

No: 2803.1/2024/KBC-CK

Bac Ninh, March 28th, 2024

## EXTRAORDINARY INFORMATION DISCLOSURE

**To:**

- State Securities Committee;
- Ho Chi Minh Stock Exchange;
- Vietnam Securities Depository and Clearing Corporation;
- Esteemed Shareholders.

1. Name of organization: KinhBac City Development Holding Corporation

- Securities code: KBC

- Address: Lot B7, Que Vo Industrial Park, Phuong Lieu Ward, Que Vo Town, Bac Ninh Province, Vietnam

- Tel: (0222) 3634034

Fax: (0222) 3634035

- E-mail: [info@kinhbaccity.vn](mailto:info@kinhbaccity.vn)

Website: <http://www.kinhbaccity.vn>

2. Content of disclosure:

Pursuant to the current regulations on information disclosure on the securities market, KinhBac City Development Holding Corporation (KBC) would like to disclose information on **the approval of the Resolution and Meeting Minutes of the first Extraordinary General Meeting of Shareholders in 2024** as below:

The General Meeting of Shareholders approved the issuance of: (i) Resolution No. 2803/2024/KBC/NQ-DHDCD of the first Extraordinary General Meeting of Shareholders in 2024 and (ii) Meeting Minutes No. 2803/2024/KBC/BB-DHDCD dated 28/03/2024. The full text of the Resolution, Meeting Minutes of the General Meeting of Shareholders and Reports, Submissions approved at the General Meeting of Shareholders are attached to this official letter.

3. This information was published on the company's website on 28/03/2024 at the link <http://www.kinhbaccity.vn>.

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

**Attachments:**

*Full document of section 2*

**On behalf of KINH BAC CITY DEVELOPMENT  
HOLDING CORPORATION  
Person to disclose information  
Charman of the BOD**

*(signed and stamped)*

**Dang Thanh Tam**

No. 2803/2024/KBC/NQ-DHDCD

Bac Ninh, March 28th, 2024

## RESOLUTION

### THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2024

*Persuant to:*

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11<sup>th</sup> 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26<sup>th</sup>, 2019;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation.*
- *2024 EGM's Meeting minutes of Kinh Bac City Development Holding Corporation No.:2803/2024/KBC/BB-DHDCD dated 25/03/2024.*

The first Extraordinary General Meeting of Shareholders in 2024 (“EGM”) of Kinh Bac City Development Holding Corporation has discussed and voted on approval of these following issues:

#### **ARTICLE 1: APPROVING ON THE BUSINESS OPERATION PLAN FOR 2024**

The EGM has approved on the business operation plan for 2024 of the Corporation, detailed in Section I Submission No. 01/2024/KBC/TT-HDQT which was proposed in the meeting and attached to this Resolution. In which:

- ✓ Estimated total consolidated revenue in 2024: **VND 9,000 billion**
- ✓ Estimated total consolidated profit after tax in 2024: **VND 4,000 billion**

#### **ARTICLE 2: APPROVING ON THE LISTING OF BONDS.**

The EGM has approved on the listing of bonds which are newly issued in 2024 by the Corporation that need listing in accordance with the law until the time of the nearest GMS

in 2025, detailed in Section II Submission No. 01/2024/KBC/TT-HDQT which was proposed in the meeting and attached to this Resolution.

### **ARTICLE 3: APPROVING ON THE SELECTION OF THE INDEPENDENT AUDITING COMPANY FOR 2024**

The EGM has approved on the selection of the independent auditing company to audit the 2024 financial statements, detailed in Section III Submission No. 01/2024/KBC/TT-HDQT which was proposed at the meeting and attached to this Resolution. The list of approved audit firms includes:

- (1) Ernst & Young Vietnam Limited (E&Y)
- (2) KPMG Limited (KPMG)
- (3) Deloitte Vietnam Audit Co., Ltd (Deloitte)
- (4) PWC (Vietnam) Limited (PWC)
- (5) Grant Thornton (Vietnam) Limited
- (6) UHY Audit and Advisory Limited
- (7) International Audit and Valuation Limited
- (8) Vietnam Audit and Valuation Limited
- (9) Moore AISC Auditing and Informatics Services Limited

### **ARTICLE 4: APPROVING ON THE TRANSACTION POLICY BETWEEN RELATED PARTIES**

The EGM has approved on the policy of transactions between related parties arising in 2024 until the next General Meeting of Shareholders in 2025, detailed in Submission No. 02/2024/KBC/TT-HDQT which was proposed at the meeting and attached to this Resolution.

### **ARTICLE 5: APPROVING ON THE CANCELLATION OF CASH DIVIDEND PAYMENT PLAN APPROVED IN THE RESOLUTIONS NO. 2306/2023/KBC/NQ-DHDCD DATED 23/06/2023 AND THE RESOLUTION NO. 28121/2022/KBC/NQ-DHDCD DATED 28/12/2022**

The EGM has approved on the cancellation of Cash dividend payment plan approved in the Resolutions No. 2306/2023/KBC/NQ-DHDCD dated 23/06/2023 and the Resolution No. 28121/2022/KBC/NQ-DHDCD dated 28/12/2022.

Detailed in report No. 03/2024/KBC/BC-HDQT which was proposed at the meeting and attached to this Resolution.

**ARTICLE 6: APPROVING ON THE CANCELLATION OF THE SHARE REPURCHASE PLAN TO REDUCE THE CHARTER CAPITAL APPROVED IN THE RESOLUTION NO. 28122/2022/KBC/ND-DHDCD DATED 28/12/2022**

The EGM has approved on the cancellation of the share repurchase plan to reduce the charter capital approved in the GMS Resolution No. 28122/2022/KBC/ND-DHDCD dated 28/12/2022.

Detailed in report No. 03/2024/KBC/BC-HDQT which was proposed at the meeting and attached to this Resolution.

**ARTICLE 7: APPROVING ON THE SIGNIFICANT TRANSACTIONS OF A RELATED PARTY WHICH IS TRANG CAT ONE MEMBER URBAN DEVELOPMENT LIMITED ARISING IN 2023 AND 2024**

The EGM has approved the significant transactions between related parties arising in 2023 and 2024 including Trang Cat One Member Urban Development Limited, detailed in report No. 04/2024/KBC/BC-HDQT which was proposed at the meeting and attached to this Resolution.

This Resolution takes effect from March 28<sup>th</sup>, 2024. The EGM assigns the Board of Directors, the Management Board and relating parties to be responsible for executing the Resolution.

**Recipients:**

- The shareholders;
- SSC, HSX;
- Members of Board of Directors;
- Members of Executive Board;
- Members of the Board of Supervisors;
- Stored: Admin.

**ON BEHALF OF GENERAL MEETING  
OF SHAREHOLDERS**

**CHAIRMAN OF THE MEETING**

*(signed and stamped)*

**DANG THANH TAM**

No: 2803/2024/KBC/BB-DHDCD

Bac Ninh, March 28<sup>th</sup>, 2024

## MEETING MINUTES

### THE FIRST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2024

- Corporation Name** : **Kinh Bac City Development Holding Corporation**
- Address** : Lot B7, Que Vo Industrial Park, Phuong Lieu Commune, Que Vo District, Bac Ninh Province
- Business registration certificate** : Business Registration Certificate No. 23.00.233993 first issued on 27/03/2002, the 19<sup>th</sup> change on April 21<sup>st</sup>, 2023, issued by Bac Ninh Department of Planning and Investment.
- Meeting time** : Starting at 09:00 AM, March 28<sup>th</sup>, 2024
- Meeting location** : The 2<sup>nd</sup> floor, Kinhhac Club Building – Lot B7, Que Vo Industrial Park, Phuong Lieu Commune, Que Vo District, Bac Ninh Province
- Content of meeting** : According to the Agenda of the 1<sup>st</sup> Extraordinary General Meeting of shareholders in 2024 (EGM) approved by the General Meeting of Shareholders.
- Participants** : **35,842** shareholders named in the list of shareholders finalized on February 22<sup>nd</sup>, 2024 provided by Vietnam Securities Depository and Clearing Corporation (VSDC). **In particular, the actual number of shareholders is 35,624 shareholders after the Organizing Committee combined the shares of overlapping shareholders**, representing **767,604,759** shares, being equivalent to **767,604,759** votes.
- Voter eligibility report** : Number of Attendees: **145** (including shareholders and their authorized representatives), included:
- Attend in person: **25**
  - Attend online meeting: **120**
  - Number of Shareholders authorized: **19**
- Representing: **471,873,187** shares, being equivalent to **471,873,187** votes, accounting for: **61.4735%** of the total number of votes of all Corporation's shareholders, included:
- Attend in person: **21,056,622** votes, accounting for **2.7432%** of the total number of votes of all Corporation's shareholders.

- Attend online meeting: **450,816,565** votes, accounting for **58.7303%** of the total number of votes of all Corporation's shareholders.

**Chairman of the Meeting** : Mr. Dang Thanh Tam – Head of the BOD

**Secretary of the Meeting** : Ms. Tran Thi Thu Ha – Head of the Secretary Committee

## **PART A. MEETING OPENING**

### **I. Declaring the reason and the meeting opening**

The Meeting performed the following procedures:

- Singing National Anthem;
- Declaring reasons for the opening;
- Introducing the participants of the Meeting:

#### **Members of the BOD:**

- |                             |                                                           |
|-----------------------------|-----------------------------------------------------------|
| + Mr. Dang Thanh Tam        | - Head of the BOD                                         |
| + Mrs. Nguyen Thi Thu Huong | - Member of the BOD, CEO                                  |
| + Mr. Huynh Phat            | - Member of the BOD                                       |
| + Mr. Le Hoang Lan          | - Independent Member of the BOD (attended online meeting) |
| + Ms. Dang Nguyen Quynh Anh | - Member of the BOD                                       |

#### **Supervisory Board:**

- |                          |                     |
|--------------------------|---------------------|
| + Mrs. Nguyen Bich Ngoc  | - Head of the BOS   |
| + Mrs. The Thi Minh Hong | - Member of the BOS |
| + Mr. Tran Tien Thanh    | - Member of the BOS |

#### **Executive Board:**

- |                             |                          |
|-----------------------------|--------------------------|
| + Mrs. Nguyen Thi Thu Huong | - CEO                    |
| + Mr. Pham Phuc Hieu        | - Deputy General Manager |
| + Mrs. Nguyen My Ngoc       | - Deputy General Manager |

**Advisory partner** - FPT Securities Joint Stock Company

And all of shareholders of the Corporation.

### **II. The legitimacy and validity of the Meeting**

**Mr Nguyen Hong Quan - Head of Shareholders Eligibility Committee** announced the voter eligibility report at the meeting as follows:

Total number of shareholders named in the list of shareholders finalized on February 22<sup>nd</sup>, 2024 provided by VSDC is **35,624** shareholders, representing **767,604,759** shares, being equivalent to **767,604,759** votes.

At 09:02 am on March 28<sup>th</sup>, 2024:

**Number of Attendees: 107** (including shareholders and their authorized representatives), included:

- Attend in person: **21**
- Attend online meeting: **86**
- Number of Shareholders authorized: **18**

Representing: **455,228,675** shares, being equivalent to **455,228,675** votes, accounting for: **59.3051%** of the total number of votes of all Corporation's shareholders, included:

- Attend in person: **19,440,819** votes, accounting for **2.5327%** of the total number of votes of all Corporation's shareholders.
- Attend online meeting: **435,787,856** votes, accounting for **56.7724%** of the total number of votes

of all Corporation's shareholders.

Pursuant to the Law on Enterprises, the Charter on organization and operation of Kinh Bac City Development Holding Corporation, **the First Extraordinary General Meeting of Shareholders in 2024 was eligible to proceed.**

### **III. Introducing the Presidium, Secretary Committee and voting on the members of the Voting Committee**

The Organizing Committee introduced the members of Chairman's Board:

#### **The Chairman's Board:**

Members of the Chairman's Board included:

- Mr. Dang Thanh Tam - Head of the BOD
- Mrs. Nguyen Thi Thu Huong - Member of the BOD cum CEO
- Mr. Huynh Phat - Member of the BOD
- Ms. Dang Nguyen Quynh Anh - Member of the BOD
- Mr. Pham Phuc Hieu - Deputy General Manager
- Mr. Le Hoang Lan - Independent Member of the BOD (attended online meeting)

**Mr. Dang Thanh Tam – Chairman of the Meeting** introduced the members of the Secretary Committee and the Voting Committee:

#### **The Secretary of the Meeting:**

- Ms. Tran Thi Thu Ha - Head of the Secretary Committee
- Ms. Nguyen Thi Thuy Anh - Member
- Mr. Luu Hai Vu - Member

#### **The Voting Committee:**

- Mr. Mai Tuan Dung - Head of the Voting Committee
- Mrs. Nguyen Bich Ngoc - Member
- Mr. Nguyen Duc Giang - Member

**Mr. Dang Thanh Tam – Chairman of the Meeting** consulted with the Meeting to vote on the members of the Voting Committee.

**The Meeting approved on the members of the Voting Committee.**

## **PART B. THE MEETING PROGRESSION**

### **I. Voting on the Agenda of the Meeting and the Regulations of operating and voting of the Meeting**

The Meeting listened to **Mr. Luu Hai Vu** presenting the Agenda of the meeting and the Regulations of operating and voting at the First Extraordinary General Meeting of Shareholders in 2024.

Details according to the document had been sent to shareholders/representatives of shareholders attending the meeting.

**The Meeting approved on the Agenda of the Meeting and the Regulations of operating and voting at the First Extraordinary General Meeting of Shareholders in 2024.**

### **II. Reports and submissions at the Meeting**

#### **1. The Meeting listened to representatives of Board of Directors presenting reports and submissions at the meeting as follows:**

- Ms. Dang Nguyen Quynh Anh – Member of the Board of Directors presenting submissions in the EGM, included:
  - + Submission of the First Extraordinary General Meeting of Shareholders in 2024 No.

01/2024/KBC/TT-HDQT dated 28/03/2024.

- + Submission No. 02/2024/KBC/TT-HDQT dated 28/03/2024 about approving on the transaction policy between related parties arising in 2024 until the next meeting in 2025.
  - Pursuant to Power of Attorney No. 2503/2024/KBC/UQ dated 25/03/2024 of Mr Dang Thanh Tam – Chairman of the BOD authorized Ms. Tran Thi Thu Ha – Secretary of the Corporation to present the Reports in the EGM, included:
    - + Report on the contents approved by the General Meeting of Shareholders (GMS) but not yet implemented in 2023 according to Report No. 03/2024/KBC/BC-HDQT dated 28/03/2024.
    - + Report on the significant transactions of a related party which is Trang Cat One Member Urban Development Limited arising in 2023 and 2024 according to Report No. 04/2024/KBC/BC-HDQT dated 28/03/2024.
2. Immediately after the presentation of submissions and reports, **Mr. Dang Thanh Tam – Chairman of the Meeting** managed the EGM to conduct voting through online form (electronic voting) and voted directly into the ballot box.
3. At the meeting, **Mr. Dang Thanh Tam – Chairman of the Meeting** managed the EGM to discuss issues related to the contents under the authority of the General Meeting of Shareholders:

The Chairman's Board received numerous online and in-person questions at the meeting. The Chairman's Board compiled questions which are of interest to the majority of shareholders to answer while also providing additional information on the business operations, progress of several investment projects, and other pertinent matters. The key topics discussed were as follows:

- **About business situation and investment attraction plans**

KBC continuously innovates its approach and target audience for investment attraction. In recent years, KBC has begun focusing on high-tech fields such as chip manufacturing, green technology, artificial intelligence (AI) and in the future, there are still many sectors to attract investment such as healthcare, pharmaceuticals, education. KBC's goal is to attract leading global enterprises to invest in Vietnam.

The year of 2023 marked a remarkable performance in KBC's business operations. Specifically, the Corporation expanded some prime industrial zones in Hai Phong, Thai Nguyen, Hau Giang, Tien Giang, etc. Furthermore, with a commitment to sustainable development, KBC prioritized reducing its bond debt to zero by June 30<sup>th</sup>, 2023.

- **About the progress of ongoing company projects:**

- + Trang Due 3 Project is located in the Dinh Vu - Cat Hai economic zone, enjoys tax incentives. The project's scale is up to 687 hectares, which is larger than industrial zones with scales of 100 - 250 hectares, so that completing legal procedures with competent authorities requires more time. KBC always aims to follow thorough and meticulous steps to minimize risks for the enterprise, the project, and relevant authorities. In this spirit, the Board of Directors and the General Management Board assured shareholders at the EGM with the meticulous and comprehensive legal documentation of KBC's projects.

- + Trang Cat urban area project - a key project generating substantial revenue for the Corporation, is currently undergoing land filling. The Corporation is currently adjusting the project's planning, presenting an opportunity to design the urban area with a clean, green, and circular approach. The company expects to complete legal procedures by June 2024.

Additionally, KBC has collaborated with major financial institutions to ensure substantial loan capital for the project, affirming that investing in urban real estate will garner a deserving position. The BODs will provide specific progress reports at the upcoming Annual General Meeting.

- **About other issues:**



Under the guidance of Hai Phong City, KBC is collaborating with foreign partners to study the planning of the largest-scale port projects in the northern region.

**4. The vote counting results with each content were reported at the 1<sup>st</sup> EGM in 2024 by Mr. Mai Tuan Dung - Head of the Voting Committee.**

The total number of shareholders attending the meeting (online, in person or authorizing) according to the results of Voter Eligibility Committee updated to 10:16 am on March 28<sup>th</sup>, 2024 was:

Number of Attendees: **136** (including shareholders and their authorized representatives), included:

- Attend in person: **25**
- Attend online meeting: **111**
- Number of Shareholders authorized: **19**

Representing: **469,064,541** shares, being equivalent to **469,064,541** votes, accounting for: **61.1076%** of the total number of votes of all Corporation's shareholders, included:

- Attend in person: **21,056,622** votes, accounting for **2.7432%** of the total number of votes of all Corporation's shareholders.
- Attend online meeting: **448,007,919** votes, accounting for **58.3644%** of the total number of votes of all Corporation's shareholders.

The voting results are as follows:

- Total voting ballots issued: **136** representing for: **469,064,541** votes, accounting for: **100.0000%** on total number of votes of attending shareholders.
- Total voting ballots counted: **125** representing for: **468,608,940** votes, accounting for: **99.9029%** on total number of votes of attending shareholders.
- Total shareholders did not cast the vote: **11** representing for: **455,601** votes, accounting for: **0.0971%** on total number of votes of attending shareholders.

**5. Detailed vote counting results for each content:**

**5.1. Approving on the Business operation plan for 2024 according to Section I Submission No. 01/2024/KBC/TT-HDQT**

**The EGM voted on the above content and the results are as follows:**

Valid: **125** voting ballots, representing: **468,608,940** votes, accounting for: **100.0000%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **123** voting ballots, representing: **468,589,420** votes, accounting for: **99.9958%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **2** voting ballots, representing: **19,520** votes, accounting for: **0.0042%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved to the Business operation plan for 2024 with 99.9958% approval.**

**5.2. Approving on the Listing of Bonds according to Section II Submission No. 01/2024/KBC/TT-HDQT**

**The EGM voted on the above content and the results are as follows:**

Valid: **125** voting ballots, representing: **468,608,940** votes, accounting for: **100.0000%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **122** voting ballots, representing: **468,589,320** votes, accounting for: **99.9958%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **3** voting ballots, representing: **19,620** votes, accounting for: **0.0042%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the listing of Bonds with 99.9958% approval.**

**5.3. Approving on the Selection of the independent auditing company for 2024 according to Section III Submission No. 01/2024/KBC/TT-HDQT**

**The EGM voted on the above content and the results are as follows:**

Valid: **125** voting ballots, representing: **468,608,940** votes, accounting for: **100.0000%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **114** voting ballots, representing: **458,236,020** votes, accounting for: **97.7864%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **11** voting ballots, representing: **10,372,920** votes, accounting for: **2.2136%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the Selection of the independent auditing company for 2024 with 97.7864% approval.**

**5.4. Approving on the transaction policy between related parties according to Submission No. 02/2024/KBC/TT-HDQT**

**The EGM voted on the above content and the results are as follows:**

Valid: **125** voting ballots, representing: **468,608,940** votes, accounting for: **100.0000%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **102** voting ballots, representing: **412,001,462** votes, accounting for: **87.9201%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **16** voting ballots, representing: **27,542,478** votes, accounting for: **5.8775%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **7** voting ballots, representing: **29,065,000** votes, accounting for: **6.2024%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the transaction policy between related parties with 87.9201% approval.**

**5.5. Approving on the cancellation of Cash dividend payment plan approved in the Resolutions No. 2306/2023/KBC/NQ-DHDCD dated 23/06/2023 and the Resolution No. 28121/2022/KBC/NQ-DHDCD dated 28/12/2022 according to Report No. 03/2024/KBC/BC-HDQT**

**The EGM voted on the above content and the results are as follows:**

Valid: **125** voting ballots, representing: **468,608,940** votes, accounting for: **100.0000%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **118** voting ballots, representing: **439,982,940** votes, accounting for: **93.8913%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **3** voting ballots, representing: **1,090,000** votes, accounting for: **0.2326%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **4** voting ballots, representing: **27,536,000** votes, accounting for: **5.8761%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the cancellation of Cash dividend payment plan approved in the Resolutions No. 2306/2023/KBC/NQ-DHDCD dated 23/06/2023 and the Resolution No. 28121/2022/KBC/NQ-DHDCD dated 28/12/2022 with 93.8913% approval.**

**5.6. Approving on the cancellation of the share repurchase plan to reduce the charter capital approved in the GMS's Resolution No. 28122/2022/KBC/ND-DHDCD dated 28/12/2022 according to Report No. 03/2024/KBC/BC-HDQT**

**The EGM voted on the above content and the results are as follows:**

Valid: **125** voting ballots, representing: **468,608,940** votes, accounting for: **100.0000%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **118** voting ballots, representing: **457,918,220** votes, accounting for: **97.7186%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **2** voting ballots, representing: **48,700** votes, accounting for: **0.0104%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **5** voting ballots, representing: **10,642,020** votes, accounting for: **2.2710%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the cancellation of the share repurchase plan to reduce the charter capital approved in the GMS's Resolution No. 28122/2022/KBC/ND-DHDCD dated 28/12/2022 with 97.7186% approval.**

**5.7. Approving on the report on the significant transactions of a related party which is Trang Cat One**

**Member Urban Development Limited arising in 2023 and 2024 according to Report No. 04/2024/KBC/BC-HDQT**

**The EGM voted on the above content and the results are as follows:**

Valid: **125** voting ballots, representing: **468,608,940** votes, accounting for: **100.0000%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **103** voting ballots, representing: **413,461,662** votes, accounting for: **88.2317%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **16** voting ballots, representing: **27,542,478** votes, accounting for: **5.8775%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **6** voting ballots, representing: **27,604,800** votes, accounting for: **5.8908%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the report on the significant transactions of a related party which is Trang Cat One Member Urban Development Limited arising in 2023 and 2024 with 88.2317% approval.**

**PART C. VOTING ON THE MINUTES AND RESOLUTION OF THE MEETING**

**Ms Tran Thi Thu Ha** – Head of the Secretary Committee presented the Minutes and Draft of Resolutions of the First Extraordinary General Meeting of Shareholders in 2024.

**The Meeting agreed and approved on the Meeting Minutes and Resolutions of the First Extraordinary General Meeting of Shareholders in 2024**

This Minutes is drafted at 11:40 am on March 28<sup>th</sup>, 2024.

The meeting concluded at 11:45 am on the same day.

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN**

*(signed and stamped)*

**DANG THANH TAM**

**ON BEHALF OF  
SECRETARY COMMITTEE  
HEAD**

*(signed)*

**TRAN THI THU HA**



No: 01/2024/KBC/TT-HDQT

Bac Ninh, March ..., 2024

## SUBMISSIONS

### THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2024

***Persuant to:***

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11<sup>st</sup>, 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019 and guiding documents.*
- *Decree No. 155/2020/ND-CP passed by the Government on December 31<sup>st</sup>, 2020;*
- *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. BOD respectfully proposes to the General Meeting of Shareholders (GMS) for consideration and approval on the following issues at the 1<sup>st</sup> Extraordinary General Meeting of Shareholders in 2024 of the Corporation:

**I. APPROVING ON THE BUSINESS OPERATION PLAN FOR 2024**

Dear Shareholders,

As entering the year 2024, we anticipate continued challenges in the global and domestic economic landscape. Despite this, Vietnamese economy has begun to receive positive signals from the capital market and monetary policies at the start of 2024. Additionally, the government has initiated the implementation of legal policies to resolve obstacles and difficulties in the real estate market, as well as has made efforts to promote sustainable and long-term development of the stock market.

Facing numerous challenges throughout 2023, guided by the correct direction set by the GMS, the BOD and the Executive Board has successfully navigated KBC through a year filled with difficulties and challenges, achieving significant results compared to 2022. Among these accomplishments, several notable outcomes include:

Firstly, the Corporation successfully redeemed the entire bond debt, both matured and immature bond, totaling VND 3,900 billion in principal and VND 161.99 billion in accrued interest, which results in VND 0 in outstanding bond debt of the corporation before June 30<sup>th</sup>, 2023, leading the Debt/Equity ratio to only 18.12% (according to the fourth quarter's Consolidated Financial Statements in 2023 of the Corporation). Therefore, right from the beginning of 2024, many credit institutions and investment funds have expressed interest in providing funding for the Corporation's ongoing projects.

Secondly, the business results of 2023 showed significant growth compared to 2022. According to the fourth quarter's Consolidated Financial Statements in 2023, the consolidated total revenue of the corporation reached over VND 6,100 billion, equivalent to 175% compared to 2022, while the consolidated net profit after tax reached VND 2,218 billion, equivalent to 140.1% compared to 2022. The majority revenue came from land leasing and industrial park infrastructuring activities, totaling VND 5,644.7 billion, a sixfold increase compared to 2022. This represents the most impressive growth result in 2023 as well as in recent years of the Corporation.

However, in 2023, the completion of legal procedures for the Corporation's projects still encountered numerous challenges. Therefore, we anticipate that the resolute policies of the Government and the flexible mechanisms of local authorities where KBC implements projects recently, aimed at resolving difficulties for the real estate market, particularly the resolution of legal procedure obstacles, will propel the development of businesses in general and KBC in particular.

Aligned with market insights and investment promotion efforts, by the end of 2023, KBC welcomed numerous multinational corporations for discussing and inquiring the investment needs in KBC's industrial zones and subsidiaries. Additionally, the Board of Directors anticipates that KBC's projects which are lacking legal procedures will be completed and approved from the second quarter of 2024, such as Trang Due 3 Industrial Zone, Loc Giang Industrial Zone, Phuc Ninh Urban Area, Trang Cat Urban Area, etc. Therefore, the Executive Board has estimated that the leased land area in industrial zones in 2024 will be approximately 150 hectares, which comes from Nam Son Hap Linh Industrial Zone, Quang Chau Industrial Zone, Tan Phu Trung Industrial Zone, industrial clusters in Hung Yen, Long An, and especially Trang Due 3 Industrial Zone, etc. Furthermore, some of the Corporation's urban development projects are also expected to generate

revenue and profit in 2024.

Simultaneously, the Corporation is consistently preparing new industrial land reserves to meet investors' needs in the upcoming period. KBC is striving to complete necessary legal procedures to continue obtaining approvals for new projects in various locations such as Bac Ninh, Thai Nguyen, Hau Giang, Can Tho, Vung Tau, etc., with an estimated total area of 3,500 hectares of industrial land and 650 hectares of urban development land.

Therefore, based on the aforementioned prospects, the BOD submits the business operation plan for 2024 to the GMS as follows:

- ✓ Estimated total consolidated revenue in 2024: **VND 9,000 billion**
- ✓ Estimated total consolidated profit after tax in 2024: **VND 4,000 billion**

## **II. APPROVING ON THE LISTING OF BONDS**

The BOD proposes to the GMS to approve on the listing of the bonds which are newly issued in 2024 by the Corporation that need listing in accordance with the law until the time of the nearest GMS in 2025 (including bonds approved by the BOD); and to authorize the BOD to carry out the necessary procedures to list bonds on the Stock Exchange in accordance with the law.

## **III. APPROVING ON THE SELECTION OF THE INDEPENDENT AUDITING COMPANY FOR 2024**

Following the proposal and recommendation of the Board of Supervisors, to ensure smooth operation, progress, and quality of the audit reports in 2024, the BOD respectfully requests the GMS for the approval of the following list of audit firms:

- (1) Ernst & Young Vietnam Limited (E&Y)
- (2) KPMG Limited (KPMG)
- (3) Deloitte Vietnam Audit Co., Ltd (Deloitte)
- (4) PWC (Vietnam) Limited (PWC)
- (5) Grant Thornton (Vietnam) Limited
- (6) UHY Audit and Advisory Limited
- (7) International Audit and Valuation Limited
- (8) Vietnam Audit and Valuation Limited
- (9) Moore AISC Auditing and Informatics Services Limited

The BOD respectfully requests the GMS to authorize the BOD to select from the mentioned audit firms to perform the audit and review of the financial statements as follows:

- ✓ Audit the financial statements for the year 2024 and review the semi-annual financial statements for 2024;
- ✓ Review the financial statements at any time as requested by the Corporation.

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

**Recipients:**

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

*(signed and stamped)*

**DANG THANH TAM**



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

Bac Ninh, March 28th, 2024

**SUBMISSIONS**  
**THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF**  
**SHAREHOLDERS IN 2024**

Approving on the transaction policy between related parties  
*arising in 2024 until the next General Meeting of Shareholders in 2025.*

***Pusuant to:***

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 1<sup>st</sup>, 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26<sup>th</sup>, 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 1<sup>st</sup> 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 16<sup>th</sup>, 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**

*(signed and stamped)*

**DANG THANH TAM**

No.: 03/2024/KBC/BC-HDQT

Bac Ninh, March 28th 2024

## REPORT TO THE GENERAL MEETING OF SHAREHOLDERS

Reporting on the contents approved by the General Meeting of Shareholders (GMS) but not yet implemented in 2023

### Dear Our Valued Shareholders!

The Board of Directors (BOD) of Kinh Bac City Development Holding Corporation would like present to the Shareholders the outstanding implementation of the Resolutions from the General Meeting of Shareholders in 2023 as follows:

No.	Approved contents	The implementation
1	According to the Resolution of the Annual General Meeting in 2023, No. 2306/2023/KBC/NQ-DHDCD dated 23/06/2023 and the Resolution No. 28121/2022/KBC/NQ-DHDCD dated 28/12/2022, the GMS has approved the plan for distributing accumulated undistributed after-tax profit at December 31 <sup>st</sup> , 2022, to paying cash dividends at a rate of 20% for existing shareholders in 2023.	As of December 31 <sup>st</sup> , 2023, the Board of Directors has not been able to implement the plan for cash dividend payment to existing shareholders as approved in the resolutions of the GMS. The reason is that in 2023, the BOD prioritized allocating all financial resources to fully redeem both matured and immature bonds, totaling VND 3,900 billion in principal and VND 161.99 billion in interest, reducing the company's bond debt into zero before June 30 <sup>th</sup> , 2023. Additionally, the BOD had to strategically manage financial resources to ensure the financial capacity for the implementation and expansion of project scales.  Therefore, the BOD has been unable to execute the cash dividend payment plan in 2023. The BOD proposes to the GMS the cancellation of Cash dividend payment plan approved in the Resolutions No. 2306/2023/KBC/NQ-DHDCD dated 23/06/2023 and the Resolution No.

		28121/2022/KBC/NQ-DHDCD dated 28/12/2022. The BOD is going to present an alternative profit distribution plan at the Annual General Meeting of Shareholders (AGM) in 2024.
2	According to the Resolution of the GMS No. 28122/2022/KBC/NQ-DHDCD dated 28/12/2022, the GMS has approved the plan of repurchasing 100,000,000 shares to reduce the charter capital, concurrently has authorized the Board of Directors to decide on all issues related to the share repurchase.	<p>Immediately after the GMS's Resolution has approved, the Board of Directors issued the Resolution No. 0401.1/2023/KBC/NQ-HDQT dated 04/01/2023, to implement the share buyback plan, and the Resolution No. 1004/2023/KBC/NQ-HDQT dated 10/04/2023 to adjust and approve for the share buyback plan. Upon submitting the share repurchase report to the State Securities Commission (SSC), the Board of Directors observed that the documentation was incomplete. Consequently, the Board of Directors issued the Resolution No. 1704/2023/KBC/NQ-HDQT dated 17/04/2023, to withdraw the share repurchase report.</p> <p>However, during the ongoing process of completing the documentation, the stock market exhibited positive trends, KBC's stock prices maintaining a favorable level above VND 30,000 per share. Therefore, the BOD decided not to proceed with the share repurchase in 2023.</p> <p>Additionally, many KBC's projects are experiencing an acceleration in investment. Consequently, to ensure the financial capacity of the Corporation for expansion and participation in new projects, the BOD proposes to the GMS the cancellation of the share repurchase plan to reduce the charter capital approved in the GMS's Resolution No. 28122/2022/KBC/ND-DHDCD dated 28/12/2022.</p>

Above is the Report on the contents approved by the General Meeting of Shareholders but not yet implemented in 2023. The Board of Directors of Kinh Bac City Development Holding Corporation reports to the GMS for information and approval.

**Recipients:**

- The shareholders;
- Members of Board of Directors;
- Members of Executive Board;
- Members of Supervisory Board;
- Stored: Admin.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOARD**

*(Signed and stamped)*

**DANG THANH TAM**

No.: 04/2024/KBC/BC-HDQT

Bac Ninh, March 28th, 2024

## REPORT TO THE GENERAL MEETING OF SHAREHOLDERS

Reporting on the significant transactions of a related party which is Trang Cat One Member Urban Development Limited arising in 2023 and 2024

### Dear Our valued Shareholders!

In 2023, within the scope of authority of the Board of Directors (BOD), the BOD issued Resolution No. 2110/2023/KBC/HDQT dated 21/10/2023, and Resolution No. 3010/2023/KBC/HDQT dated 30/10/2023 approving for charter capital increasing of Trang Cat One Member Urban Development Limited ("Trang Cat Company"), which is wholly-owned by Kinh Bac City Development Holding Corporation. The purpose of this initiative is to enhance the financial capacity of Trang Cat Company in order to implement the Trang Cat Urban and Service Area Project.

As of October 30<sup>th</sup>, 2023, Kinh Bac City Development Holding Corporation has successfully increased the charter capital for Trang Cat Company, with specific details as follows:

- Registered charter capital before changes: **VND 6,630,000,000,000** (*In words: Six trillion, six hundred and thirty billion Vietnam Dong*).
- Capital increase amount: **VND 6,051,000,000,000** (*In words: Six trillion, fifty-one billion Vietnam Dong*).
- Registered charter capital after changes: **VND 12,681,000,000,000** (*In words: Twelve trillion six hundred and eighty-one billion Vietnam Dong*).
- Capital increase form: Shareholders contributed additional capital in Vietnamese Dong to Trang Cat Urban Development One Member Limited Liability Company.

However, after completed the capital increasing, the Trang Cat Urban and Service Area project has not utilized the significant capital resources available to the company. Therefore, to ensure effective cash flow utilization throughout the entire Corporation, especially considering the challenging situation in accessing credit sources, Trang Cat Company provided



loans to other subsidiaries of KBC, which are Saigon - Hai Phong Industrial Park Corporation and Saigon - Bac Giang Industrial Park Corporation. Consequently, during the year, the Corporation engaged in several significant transactions with related parties, all of which were within the scope of the approved by the General Meeting of Shareholders's Resolution on the transaction policy between related parties.

Therefore, the Board of Directors of Kinh Bac City Development Holding Corporation hereby reports to the GMS for the information and approval.

Additionally, the Board of Directors respectfully proposes to the GMS the investment and business plan for the Trang Cat Urban and Service Area project in 2024. This plan aims to ensure efficiency and alignment with actual needs, promptly initiates the project for commercial operations to meet the revenue, profit, and cash flow targets for the Corporation in 2024. The plan includes key tasks and potential significant transactions as follows:

- Adjusting the increase/decrease of charter capital for Trang Cat Company at appropriate times depending on the actual situation and capital utilization needs of the project;
- Seeking business investment partners;
- Arranging capital sources for the project through forms such as loan capital, bond issuance, investment cooperation;
- Wholesale of part of the project to secondary investors, etc.

**Recipients:**

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAND OF THE BOARD**

*(signed and stamped)*

**DANG THANH TAM**