



No.: 2306.1/2023/KBC/TT-HDQT

Bac Ninh, June 2nd, 2023

1st DRAFT

June 2nd, 2023

SUBMISSIONS

THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11th 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26th, 2019;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation passed by the General Meeting of Shareholders on July 2nd, 2022;*
- *2022 Audited Financial Statements of Kinh Bac City Development Holding Corporation audited by Ernst & Young Vietnam Limited.*

Dear Our valued Shareholders!

The Board of Directors (BOD) of Kinh Bac City Development Holding Corporation would like to send our respectful greetings to Shareholders.

The Board of Directors submits to the General Meeting of Shareholders (GMS) for consideration and approval on the following issues at the Corporation's Annual GMS 2023:

I. APPROVING THE REPORT ON THE PERFORMANCE IN 2022 - PLAN FOR 2023 AND THE REPORT ON THE IMPLEMENTATION THE RESOLUTIONS OF THE 2022 AGM.

The Report on the performance in 2022 - plan for 2023 and The Report on the implementation the resolutions of the 2022 AGM are kindly submitted to the GMS for approval.

II. APPROVING THE REPORT ON BUSINESS PERFORMANCE OF THE EXECUTIVE BOARD IN 2022 AND PLAN FOR 2023.

The Report on the business performance of the Executive Board in 2022 and plan for 2023 are kindly proposed to the GMS for approval.

In particular, the Board of Directors issued Resolution No. 0106.2/2023/KBC/NQ-HDQT dated January 1st, 2023 on the approval of the Business Plan for 2023 of the Board of Directors.

In which, the plan of consolidated revenue and consolidated profit of the Corporation is maintained as the Resolution No. 28121/2022/KBC/NQ-DHDCD of the second Extraordinary General Meeting of Shareholders in 2022 dated December 28th, 2022 as follows:

- ✓ Estimated consolidated revenue: **9,000** billion VND
- ✓ Estimated consolidated profit after tax: **4,000** billion VND

III. APPROVING THE REPORT ON THE SUPERVISORY ACTIVITIES OF THE SUPERVISORY BOARD IN 2022

Proposal to the GMS for approval of the Report on supervising activities in 2022 of Supervisory Board.

IV. APPROVING ON THE 2022 FINANCIAL REPORTS OF KINH BAC CITY DEVELOPMENT HOLDING CORPORATION AUDITED BY ERNST & YOUNG VIETNAM LIMITED.

The 2022 Financial Statements of Kinh Bac City Development Holding Corporation were audited in accordance with the prescribed accounting standards by Ernst & Young Vietnam Limited, including:

- (1) Report of the Executive Management Board;
- (2) Independent audit report;
- (3) The consolidated balance sheet as at December 31st, 2022;
- (4) Consolidated income statement in 2022;
- (5) Statements of cash flows;
- (6) Notes to the financial statements.

The BOD submits the above Financial Statements audited by Ernst & Young Vietnam Limited to the GMS for approval.

V. APPROVING THE SELECTION OF THE INDEPENDENT AUDITING COMPANY IN 2023

To ensure the efficiency of the administration and management, the Board of Directors respectfully requests that the GMS authorize the Board of Directors selecting from the following auditing companies to audit the annual financial statements and review the semi-financial statements:

- (1) Grant Thornton (Vietnam) Limited
- (2) Ernst & Young Vietnam Limited (E&Y)
- (3) KPMG Limited (KPMG)
- (4) Deloitte Vietnam Audit Co., Ltd. (Deloitte)
- (5) PWC (Vietnam) Limited (PWC)

VI. REPORT THE REMUNERATION PAYMENT FOR BOARD OF DIRECTORS, SUPERVISORY BOARD, THE SALARY - BONUS FOR THE HEAD OF SUPERVISORY BOARD AND THE EXECUTIVE BOARD IN 2022

The Board of Directors reports to the GMS on the remuneration payment, total income, total taxed income for the **Board of Directors (BOD), Supervisory Board (SB) and Executive Board (EB) in 2022**. In which, the total remuneration for the Board of Directors, the Supervisory Board and the salary, bonuses, allowances for the Head of Supervisory Board in 2022 was: **796,461,569 VND** (*Seven hundred and ninety-six million, four hundred and sixty-one thousand, five hundred and sixty-nine VND*), equal to 15.9% of the limitation approved by the 2022 AGM: **5,000,000,000 VND** (*Five billion VND*). Details as follows:

No	Name	Position	Remuneration of member of the SB/BOD (VND)	Total Income of the Head of SB, members of EB (VND)	Total Income Tax (VND)	Total expenses of the Board of Directors and the Supervisory Board
1	Nguyen Thi Thu Huong	Member of the BOD, CEO	100,000,000	6,567,001,000	3,280,139,000	11,111,111
2	Huynh Phat	Member of the BOD	100,000,000		11,111,111	11,111,111
3	Le Hoang Lan	Independent Member of the BOD	100,000,000			100,000,000
4	Dang Nguyen Quynh Anh	Member of the BOD	100,000,000			100,000,000
5	Pham Phuc Hieu	Deputy General Manager, Chief Accountant, Person authorized to disclose information		2,365,000,000	1,020,538,462	
6	Nguyen My Ngoc	Deputy General Manager		1,665,001,000	643,615,923	
7	Phan Anh Dung	Deputy General Manager		1,181,782,000	383,421,077	
8	Nguyen Bich Ngoc	Head of the SB	50,000,000	202,459,000	10,669,235	263,128,235
9	The Thi Minh Hong	Member of the SB	50,000,000		5,555,556	55,555,556
10	Tran Tien Thanh	Member of the SB	50,000,000		5,555,556	55,555,556
Total						796,461,569

VII. APPROVING ON THE PLAN OF REMUNERATION, SALARY - BONUS AND OPERATION EXPENSES FOR BOD, BOS IN 2023

The Board of Directors would like to submit to the General Meeting of Shareholders for approval of the plan to pay remuneration, salary, bonus and operating expenses to the Board of Directors, Supervisory Board and Specialized Head of Supervisory Board in 2023 as follows:

1. Number of members of the Board of Directors and Supervisory Board in 2023:
 - Board of Directors: 05 members
 - Supervisory Board: 03 members
2. The total cost of salary, bonus, remuneration and operating expenses of the Board of Directors and Supervisory Board for 2023 is: VND 5,000,000,000/year (*Five billion VND/year*)
3. The General Meeting of Shareholders authorizes the Board of Directors to base on the actual situation to decide on remuneration, salaries, bonus payments and other expenses for members of the Board of Directors/Supervisory Board to ensure that they would not exceed the total budget approved by the General Meeting of Shareholders and concurrently report to the Annual General Meeting of Shareholders in 2024.

VIII. APPROVING RELATED TRANSACTIONS IN 2022, APPROVING ON THE TRANSACTION POLICY BETWEEN RELATED PARTIES ARISING IN 2023 UNTIL THE NEXT GENERAL MEETING OF SHAREHOLDERS IN 2024

The Board of Directors would like to propose the GMS to approve the related transactions arising in 2022 which were disclosed and presented in the Report on Corporate Governance in 2022 and the Audited Financial Statements in 2022.

The Board of Directors retains the full text of the detailed content of “**Policies for transactions with related parties for the year 2023 to the next General Meeting of Shareholders in 2024**” approved by the second Extraordinary General Meeting of Shareholders in 2022 in the Resolution of the General Meeting of Shareholders No. 28121/2022 /KBC/NQ-DHDCD dated December 28th, 2022.

IX. APPROVING THE ADJUSTMENT OF THE CORPORATION’S CHARTER

The Board of Directors would like to propose the GMS to approve the amendment and supplementation of the Charter of Organization, as follows:

Implementing Resolution No. 723/NQ-UBTVQH15 dated February 13th, 2023 of the National Assembly Standing Committee on the establishment of Que Vo town and wards of Que Vo town, Bac Ninh province; Accordingly, Que Vo district officially went to Que Vo town from April 10th, 2023. On the basis of the change of administrative boundaries, the Corporation carried out the procedure to update the address of the head office and was granted the 19th business registration certificate by the Business Registration Office of Bac Ninh province on April 21st, 2023. **Accordingly, the head office address is: Lot B7 Que Vo Industrial Park, Phuong Lieu Ward, Que Vo Town, Bac Ninh Province, Vietnam.**

Therefore, the Board of Directors would like to propose the GMS to approve the amendment of Clause 3, Article 2 of the Corporation's Charter on organization and operation to match the above change.

Recipients:

- The shareholders;
- Members of Board of Directors;
- Members of Supervisory Board;
- SSC, Stock Exchange;

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD

(Signed)

DANG THANH TAM