

No.: 02/2024/KBC/TT-HDQT

Bac Ninh, March ... ,2024

DRAFT

1st time: March 7th, 2024

SUBMISSIONS

THE 1ST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2024

Approving on the transaction policy between related parties
arising in 2024 until the next meeting in 2025.

Pusuant 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 1st, 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.*

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.

Kinh Bac City Development Holding Corporation and our Subsidiaries operating under the Corporation model include a group of companies: Parent company, Subsidiaries, Affiliate companies which are related with each other through ownership of shares, or capital contribution, or through common key management members, or other connections.

To ensure smooth governance and business activities of the Corporation, to avoid omissions related to the implementation of business operation plans; development strategy; capital transfer plan, investment cooperation among companies in the group; governance activities, reporting and information disclosure obligations on the stock market of the Corporation, the Board of Directors actively proposes to the General Meeting of Shareholders (GMS) to consider and approve the issues under the decision-making authority of the Board of Directors at the 1st Extraordinary General Meeting Of Shareholders in 2024, as follows:

I. Transaction objects:

- 1. Transactions between the Corporation** and its Subsidiaries, companies in which the corporation holds the controlling right of more than fifty percent (50%); with their relevant persons and related persons of the Corporation in accordance with current laws.
- 2. Transactions between the Corporation's internal persons, their relevant persons** and the corporation, corporation's Subsidiaries, and companies in which the corporation holds a controlling right of more than fifty percent (50%).
- 3. List of related parties** which are Subsidiaries, Companies in which the corporation holds the controlling right of more than fifty percent (50%) is listed in the latest Financial Statements and is confirmed as related parties according to provisions of law arising after the issuance date of the latest financial statements (if any).
- 4. The list of internal persons and relevant persons of the internal persons** is published in the most recent Report on corporate governance and is added/modified/updated after the issue date of the Report on corporate governance (if any).
- 5. The list of the shareholders owning more than ten percent (10%) of the total number of common shares or more and the list of other related persons of the Corporation** is determined in accordance with current laws at the time of arising related transactions.

II. Approving on the types of contracts and transactions between related parties under the authority of the Board of Directors in accordance with the law listed below:

- Transactions to serve the corporation's activities such as: Advances, administrative expenses, special events, sales expenses, salary and bonus payments, remuneration, dividends, etc.;
- Regular service transactions, buying - selling - renting - leasing of factories, offices, real estate, warehouses, raw materials, labor value, finished products, goods, inventories, equipments/devices/tools, etc. to serve the corporation's production and business;

- Transactions related to revenue and main income of the corporation and its subsidiaries, companies in which the corporation holds the controlling right of more than fifty percent (50%) such as: purchase and sale contracts, investment cooperation - business cooperation contracts, brokerage contracts, real estate or factories rental contracts;
- Investment transactions in securities, bonds, investment trusts, deposits, pledges, using of collateral, etc.;
- Transactions of capital transferring, borrowing, lending, contributing, etc. between the corporation and its subsidiaries, companies in which the corporation holds the controlling right of more than fifty percent (50%), corporation's associates, which are related through ownership of shares, or contributed capital, or common key management members, or other associates.
- Payment transactions for receivables, payables and debts between related parties (related to production and business, management expenses, selling expenses, brokerage, ...).
- Transactions and contracts at serving the Corporation's business activities between the corporation and its major shareholders, except for transactions that are not permitted by law.
- Transactions and contracts serving the Corporation's business activities between the subsidiaries, companies in which the corporation holds control and relevant organizations of internal people and related to KBC through ownership of shares, or contributed capital, or common key management members, or other associates.
- Internal persons and their relevant parties have the responsibility to be honest for transactions that bring benefits to themselves and must perform the obligation to report to the Board of Directors for consideration and approval.

III. The General Meeting of Shareholders unanimously approved for the Board of Directors to decide and direct relevant departments: To discuss, negotiate and develop specific terms and conditions of contracts and transactions. Transactions mentioned in this report include the amendment, supplement, termination, replacement of such contracts and transactions.

IV. The General Meeting of Shareholders unanimously approved for the Board of Directors to decide and direct relevant departments to perform: (i) Periodically report related transactions in the Report on corporate governance with the types of contracts and transactions mentioned in this submission; (ii) Other transactions that are listed according to Form Appendix V - Report on corporate governance in Circular 96/2020/TT-BTC dated November 16th, 2020; (iii) To fulfill the obligation to disclose information in accordance with the law on Resolutions independently issued by the Board of Directors for transactions with related parties.

Recipients:

- *The shareholders;*
- *Members of Board of Directors;*
- *Members of Supervisory Board;*
- *SSC, Stock Exchange;*
- *Stored: Admin*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD

DANG THANH TAM