

No: 2812-5/2022/KBC-CK

Bac Ninh, December 28th, 2022

EXTRAORDINARY INFORMATION DISCLOSURE

To:

- State Securities Committee;
- Ho Chi Minh Stock Exchange;
- Hanoi Stock Exchange;
- Esteemed Shareholders.

1. Name of organization: Kinh Bac City Development Holding Corporation

- Securities code: KBC

- Bond code: KBC121020

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

- Tel: (0222) 3634034

Fax: (0222) 3634035

- E-mail: info@kinhbacity.vn

Website: <http://www.kinhbacity.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 disclosure information on **the approval of Meeting Minutes and the Resolutions of the 2nd Extraordinary General Meeting of Shareholders in 2022** as below:

The Board of Directors unanimously issued: (i) Resolution No. 28121/2022/KBC/NQ-DHDCD and Resolution No. 28122/2022/KBC/NQ-DHDCD of the 2nd Extraordinary General Meeting of Shareholders in 2022 dated December 28th 2022; and (ii) Meeting Minutes No. 2812/2022/KBC/BB-DHDCD dated December 28th 2022. The full text of the Meeting Minutes, Resolutions of the General Meeting of Shareholders and Submissions approved by the General Meeting of Shareholders are attached to this official letter.

3. This information was published on the company's website on December 28th, 2022 at the link <http://www.kinhbacity.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 COPPORATION
Authorized person to disclose informaion
Deputy General Manager**

(signed and stamped)

Pham Phuc Hieu

No: 28121/2022/KBC/NQ-ĐHĐCĐ

Bac Ninh, December 28th, 2022

RESOLUTION

THE 2ND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022

- 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;
- Pursuant to 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;
- The 2nd GMS's Meeting minutes in 2022 of Kinh Bac City Development Holding Corporation No: 2812/2022/KBC/BB-DHĐCĐ dated December 28th 2022.

The 2nd Extraordinary General Meeting Of Shareholders in 2022 (GMS) of Kinh Bac City Development Holding Corporation has discussed and voted on approval of these following issues:

ARTICLE 1: APPROVING THE BUSINESS PLAN FOR 2023

The GMS approved the 2023 business plan of the Corporation according to Section I, Report No. 2812-1/2022/KBC/TT-HDQT presented at the General Meeting and attached to this Resolution.

ARTICLE 2: APPROVING THE LISTING OF BONDS

The GMS approved the listing of bonds already issued and newly issued in 2023 by the Corporation that need to be listed in accordance with the law until the time of the nearest GMS in 2024, details according to Section II, Submission No. 2812-1/2022/KBC/TT-HDQT presented at the General Meeting and attached to this Resolution.

ARTICLE 3: APPROVING THE CANCELLATION OF THE PLAN FOR THE SHARE PRIVATE PLACEMENT IN 2022

The GMS approved the cancellation of the plan for the share private placement 2022 according to Section III, Submission No. 2812-1/2022/KBC/TT-HDQT presented at the General Meeting and attached to this Resolution.

ARTICLE 4: APPROVING THE PLAN OF PAYING CASH DIVIDENDS FOR EXISTING SHAREHOLDERS IN 2023

The GMS approved the plan to pay cash dividends to existing shareholders in 2023 according to the Submission No. 2812-3/2022/KBC/TT-HDQT presented at the General Meeting and attached to this Resolution.

ARTICLE 5: APPROVING THE TRANSACTION POLICY BETWEEN RELATED PARTIES

The GMS approved the transaction policy between related parties arising in 2023 until the nearest meeting in 2024, to ensure the compliance with internal governance responsibilities as well as business activities of the Corporation as being transparent, avoiding omissions related to the implementation of business operation plans; development strategy; plans for capital transfer and investment cooperation among companies in the same system; administrative activities; the Corporation's reporting and information disclosure obligations on the stock market, detailed in the Submission No. 2812-4/2022/KBC/TT-HDQT presented to the General Meeting and attached to this Resolution.

This Resolution takes effect from December 28th 2022. The GMS assigns the Board of Directors, the Management Board and relating persons to be responsible for executing the Resolution.

Recipients:

- The shareholders;
- SSC, HSX, HNX;
- Members of the BOD, the EB, the SB;
- Stored: Admin.

**ON BEHALF OF GENERAL MEETING OF
SHAREHOLDERS**

CHAIRMAN

(signed and stamped)

NGUYEN THI THU HUONG

Số: 28122/2022/KBC/NQ-ĐHĐCĐ

Bac Ninh, December 28th, 2022

RESOLUTION

THE 2ND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022

- 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;
- Pursuant to 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;
- The 2nd GMS's Meeting minutes in 2022 of Kinh Bac City Development Holding Corporation No: 2812/2022/KBC/BB-DHDCD dated 28th December 2022.

The 2nd Extraordinary General Meeting of Shareholders in 2022 (GMS) of Kinh Bac City Development Holding Corporation has unanimously voted to approve the plan to buy back shares to reduce the Corporation's charter capital as follows:

ARTICLE 1: APPROVING THE PLAN OF BUYING BACK SHARES OF THE CORPORATION

The General Meeting has approved the plan of buying shares according to the Submission of the BOD with the following detailed information:

I. Repurchase plan

1. Name of shares registered to buy: **Shares of Kinh Bac City Development Holding Corporation;**
2. Type of securities: Common shares;
3. Par value: 10,000 VND/share;
4. Stock code: **KBC;**
5. Total existing treasury shares: 0 shares;
6. Total number of shares registered to buy: 100,000,000 shares.
7. Purpose of repurchase: Repurchase shares to reduce charter capital;

8. Capital sources for redemption: Equity surplus, investment and development funds, undistributed after-tax profits, other funds under equity at the time of implementation.

9. Estimated time of transaction: After the State Securities Commission announces the receipt of the report on registration to buy shares and the Company has disclosed information according to regulations. The maximum transaction time is not more than thirty (30) days from the date of starting the transaction.

10. Trading method: Order matching and/or agreement transactions;

11. Principle of price determination: According to current legal documents and securities trading regulations of Ho Chi Minh City Stock Exchange.

12. Price (price range): According to the market price at the time of transaction but not higher than 34,000 VND, ensuring the compliance with regulations on determining price range in accordance with current legal documents and trading regulations securities transactions of the Ho Chi Minh City Stock Exchange.

13. Daily order quantity: According to current legal documents and securities trading regulations of Ho Chi Minh City Stock Exchange;

14. Name of securities company appointed to act as an agent for stock purchase transactions:

- Name of securities company NAVIBANK SECURITIES JOINT STOCK COMPANY
- Address: 6th Floor, Handi Resco Building, 521 Kim Ma, Ngoc Khanh Ward, Ba Dinh District, Hanoi
- Phone: 84-24 3724 5999
- Trading account: 090C108288

15. Relevant legal proceedings after the completion of the share repurchase

- Carrying out procedures and working on adjusting securities registration at the Vietnam Securities Depository Center (VSD) and adjusting securities trading registration at the Ho Chi Minh Stock Exchange.
- Approving the adjustment of the Company's Charter (charter capital item) and the procedures for adjusting the Business Registration Certificate according to the report on share repurchase results according to the approved plan.

II. Choosing a consulting partner and an agent to perform the transaction

Approving the selection of Navibank Securities Joint Stock Company as a partner providing consulting services, supporting the implementation of stock purchase procedures, and acting as an agent for the purchase of treasury shares.

III. Contents authorized for the Board of Directors

The General Meeting of Shareholders approved the authorization for the Board of Directors to decide on all issues related to the share repurchase, specifically:

- Deciding on the contents within the scope of the policy approved by the General Meeting of Shareholders, including but not limited to: selection of execution time, transaction time, price range, purchase price, specific daily purchase quantity, balancing specific capital sources and other related issues to ensure that the stock repurchase is done legally, in accordance with regulations and in accordance with the actual situation and the Company's plans;
- Deciding and carrying out legal procedures related to share repurchase, including but not limited to: Finalizing, amending, supplementing, approving and issuing plans and documents for repurchase registration of shares in accordance with the law; Approving the report on the results of the share repurchase to the competent State agency and carrying out the procedures for information disclosure; Procedures for changing the number of outstanding voting shares according to the provisions of law;
- Carrying out procedures and working to adjust securities registration at the Vietnam Securities Depository Center (VSD) and register for additional securities trading at the Ho Chi Minh City Stock Exchange (HOSE);
- Processing the adjustment of the charter capital on the charter of the Company and the procedures related to the change of the Business Registration Certificate;

ARTICLE 2: IMPLEMENTATION TERMS

This Resolution takes effect from December 28th, 2022. The General Meeting of Shareholders assigns the members of the Board of Directors, the Board of Managers of the Corporation and related persons to be responsible for the implementation of this Resolution.

Recipients:

- The shareholders;
- SSC, HSX, HNX;
- Members of the BOD; EB, SB;
- Stored: Admin.

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

CHAIRMAN

(signed and stamped)

NGUYEN THI THU HUONG

No: 2812/2022/KBC/BB-DHDCD

Bac Ninh, December 28th, 2022

MEETING MINUTES

THE 2ND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022

- 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 18th change on July 05th 2022, issued by Bac Ninh Department of Planning and Investment.
- Meeting time** : Starting at 9:00 AM, December 28th, 2022
- Meeting location** : Kinh Bac 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 2nd Extraordinary General Meeting of shareholders in 2022 (GMS) approved by the General Meeting of Shareholders.
- Voter eligibility report** : Number of Attendees: **154** (including shareholders and their authorized representatives)

Number of Shareholders authorized: **11**

Representing: **529,011,000** shares, being equivalent to **529,011,000** votes (Each ordinary share has one vote), accounting for: **68.9171%** of the total number of votes of all shareholders of the Corporation
- Participants** : All shareholders named in the list of shareholders finalized on November 28th, 2022 provided by Vietnam Securities Depository (VSD).
- Chairman of the Meeting** : Mrs Nguyen Thi Thu Huong – Member of BOD cum Chef Executive Officer
- 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, Executive Board, Supervisory Board, Advisory partner - FPT Securities, Navibank Securities and 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 voting shares of the Company: **767.604.759** shares.

At 09:00 am on December 28th, 2022:

Number of Attendees: 110 (including shareholders and their authorized representatives)

Number of Shareholders authorized: 09

Representing: 521,890,879 shares, being equivalent to 521,890,879 votes (Each ordinary share has one vote), accounting for: 67.9895% of the total number of votes of all shareholders of the Corporation

Pursuant to the Law on Enterprises, the Charter on organization and operation of Kinh Bac City Development Holding Corporation, **the 2nd Extraordinary General Meeting of Shareholders in 2022 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 the Chairman's Board:

The Chairman's Board:

- Mr Dang Thanh Tam - Chairman of the BOD (attended online meeting)
- Mrs Nguyen Thi Thu Huong - Member of the BOD, CEO
- Mr Huynh Phat - Member of the BOD
- Mr Pham Phuc Hieu - Deputy General Manager
- Mrs Nguyen My Ngoc - Deputy General Manager
- Mr Bui Ngoc Quan - Business Manager
- Ms Dang Nguyen Quynh Anh - Member of the BOD (attended online meeting)
- Mr Le Hoang Lan - Independent Member of the BOD (attended online meeting)

Pursuant to Power of Attorney No. 2212/2022/KBC/UQ dated December 22nd 2022 of Mr. Dang Thanh Tam - Chairman of the Board of Directors authorized Mrs Nguyen Thi Thu Huong – Member of the BOD cum Chief Executive Officer, to be the Chairman, manage the General Meeting and issue the Minutes and Resolutions of the 2nd Extraordinary GMS.

Mrs Nguyen Thi Thu Huong – 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

Mrs Nguyen Thi Thu Huong – 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 2nd Extraordinary General Meeting of shareholders in 2022.

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 2nd Extraordinary General Meeting of shareholders in 2022.

II The reports and submissions at the Meeting

1. Pursuant to Power of Attorney No. 2212-1/2022/KBC/UQ dated December 22nd 2022 of Mr. Dang Thanh Tam - Chairman of the Board of Directors authorized Ms Tran Thi Thu Ha – Company Secretary, to represent Submissions at the meeting, including:
 - Submission No. 2812-1/2022/KBC/TT-HDQT approving the Business operation plan in 2023, the listing of bond and the cancellation of plan for the share private placement 2022;
 - Submission No. 2812-2/2022/KBC/TT-HDQT approving the share repurchase plan;
 - Submission No. 2812-3/2022/KBC/TT-HDQT approving the plan of paying cash dividends for shareholders in 2023;
 - Submission No. 2812-4/2022/KBC/TT-HDQT approving the transaction policy between related parties.
2. Immediately after the presentation of submissions, the GMS conducted voting through online form (electronic voting) and voted directly into the ballot box.
3. At the General Meeting **Mrs. Nguyen Thi Thu Huong - Chairman of the Meeting** moderated the GMS to discuss issues related to the contents under the authority of the General Meeting of Shareholders, as follows:

The Presidium received many questions from shareholders attending the meeting related to issues including: the repurchase of shares, the business plan for 2023 and the plan to pay cash dividends to shareholders.

On behalf of the Presidium, Mr. Dang Thanh Tam - Chairman of the Board of Directors thanked the shareholders for always trusting and supporting the Corporation and answered the questions related to the above issues of shareholders. After Mr. Dang Thanh Tam answered questions to shareholders, the meeting did not receive any other questions.

4. The vote counting results with each content were reported at the General Meeting 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 Shareholders Eligibility Committee updated to 09:56 am on December 28th, 2022 was:

Number of Attendees: **142**

Number of Shareholders authorized: **11**

Representing: **528,690,401** shares, being equivalent to **528,690,401** votes (Each ordinary share has one vote), accounting for: **68,8753%** of the total number of votes of all shareholders of the Corporation

- Total voting ballots issued: **142** representing for: **528,690,401** votes, accounting for: **100.0000%** on total number of votes of attending shareholders.
- Total voting ballots counted: **122** representing for: **528,278,192** votes, accounting for: **99.9220%** on total number of votes of attending shareholders.
- Total shareholders did not cast the vote: **20** representing for: **412,209** votes, accounting for: **0.0780%** on total number of votes of attending shareholders.

5. Detailed vote counting results for each content:

5.1. Approving the Business operation plan in 2023 according to Section I, Submission No. 2812-1/2022/KBC/TT-HDQT

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

- Valid: **122** voting ballots, representing: **528,278,192** votes, accounting for: **100.0000%** the total votes of all shareholders who attended and voted in the GMS.
- Approval: **116** voting ballots, representing: **528,215,688** votes, accounting for: **99.9882%** the total votes of all shareholders who attended and voted in the GMS.
- Disapproval: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.
- No-opinion: **6** voting ballots, representing: **62,504** votes, accounting for: **0.0118%** the total votes of all shareholders who attended and voted in the GMS.
- Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.

Thus, the Meeting approved the Business operation plan in 2023 with 99.9882% approval.

5.2. Approving the listing of bond according to Section II, Submission No. 2812-1/2022/KBC/TT-HDQT

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

- Valid: **122** voting ballots, representing: **528,278,192** votes, accounting for: **100.0000%** the total votes of all shareholders who attended and voted in the GMS.
- Approval: **114** voting ballots, representing: **528,257,287** votes, accounting for: **99.9960%** the total votes of all shareholders who attended and voted in the GMS.
- Disapproval: **1** voting ballots, representing: **66** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.
- No-opinion: **7** voting ballots, representing: **20,839** votes, accounting for: **0.0039%** the total votes of all shareholders who attended and voted in the GMS.

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

Thus, the Meeting approved the listing of bond with 99.9960% approval.

5.3. Approving the cancellation of plan for the share private placement 2022 according to Section III, Submission No. 2812-1/2022/KBC/TT-HDQT

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

- Valid: **122** voting ballots, representing: **528,278,192** votes, accounting for: **100.0000%** the total votes of all shareholders who attended and voted in the GMS.
- Approval: **120** voting ballots, representing: **528,270,927** votes, accounting for: **99.9986%** the total votes of all shareholders who attended and voted in the GMS.
- Disapproval: **1** voting ballots, representing: **66** votes, accounting for: **0,0000%** the total votes of all shareholders who attended and voted in the GMS.
- No-opinion: **1** voting ballots, representing: **7,199** votes, accounting for: **0.0014%** the total votes of all shareholders who attended and voted in the GMS.
- Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.

Thus, the Meeting approved the cancellation of plan for the share private placement 2022 with 99.9986% approval.

5.4. Approving the share repurchase plan according to Submission No. 2812-2/2022/KBC/TT-HDQT

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

- Valid: **122** voting ballots, representing: **528,278,192** votes, accounting for: **100.0000%** the total votes of all shareholders who attended and voted in the GMS.
- Approval: **113** voting ballots, representing: **505,171,129** votes, accounting for: **95,6260%** the total votes of all shareholders who attended and voted in the GMS.
- Disapproval: **5** voting ballots, representing: **23,096,146** votes, accounting for: **4,3720%** the total votes of all shareholders who attended and voted in the GMS.
- No-opinion: **4** voting ballots, representing: **10,917** votes, accounting for: **0.0021%** the total votes of all shareholders who attended and voted in the GMS.
- Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.

Thus, the Meeting approved the share repurchase plan with 95,6260% approval.

5.5. Approving the plan of paying cash dividends for shareholders in 2023 according to Submission No. 2812-3/2022/KBC/TT-HDQT

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

- Valid: **122** voting ballots, representing: **528,278,192** votes, accounting for: **100.0000%** the total votes of all shareholders who attended and voted in the GMS.
- Approval: **119** voting ballots, representing: **523,570,127** votes, accounting for: **99.1088%** the total votes of all shareholders who attended and voted in the GMS.

- Disapproval: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.
- No-opinion: **3** voting ballots, representing: **4.708.065** votes, accounting for: **0.8912%** the total votes of all shareholders who attended and voted in the GMS.
- Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.

Thus, the Meeting approved the plan of paying cash dividends for shareholders in 2023 with 99.1088% approval.

5.6. Approving the transaction policy between related parties according to Submission No. 2812-4/2022/KBC/TT-HDQT

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

- Valid: **122** voting ballots, representing: **528,278,192** votes, accounting for: **100.0000%** the total votes of all shareholders who attended and voted in the GMS.
- Approval: **97** voting ballots, representing: **482,395,666** votes, accounting for: **91.3147%** the total votes of all shareholders who attended and voted in the GMS.
- Disapproval: **16** voting ballots, representing: **21,214,615** votes, accounting for: **4.0158%** the total votes of all shareholders who attended and voted in the GMS.
- No-opinion: **9** voting ballots, representing: **24,667,911** votes, accounting for: **4.6695%** the total votes of all shareholders who attended and voted in the GMS.
- Invalid: **0** voting ballots, representing: **0** votes, accounting for: **0.0000%** the total votes of all shareholders who attended and voted in the GMS.

Thus, the Meeting approved the transaction policy between related parties with 91.3147% 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 2nd Extraordinary General Meeting of shareholders in 2022.

The Meeting agreed and approved on the Minutes and Resolutions of the 2nd Extraordinary General Meeting of Shareholders in 2022.

This Minutes is drafted at 11:00 am on December 28th 2022.

The meeting concluded at 11:20 am on the same day.

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

**ON BEHALF OF
THE SECRETARY COMMITTEE
HEAD**

(Signed and stamped)

(Signed)

NGUYEN THI THU HUONG

TRAN THI THU HA

No.: 2812-1/2022/KBC/TT-HDQT

Bac Ninh, December 28th, 2022

SUBMISSIONS

THE 2ND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022

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;*
- *Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation.*

Dear Our Esteemed Shareholders!

The Board of Directors (BOD) of Kinh Bac City Development Holding Corporation would like to send our respectful greetings to Shareholders. BOD submits to the General Meeting of Shareholders (GMS) for consideration and approval on the following issues at the 2nd Extraordinary General Meeting of Shareholders in 2022 of the Corporation:

I. APPROVING THE BUSINESS OPERATION PLAN IN 2023

Dear Shareholders, we forecast that the world economic situation will encounter many unpredictable developments. In 2023, the world economy is expected to be even more difficult. However, the great luck for KBC is that due to different geopolitical views, there will be a huge movement of foreign investors into Vietnam. In fact, we are currently welcoming a lot of investors and big corporations in the world who want to invest in our industrial parks. To meet the current needs of large-scale investors, KBC has also been lucky after many years of not being licensed any industrial parks, in 2020 - 2022 we are licensed many industrial parks from North to South in key provinces with a total area up to nearly 3000 hectares. In which, the compensation for site clearance is also being implemented drastically with great help from local authorities and large

banks that have been willing to sign capital financing, ensuring priority disbursement for high-tech industrial park projects.

Up to now, KBC is very reputable with the bank in terms of using capital for the right purposes and paying debts on time. Notably, as of September 30th, 2022, according to the Reviewed consolidated financial statements of the Corporation, the size of KBC's equity is VND 18,641.2 billion, the ratio of Debt/Equity is only 37.3%. Compared with the average level in the stock market with a Debt/Equity ratio of 3-5 times higher, the room for banks to continue lending to KBC is quite large. In addition, KBC still has many unsecured assets, which is also an advantage for banks to be willing to finance the Corporation.

Regarding business prospects, KBC is currently working with partners, estimating the leasing capacity to reach 200 hectares in 2023 at industrial park projects including Nam Son Hap Linh, Quang Chau Industrial Park, Tan Phu Trung Industrial Park, Tan Tap Industrial Park, Loc Giang Industrial Park, industrial park clusters in Long An, Hung Yen and especially in the expanded Trang Due Industrial Park phase 3, customers are ready.

Regarding the expansion of the land fund in the coming period, it is expected that KBC will also be approved for 3 new Industrial Parks with an area of about 3000 hectares.

Thus, on the basis of the above prospects, the Board of Directors and the Board of General Directors continue to make efforts, continue to pursue the Business Plan that the Board of Directors always aspires to do for Shareholders, specifically, the Board of Directors would like to submit to the General Meeting of Shareholders the business plan for 2023 as follows:

- ✓ Estimated total consolidated revenue in 2023: VND **9,000** billion
- ✓ Estimated total consolidated profit after tax in 2023: VND **4,000** billion

II. APPROVING THE LISTING OF BONDS

The BOD proposes to the GMS to approve the listing of the already-issued bonds that need to be listed in accordance with the law and the newly issued-bonds in 2023 by the Corporation until the time of the nearest GMS in 2024 (including bonds approved by the Board of Directors; 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 THE CANCELLATION OF PLAN FOR THE SHARE PRIVATE PLACEMENT 2022

The BOD would like to report to the General Meeting of Shareholders on the private placement of shares to increase charter capital in 2022 according to the Resolution No. 1002/2022/KBC/NQ-DHDCD of the General Meeting of Shareholders dated February 10th, 2022 as follows:

Due to a sharp decline in the performance of the Vietnam Stock Market in 2022, most of the stocks suffered a serious drop in price, including KBC, which is not favorable for

the private placement of shares to increase charter capital. Therefore, the Board of Directors has not yet implemented the plan to issue private shares in 2022 as approved by the Resolution of the General Meeting of Shareholders.

The Board of Directors submits to the General Meeting of Shareholders to approve the cancellation of the plan for the private placement of shares in 2022 according to the Resolution No. 1002/2022/KBC/NQ-DHDCD of the General Meeting of Shareholders dated February 10th, 2022.

Recipients:

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

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(signed and stamped)

DANG THANH TAM

No: 2812-2/2022/KBC/TT-HDQT

Bac Ninh, December 28th, 2022

SUBMISSIONS

THE 2ND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022

About: Approval for the share repurchase plan

- *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;*
- *Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation.*

Dear Our esteemed Shareholders of Kinh Bac City Development Holding Corporation!

The Board of Directors (*BOD*) of Kinh Bac City Development Holding Corporation would like to submit to the General Meeting of Shareholders (*GMS*) to consider and approve the report on approving the plan to buy back shares as follows:

I. Repurchase plan

1. Name of shares registered to buy: **Shares of Kinh Bac City Development Holding Corporation;**
2. Type of securities: Common shares;
3. Par value: 10,000 VND/share;
4. Stock code: **KBC;**
5. Total existing treasury shares: 0 shares;
6. Total number of shares registered to buy: 100,000,000 shares.
7. Purpose of redemption: Repurchase shares to reduce charter capital;
8. Capital sources for redemption: Equity surplus, investment and development funds,

undistributed after-tax profits, other funds under equity at the time of implementation.

9. Estimated time of transaction: After the State Securities Commission announces the receipt of the report on registration to buy shares and the Company has disclosed information according to regulations. The maximum transaction time is not more than thirty (30) days from the date of starting the transaction.

10. Trading method: Order matching and/or agreement transactions;

11. Principle of price determination: According to current legal documents and securities trading regulations of Ho Chi Minh City Stock Exchange.

12. Price (price range): According to the market price at the time of transaction but not higher than 34,000 VND, ensuring the compliance with regulations on determining price range in accordance with current legal documents and trading regulations securities transactions of the Ho Chi Minh City Stock Exchange.

13. Daily order quantity: According to current legal documents and securities trading regulations of Ho Chi Minh City Stock Exchange;

14. Name of securities company appointed to act as an agent for stock purchase transactions:

- Name of securities company NAVIBANK SECURITIES JOINT STOCK COMPANY
- Address: 6th Floor, Handi Resco Building, 521 Kim Ma, Ngoc Khanh Ward, Ba Dinh District, Hanoi
- Phone: 84-24 3724 5999
- Trading account: 090C108288

15. Relevant legal proceedings after the completion of the share repurchase

- Carrying out procedures and working on adjusting securities registration at the Vietnam Securities Depository Center (VSD) and adjusting securities trading registration at the Ho Chi Minh Stock Exchange.
- Approving the adjustment of the Company's Charter (charter capital item) and the procedures for adjusting the Business Registration Certificate according to the report on share repurchase results according to the approved plan.

II. Choosing a consulting partner and an agent to perform the transaction

Approving the selection of Navibank Securities Joint Stock Company as a partner providing consulting services, supporting the implementation of stock purchase procedures, and acting as an agent for the purchase of treasury shares.

III. Contents authorized for the Board of Directors

The General Meeting of Shareholders approved the authorization for the Board of Directors to decide on all issues related to the share repurchase, specifically:

- Deciding on the contents within the scope of the policy approved by the General

Meeting of Shareholders, including but not limited to: selection of execution time, transaction time, price range, purchase price, specific daily purchase quantity, balancing specific capital sources and other related issues to ensure that the stock repurchase is done legally, in accordance with regulations and in accordance with the actual situation and the Company's plans;

- Deciding and carrying out legal procedures related to share repurchase, including but not limited to: Finalizing, amending, supplementing, approving and issuing plans and documents for repurchase registration of shares in accordance with the law; Approving the report on the results of the share repurchase to the competent State agency and carrying out the procedures for information disclosure; Procedures for changing the number of outstanding voting shares according to the provisions of law;

- Carrying out procedures and working to adjust securities registration at the Vietnam Securities Depository Center (VSD) and register for additional securities trading at the Ho Chi Minh City Stock Exchange (HOSE);

- Processing the adjustment of the charter capital on the charter of the Company and the procedures related to the change of the Business Registration Certificate;

Your sincerely./.

Recipients:

- As above
- Stored: Admin.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(signed and stamped)

DANG THANH TAM

No: 2812-3/2022/KBC/TT-HDQT

Bac Ninh, December 28th, 2022

SUBMISSIONS
THE 2ND EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS IN 2022

Approve on the plan of paying cash dividends for shareholders in 2023

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 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;*
- *The 2022 financial statements of Kinh Bac City Development Holding Corporation.*

Dear Our esteemed Shareholders!

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

In the current situation, due to the general influence of the world economy and the domestic economy, complicated and unpredictable developments along with fiscal policies to control inflation to stabilize macro, Vietnam's stock market has also fallen into a difficult period, stocks have fallen dramatically (especially housing stocks, causing many other stocks to decrease in price without distinguishing the value of each company, including KBC).

On the basis of balancing the accumulated undistributed after-tax profit as of December 31st, 2022 of the Corporation, in order to ensure the rights and interests of shareholders as well as to associate shareholders with the Corporation, The BOD of the Corporation would like to submit to the General Meeting of Shareholders (GMS) to approve the plan to pay cash dividends in 2023 as follows:

1. Plan of paying cash dividends in 2023

- Dividends payment method	Cash dividends payment
- Dividends payment ratio (expected)	20%/share (01 common share shall receive VND 2,000)
- Dividend recipients	Existing shareholders of Kinh Bac City Development Holding Corporation who are named in the List of shareholders closed at the record date to exercise the right to receive dividends issued by the Vietnam Securities Depository (VSD).
- Time to make payment	Expected in 2023, it is possible to pay/advance to shareholders in one or more installments during the year.
- Source of funds to make payments	<p>The capital source for paying dividends to shareholders is determined based on the accumulated undistributed after-tax profit at December 31st, 2022 of the Corporation. The Corporation ensures: (i) pays cash dividends in compliance with the provisions of the Enterprise Law and the current Accounting Law and (ii) has sufficient capital to pay cash dividends in accordance with regulations of current law.</p> <p>The distribution of profits to pay dividends complies with the following principles:</p> <ol style="list-style-type: none">1. Ensuring sufficient accumulated undistributed after-tax profit on the parent company's latest separate financial statements to pay dividends or advance dividends at the time the Board of Directors implements the plan to pay/advance dividends according to the authorization of the GMS. At the same time, the profit decided to distribute must not exceed the undistributed profit after tax on the consolidated financial statements.2. In case the profit decided to distribute is lower than the undistributed after-tax profit on the consolidated financial statements and higher than the undistributed after-tax profit on the parent company's separate financial statements, the corporation will only make distributions after transferring profits from subsidiaries to the parent company.

2. Authorization

In order to implement the plan of paying cash dividends as described in Section 1 of

this submission, the BOD would like to submit to the GMS to authorize the BOD to actively implement:

- Select the time to pay dividends and/or advance dividends to shareholders in one or more installments within the planned payout ratio approved by the GMS;
- Carry out necessary work with competent authorities to complete the payment of dividends to shareholders of the Corporation according to the above plan;
- In case of necessity and/or at the request of the management agency (if any), the GMS is respectfully requested to authorize the BOD to proactively adjust and supplement the contents of the Plan to pay cash dividends in 2023 to ensure the compliance with the provisions of the law and to ensure the completion of the plan to pay dividends to shareholders according to the plan approved by the GMS (including the contents not mentioned in the payment plan).

Best regards!

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

(signed and stamped)

DANG THANH TAM

No: 2812-4/2022/KBC/TT-HDQT

Bac Ninh, December 28th, 2022

SUBMISSIONS
THE 2ND EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS IN 2022

Approve on the transaction policy between related parties
arising in 2023 until the next General meeting of shareholders in 2024

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 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.*

Dear Our esteemed Shareholders!

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

Kinh Bac City Development Holding Corporation and its Subsidiary companies operating under the Corporation model include a group of companies: Parent company, Subsidiary companies, 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, avoiding omissions related to the implementation of business operation plans; development strategy; capital transfer plan, investment cooperation between companies in the group; governance activities, reporting obligations and information disclosure 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 2nd Extraordinary General Meeting Of Shareholders in 2022, as follows:

I. Transaction types and transaction objects

- 1. Transactions between KBC and its Subsidiaries**, the companies in which KBC holds the controlling interest of more than fifty percent (50%), internal persons, their related persons and related persons of the corporation in accordance with current laws.
- 2. Transactions between the corporation's internal person and their related persons** and KBC, Subsidiaries, and companies in which the corporation holds a controlling interest of more than fifty percent (50%).
- 3. List of related parties which are Subsidiaries, Companies in which KBC holds the controlling interest** over fifty percent (50%) listed in the latest Financial Statements and 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 KBC's internal people and related persons of the internal person** is published in the most recent Corporate Governance Report of the Company and is added/ modified/ updated after the issuance date of the Report of corporate governance (if any).
- 5. The list of major shareholders owning ten percent (10%) of the total number of common shares or more and the list of other related persons of the Corporation** are determined in accordance with current laws at the time of arising related transactions.

II. Approving 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 on 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 KBC and its subsidiaries, companies in which KBC holds control over 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, use of collateral, etc.;

- Transactions of capital transfer, borrowing, lending, capital contribution, etc. between KBC and its subsidiaries, companies in which KBC holds control over 50%, its associates, which are related through ownership of shares, or contributed capital, or same 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 to serve 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 KBC holds control and organizations related to internal people and related to KBC through ownership of shares, or contributed capital, or same key management members, or other associates.
- Internal persons and their related parties have the responsibility to honestly report to the Board of Directors, the Supervisory Board of KBC in terms of transactions that do not aim to serve the Company's activities and have signs of bringing benefits to themselves, thus, these transactions must be reviewed and approved by the Board of Directors of KBC.

III. The General Meeting of Shareholders unanimously approved 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 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 report; (ii) Other transactions that are listed according to Form Appendix V - Report on corporate governance promulgated under 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.

Best regards!

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

(signed and stamped)

DANG THANH TAM