

No. 0603.1/2025/KBC-CK

Bac Ninh, March 06th, 2025

## EXTRAORDINARY INFORMATION DISCLOSURE

To: - The State Securities Commission;  
- Ho Chi Minh City Stock Exchange;  
- Esteemed Shareholders.

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

- Securities code: KBC

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

- Contact phone: (0222) 3634034

Fax: (0222) 3634035

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

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

2. Contents of disclosure:

Pursuant to the current regulations on information disclosure on the securities market, Kinh Bac City Development Holding Corporation (KBC) would like to announce **the approval of The first 2025 Extraordinary General Meeting of Shareholders' Resolution, Meeting Minutes and the 28<sup>th</sup> modification of the Corporation's Charter** as follows:

The General Meeting of Shareholders approved the issuance of:

- i. The first 2025 Extraordinary General Meeting of Shareholders' Resolution No. 0603/2025/KBC/NQ-DHDCCD; Meeting Minutes No. 0603/2025/KBC/BB-DHDCCD dated 06/03/2025 and the approved Submissions at the General Meeting.
- i. The 28<sup>th</sup> modification of The organization and operation charter of Kinh Bac City Development Holding Corporation dated 06/03/2025. The full document of Charter has been published on the Corporation website at the link: <https://kinhbaccity.vn/dieu-le-cong-ty.htm>

The full document of the General Meeting of Shareholders' Resolution, Meeting Minutes and the approved Submissions are attached to this Announcement.

3. This information has been published on the company's website since 06/03/2025 at the link: <http://www.kinhbaccity.vn>.

We hereby certify that the information published provided is true and correct and we bear the fully responsible to the law.



*Attachments:*

Full text of the document section

2

**ON BEHALF OF KINH BAC CITY DEVELOPMENT  
HOLDING CORPORATION**

**Person authorized to disclose information**

**Deputy General Director**



**Pham Phuc Hieu**



No.: 0603/2025/KBC/NQ-DIIDCD

Bac Ninh, March 6<sup>th</sup>, 2025

## RESOLUTION

### THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2025

*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;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26<sup>th</sup>, 2019; amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29<sup>th</sup>, 2024 and guiding documents;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation.*
- *2025 EGM's Meeting minutes of Kinh Bac City Development Holding Corporation No: 0603/2025/KBC/BB-DHDCCD dated March 6<sup>th</sup> 2025.*

The first Extraordinary General Meeting of Shareholders in 2025 ("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 2025

The EGM has approved on the business operation plan for 2025 of the Corporation, detailed in Section I Submission No. 01/2025/KBC/TT-HDQT which was proposed in the meeting and attached to this Resolution. In which:

- ✓ Estimated total consolidated revenue in 2025: **VND 10,000 billion**
- ✓ Estimated total consolidated profit after tax in 2025: **VND 3,200 billion**

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

The EGM has approved on the listing of bonds which are newly issued in 2025 by the Corporation that need listing in accordance with the law until the time of the nearest GMS



in 2026, detailed in Section II Submission No. 01/2025/KBC/TT-HDQT which was proposed in the meeting and attached to this Resolution.

### **ARTICLE 3: APPROVING ON THE AUDIT FIRM SELECTION PLAN FOR 2025**

The EGM has approved on the audit firm selection plan to audit the 2025 financial statements, detailed in Section III Submission No. 01/2025/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 Auditing and Consulting Company Limited
- (7) International Auditing and Valuation Company Limited
- (8) Vietnam Auditing and Evaluation Company Limited
- (9) Moore AISC Auditing and Informatics Services Company Limited

### **ARTICLE 4: APPROVING ON THE CONTINUING OF THE IMPLEMENTATION OF THE PRIVATE SHARES PLACEMENT PLAN APPROVED BY THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS ACCORDING TO THE RESOLUTION NO. 19062/2024/KBC/NQ-DHD CD DATED JUNE 19<sup>th</sup>, 2024**

The EGM has approved on the continuing of the implementation of the private shares placement plan approved by the 2024 Annual General Meeting of Shareholders according to the Resolution No. 19062/2024/KBC/NQ-DHD CD dated June 19<sup>th</sup>, 2024, detailed in Section V Submission No. 01/2025/KBC/TT-HDQT which was proposed at the meeting and attached to this Resolution.

### **ARTICLE 5: APPROVING ON THE TRANSACTION POLICY BETWEEN RELATED PARTIES**

The EGM has approved on the policy of transactions between related parties arising in 2025 until the next General Meeting of Shareholders in 2026, detailed in Submission No. 02/2025/KBC/TT-HDQT which was proposed at the meeting and attached to this Resolution.



**ARTICLE 6: APPROVING ON TRANSACTIONS WITH THE RELATED PARTY INVOLVING TRANG CAT ONE MEMBER URBAN DEVELOPMENT LIMITED**

The EGM has approved on transactions with the related party involving Trang Cat One Member Urban Development Limited, detailed in Submission No. 03/2025/KBC/TT-HDQT which was proposed at the meeting and attached to this Resolution.

**ARTICLE 7: APPROVING ON THE AMENDMENT TO THE BUSINESS LINES, THE MAXIMUM FOREIGN OWNERSHIP RATIO OF THE CORPORATION; THE AMENDMENT AND SUPPLEMENTATION OF THE CORPORATION'S CHARTER; AND THE MODIFICATION OF CORPORATION'S ENTERPRISE REGISTRATION**

The EGM has approved on the amendment to the business lines, the maximum foreign ownership ratio of the Corporation; the amendment and supplementation of the Corporation's Charter; and the modification of Corporation's enterprise registration, detailed in Submission No. 04/2025/KBC/TT-HDQT which was proposed at the meeting and attached to this Resolution

This Resolution shall take effect from March 06<sup>th</sup>, 2025. The EGM assigns the Board of Directors, the Executive Board and relevant parties to be responsible for executing the Resolution

**Recipients:**

- The shareholders;
- SSC, HSX;
- Members of BOD, EB, BOS;
- Stored: KBC's Admin.

**ON BEHALF OF GENERAL MEETING  
OF SHAREHOLDERS**

**CHAIRMAN OF THE MEETING**



**NGUYEN THI THU HUONG**

No.: 0603/2025/KBC/BB-DHDCD

Bac Ninh, March 06<sup>th</sup>, 2025

**MEETING MINUTES**  
**THE FIRST EXTRAORDINARY GENERAL MEETING OF**  
**SHAREHOLDERS IN 2025**

- Corporation Name** : **Kinh Bac City Development Holding Corporation**
- Head Office Address** : Lot B7, Que Vo Industrial Park, Phuong Lieu Ward, Que Vo Town, Bac Ninh Province, Vietnam;
- Business registration certificate** : Business Registration Certificate No. 23.00.233993 first issued on March 27<sup>th</sup>, 2002, the 21<sup>th</sup> change on October 03<sup>rd</sup>, 2024, issued by Bac Ninh Department of Planning and Investment.
- Meeting time** : Starting at 09:00 AM, March 06<sup>th</sup>, 2025
- Meeting location** : The 2<sup>nd</sup> floor, Kinhbac Club Building – Lot B7, Que Vo Industrial Park, Phuong Lieu Ward, Que Vo Town, Bac Ninh Province
- Content of meeting** : According to the Agenda of the first Extraordinary General Meeting of shareholders in 2025 (EGM) approved by the General Meeting of Shareholders.
- Participants** : **30,240** shareholders named in the list of shareholders finalized on February 03<sup>rd</sup>, 2025 provided by Vietnam Securities Depository and Clearing Corporation (VSDC). **In particular, the actual number of shareholders is 30,046 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: **177** (including shareholders and their authorized representatives), included:
- Attend in person: **27**
  - Attend online meeting: **150**
- Number of Shareholder authorized: **15**
- Representing: **517,547,215** shares, being equivalent to **517,547,215** votes, accounting for: **67.4237%** of the total number of votes of all Corporation's shareholders, included:
- Attend in person: **13,132,150** votes, accounting for **1.7108%** of the total number of votes of all Corporation's shareholders.
  - Attend online meeting: **504,415,065** votes, accounting for **65.7129%** of the total number of votes of all Corporation's shareholders.

**Chairman of the Meeting** : Mrs. Nguyen Thi Thu Huong – Member of the BOD cum Chief Executive Officer (CEO);

**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        | - Chairman of the BOD (attended online meeting)           |
| + Mrs. Nguyen Thi Thu Huong | - Member of the BOD cum Chief Executive Officer (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 (attended online meeting)             |

#### Supervisory Board:

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

#### 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, VIX 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 03<sup>rd</sup>, 2025 provided by VSDC is 30,240 shareholders (in particular, the actual number of shareholders is 30,046 shareholders after the Organizing Committee combined the shares of overlapping shareholders), representing 767,604,759 shares, being equivalent to 767,604,759 votes.

At 09:01 am on March 06<sup>th</sup>, 2025:

**Number of Attendees: 109** (including shareholders and their authorized representatives), included:

- Attend in person: 10
- Attend online meeting: 99
- Number of Shareholder authorized: 6

Representing: 456,744,400 shares, being equivalent to 456,744,400 votes, accounting for: 59.5025% of the total number of votes of all Corporation's shareholders, included:

- Attend in person: 295,776 votes, accounting for 0.0385% of the total number of votes of all Corporation's shareholders.
- Attend online meeting: 456,448,624 votes, accounting for 59.4640% 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 2025 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:**

Based on the Power of Attorney No. 0503/2025/KBC/UQ dated March 5, 2025, issued by Mr. Dang Thanh Tam - Chairman of the Board of Directors, authorizing Mrs. Nguyen Thi Thu Huong – Member of the Board of Directors and CEO of the Corporation, to preside over the General Meeting, directly manage the meeting, and issue the Minutes and Resolutions of the General Meeting of Shareholders.

Members of the Chairman's Board included:

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

**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 first Extraordinary General Meeting of shareholders in 2025.

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 2025.**

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

1. The Meeting listened to representatives of Board of Directors presenting submissions at the meeting



as follows:

Based on the Power of Attorney No. 0503.1/2025/KBC/UQ dated March 5, 2025, issued by the Chairman of the Board of Directors - Mr. Dang Thanh Tam, authorizing Mr. Luu Hai Vu – Member of the Secretariat, and Mrs. Tran Thi Thu Ha – Head of the Secretariat, Company Secretary, to present the Proposals at the General Meeting, including:

- Mr. Luu Hai Vu – Member of the Secretary Committee present submissions in the EGM, included:
    - + Submission of the First Extraordinary General Meeting of Shareholders in 2025 No. 01/2025/KBC/TT-HDQT dated 13/02/2025.
    - + Submission No. 02/2025/KBC/TT-HDQT dated 13/02/2025 about approving on the transaction policy between related parties arising in 2025 until the next General Meeting of Shareholders in 2026.
  - Ms. Tran Thi Thu Ha - Head of the Secretary Committee, Corporation's Secretary present submissions in the EGM, included:
    - + Submission No. 03/2025/KBC/TT-HDQT dated 13/02/2025 regarding transactions with the related party which is Trang Cat One Member Urban Development Limited.
    - + Submission No. 04/2025/KBC/TT-HDQT dated 13/02/2025 about approving on the amendment to the business lines, the maximum foreign ownership ratio of the Corporation; the amendment and supplementation of the Corporation's Charter; and the modification of Corporation's enterprise registration.
2. Immediately after the presentation of submissions and reports, **Mrs. Nguyen Thi Thu Huong – Chairman of the Meeting** managed the 2025 EGM to conduct voting through online form (electronic voting) and voting directly into the ballot box.
3. At the meeting, **Mrs. Nguyen Thi Thu Huong – Chairman of the Meeting** managed the 2025 EGM to discuss issues related to the contents under the authority of the General Meeting of Shareholders: The Presidium has received several direct questions at the Meeting. On behalf of the Presidium, Mrs. Nguyen Thi Thu Huong – Chairman of the Meeting, and Mr. Dang Thanh Tam – Chairman of the BOD, addressed the issues that most shareholders were concerned about the business plan for 2025. Since 2025, KBC's projects have been received approvals from state management agencies at both government and local authorities, creating a substantial land bank advantage and together with a ready-to-invest client base, which creates a strong foundation for significant breakthroughs and the achievement for 2025 business plan. Furthermore, KBC continues to finalize legal procedures for the approval of new projects.
- In addition, amidst a positive global economic and political landscape, stable Vietnamese tariff policies, supportive financial institutions, KBC has also prepared in terms of human resources, experience, and financial resources to implement its projects from the beginning of 2025.
4. The vote counting results with each content were reported at the 2025 EGM by **Mr. Mai Tuan Dung - Head of the Voting Committee**.
- The total number of shareholders attending the meeting according to the results of Voter Eligibility Committee updated to 10:05 am on March 06<sup>th</sup>, 2025 was:
- Number of Attendees: 170** (including shareholders and their authorized representatives), included:
- Attend in person: 27
  - Attend online meeting: 143
  - Number of Shareholder authorized: 15

Representing: **514,151,761** shares, being equivalent to **514,151,761** votes, accounting for: **66.9813%** of the total number of votes of all Corporation's shareholders, included:

- Attend in person: **13,132,150** votes, accounting for **1.7108%** of the total number of votes of all Corporation's shareholders.
- Attend online meeting: **501,019,611** votes, accounting for **65.2705%** of the total number of votes of all Corporation's shareholders.

The voting results are as follows:

- Total voting ballots issued: **170** representing for: **514,151,761** votes, accounting for: **100.0000%** on total number of votes of attending shareholders.
- Total voting ballots counted: **139** representing for: **513,300,626** votes, accounting for: **99.8345%** on total number of votes of attending shareholders.
- Total shareholders did not cast the vote: **31** representing for: **851,135** votes, accounting for: **0.1655%** 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 2025 of the Corporation according to Section I Submission No. 01/2025/KBC/TT-HDQT**

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

Valid: **137** voting ballots, representing: **513,205,626** votes, accounting for: **99.9815%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **129** voting ballots, representing: **512,537,260** votes, accounting for: **99.8513%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **5** voting ballots, representing: **618,766** votes, accounting for: **0.1205%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **3** voting ballots, representing: **49,600** votes, accounting for: **0.0097%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: **2** voting ballots, representing: **95,000** votes, accounting for: **0.0185%** the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the business operation plan for 2025 of the Corporation with 99.8513% approval.**

### **5.2. Approving on the listing of bonds of the Corporation according to Section II Submission No. 01/2025/KBC/TT-HDQT**

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

Valid: **137** voting ballots, representing: **513,205,626** votes, accounting for: **99.9815%** the total number of votes of all shareholders who attended and voted in the EGM,

Approval: **130** voting ballots, representing: **512,833,457** votes, accounting for: **99.9090%** the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: **4** voting ballots, representing: **358,566** votes, accounting for: **0.0699%** the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: **3** voting ballots, representing: **13,603** votes, accounting for: **0.0027%** the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: 2 voting ballots, representing: 95,000 votes, accounting for: 0.0185% the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the listing of bonds of the Corporation with 99.9090% approval.**

**5.3. Approving on the audit firm selection plan for 2025 according to Section III Submission No. 01/2025/KBC/TT-HDQT**

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

Valid: 137 voting ballots, representing: 513,205,626 votes, accounting for: 99.9815% the total number of votes of all shareholders who attended and voted in the EGM,

Approval: 123 voting ballots, representing: 490,077,921 votes, accounting for: 95.4758% the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: 4 voting ballots, representing: 10,272,000 votes, accounting for: 2.0012% the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: 10 voting ballots, representing: 12,855,705 votes, accounting for: 2.5045% the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: 2 voting ballots, representing: 95,000 votes, accounting for: 0.0185% the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, Meeting approved on the audit firm selection plan for 2025 according with 95.4758% approval.**

**5.4. Approving on the continuing of the implementation of the private shares placement plan approved by the 2024 Annual General Meeting of Shareholders according to the Resolution No. 19062/2024/KBC/NQ-DHDCD dated June 19<sup>th</sup>, 2024 according to Section V Submission No. 01/2025/KBC/TT-HDQT**

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

Valid: 137 voting ballots, representing: 513,205,626 votes, accounting for: 99.9815% the total number of votes of all shareholders who attended and voted in the EGM,

Approval: 103 voting ballots, representing: 454,552,419 votes, accounting for: 88.5548% the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: 28 voting ballots, representing: 34,343,524 votes, accounting for: 6.6907% the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: 6 voting ballots, representing: 24,309,683 votes, accounting for: 4.7360% the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: 2 voting ballots, representing: 95,000 votes, accounting for: 0.0185% the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the continuing of the implementation of the private shares placement plan approved by the 2024 Annual General Meeting of Shareholders with 88.5548% approval.**

**5.5. Approving on the transaction policy between related parties arising in 2025 until the next General Meeting of Shareholders in 2026 according to Submission No. 02/2025/KBC/TT-HDQT**

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

Valid: 137 voting ballots, representing: 513,205,626 votes, accounting for: 99.9815% the total number of votes of all shareholders who attended and voted in the EGM,

Approval: 110 voting ballots, representing: 466,355,121 votes, accounting for: 90.8542% the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: 19 voting ballots, representing: 30,888,799 votes, accounting for: 6.0177% the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: 8 voting ballots, representing: 15,961,706 votes, accounting for: 3.1096% the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: 2 voting ballots, representing: 95,000 votes, accounting for: 0.0185% 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 arising in 2025 until the next General Meeting of Shareholders in 2026 with 90.8542% approval.**

**5.6. Approving on the transactions with the related party which is Trang Cat One Member Urban Development Limited according to Submission No. 03/2025/KBC/TT-HDQT**

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

Valid: 137 voting ballots, representing: 513,205,626 votes, accounting for: 99.9815% the total number of votes of all shareholders who attended and voted in the EGM,

Approval: 111 voting ballots, representing: 466,393,721 votes, accounting for: 90.8617% the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: 19 voting ballots, representing: 30,888,799 votes, accounting for: 6.0177% the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: 7 voting ballots, representing: 15,923,106 votes, accounting for: 3.1021% the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: 2 voting ballots, representing: 95,000 votes, accounting for: 0.0185% the total number of votes of all shareholders who attended and voted in the EGM.

**Thus, the Meeting approved on the transactions with the related party which is Trang Cat One Member Urban Development Limited with 90.8617% approval.**

**5.7. Approving on the amendment to the business lines, the maximum foreign ownership ratio of the Corporation; the amendment and supplementation of the Corporation's Charter; and the modification of Corporation's enterprise registration according to Submission No. 04/2025/KBC/TT-HDQT**

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

Valid: 137 voting ballots, representing: 513,205,626 votes, accounting for: 99.9815% the total number of votes of all shareholders who attended and voted in the EGM,

Approval: 130 voting ballots, representing: 512,834,060 votes, accounting for: 99.9091% the total number of votes of all shareholders who attended and voted in the EGM.

Disapproval: 3 voting ballots, representing: 274,500 votes, accounting for: 0.0535% the total number of votes of all shareholders who attended and voted in the EGM.

No-opinion: 4 voting ballots, representing: 97,066 votes, accounting for: 0.0189% the total number of votes of all shareholders who attended and voted in the EGM.

Invalid: 2 voting ballots, representing: 95,000 votes, accounting for: 0.0185% % the total number of votes of all shareholders who attended and voted in the EGM.

Thus, the Meeting approved on the amendment to the business lines, the maximum foreign ownership ratio of the Corporation; the amendment and supplementation of the Corporation's Charter; and the modification of Corporation's enterprise registration with 99.9091% 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 2025.

The Meeting agreed and approved on the Meeting Minutes and Resolutions of the first Extraordinary General Meeting of shareholders in 2025

This Minutes was drafted at 11:30 am on March 06<sup>th</sup>, 2025.

The meeting was concluded at 11:35 am on the same day.

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



*[Handwritten signature]*

NGUYEN THI THU HUONG

ON BEHALF OF  
SECRETARY COMMITTEE  
HEAD



TRAN THI THU HA

No: 01/2025/KBC/TT-HDQT

Bac Ninh, February 13<sup>th</sup>, 2025

## SUBMISSIONS

### THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2025

**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;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26<sup>th</sup>, 2019; amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29<sup>th</sup>, 2024 and guiding documents;*
- *Decree No. 155/2020/ND-CP passed by the Government on December 31<sup>st</sup>, 2020;*
- *Decree No. 153/2020/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 Esteemed Shareholders!**

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

Dear Shareholders, in 2025, we observe that both the domestic and global economic landscapes continue to face numerous challenges, largely due to political and trade fluctuations. Specifically, Vietnam still heavily relies on international trade and is vulnerable to the impacts of United State's policy responses. However, despite the challenges, both domestic and international organizations have projected that Vietnam's economic outlook for 2025 will be more promising than that of 2024. In particular, foreign direct investment (FDI) is expected to remain a key highlight for the year. Additionally, from the outset of 2025, the government and regulatory

bodies have been working diligently to address the obstacles and difficulties faced by businesses, particularly those in the real estate sector. Therefore, the Board of Directors has unanimously agreed to convene the first Extraordinary General Meeting of 2025 (EGM) to present and seek approval from shareholders for the operational plans of the Corporation for the year ahead. This will enable the Executive Board to proactively manage the company's governance and execute the planned initiatives for 2025.

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 2025 of the Corporation:

#### **I. APPROVING ON THE BUSINESS OPERATION PLAN FOR 2025**

Dear Shareholders, according to the financial statements for the fourth quarter of 2024, the consolidated revenue reached VND 3,333.84 billion, which is 55.03% of the 2023 figure and 37.04% of the planned target. The consolidated net profit after tax amounted to VND 459.88 billion, representing 20.48% of the 2023 figure and 11.50% of the planned target. The primary reason for this shortfall was that most of the projects expected to generate investment and revenue, such as the Nam Son Hap Linh Industrial Park, Trang Due 3 Industrial Park, Trang Cat Urban Area, and Phuc Ninh Urban Area, etc were delayed due to unresolved legal procedures.

However, from the beginning of 2025, KBC's industrial parks have received positive signals regarding project legal procedures and investment attraction. Notably, Nam Son Hap Linh Industrial Park and Hung Yen Industrial Cluster have signed memorandums of understanding and received significant deposits for land leases. As a result, the Corporation expects to lease more than 200 hectares of land in 2025 from Nam Son Hap Linh Industrial Park, Tan Phu Trung Industrial Park, Hung Yen Industrial Cluster, and Trang Due 3 Industrial Park; as well as recognize revenue from the Nenh Town social housing projects, Trang Due Urban Area social housing projects and continue constructing social housing projects in these two areas. Additionally, Trang Cat Urban Area project has completed land compensation and is currently investing in infrastructure, with important legal documents obtained and is expected to be operational in 2025; Loc Giang Industrial Park project in Long An province, spanning 466 hectares, has completed compensation for 110 hectares and is currently investing in infrastructure, with the potential for early commercial operation.

Moreover, in January 2025, the Government continuously approved several significant new projects for KBC:

- ✓ On January 14<sup>th</sup>, 2025, the Trang Due 3 Industrial Park project in Hai Phong City, covering a scale of 652.73 hectares, received investment policy approval for the

infrastructure construction investment and trading project according to Decision No. 86/QD-TTg.

- ✓ On January 15<sup>th</sup>, 2025, the Trang Cat Urban and Service Project in Hai Phong City, covering a scale of 584.91 hectares, received investment policy approval for the construction investment project according to Decision No. 116/QD-TTg.
- ✓ On January 22<sup>nd</sup>, 2025, the Kim Thanh 2 Industrial Park (Phase 1) in Hai Duong Province, covering a scale of 234.63 hectares, received investment policy approval for the infrastructure construction investment and trading project according to Decision No. 211/QD-TTg.

These decisions are of significant importance to the Corporation. By accelerating infrastructure investment from early 2025, these projects are expected to drive substantial business growth for the Corporation starting this year and in the coming years.

Therefore, the BOD submits the business operation plan for 2025 to the GMS as follows:

- ✓ Estimated total consolidated revenue in 2025: **VND 10,000 billion**
- ✓ Estimated total consolidated profit after tax in 2025: **VND 3,200 billion**

## II. APPROVING ON THE LISTING OF BONDS

The BOD proposes to the GMS to approve of the listing of the bonds required by law, including those currently in circulation and any newly issued by the Corporation in 2025, up until the nearest GMS in 2026 (including bonds issued under the issuance plan approved by the Board of Directors); and to authorize the BOD to carry out the necessary procedures to list those bonds on the Stock Exchange in accordance with legal regulations.

## III. APPROVING ON THE AUDIT FIRM SELECTION PLAN FOR 2025

Following the proposal and recommendation of the Board of Supervisors, to ensure smooth operation, progress, and quality of the audited financial statements in 2025, the BOD respectfully proposes to the GMS to approve on 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 Auditing and Consulting Company Limited



(7) International Auditing and Valuation Company Limited

(8) Vietnam Auditing and Evaluation Company Limited

(9) Moore AISC Auditing and Informatics Services Company Limited

The BOD respectfully proposes to 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:

- ✓ To audit the financial statements for the year 2025 and to review the semi-annual financial statements for 2025;
- ✓ To review the financial statements at any time as requested by the Corporation.

#### **IV. REPORT ON THE PRIVATE BONDS PLACEMENT IN 2024**

The Board of Directors respectfully reports to the GMS regarding the private bonds placement of the Corporation in 2024, with the following specific details:

1. Bond name: Kinh Bac City Development Holding Corporation Bond (KBCII2426001)
2. Type of bond: Corporate Bond;
3. Bond code: KBC12401.
4. Face value: VND 1,000,000,000 per bond;
5. Total value of issued bonds: VND 1,000,000,000,000 (One thousand billion VND).
6. Bond quantity: 1,000 (One thousand) Bonds.
7. Bond characteristics: Non-convertible bonds, without warrants, secured, and not classified as subordinated debt of the issuer.
8. Interest rate: 10.5% per annum, fixed throughout the bond term.
9. Bond term: 02 years.
10. Issuance date: August 28<sup>th</sup>, 2024.
11. Maturity date: August 28<sup>th</sup>, 2026.
12. Purpose of issuance: To restructure the debts of the Issuer. Specifically, the proceeds from the bond issuance, totaling VND 1,000,000,000,000 (One thousand billion VND), will be fully allocated towards early repayment of debts owed to Saigon – Bac Giang Industrial Park Corporation and Hung Yen Investment and Development Corporation.
13. The detailed issuance plan has been approved by the Board of Directors according to Resolution No. 2308.2/2024/KBC/NQ-HDQT dated August 23<sup>rd</sup>, 2024, and the information has been disclosed through public communication channels as required.
14. Issuance result: 100% of the total bond quantity was successfully issued.
15. The bonds have been registered for deposit at the Vietnam Securities Depository and Clearing Corporation and listed for trading on the Hanoi Stock Exchange.

16. Utilization of funds from the placement as of December 31<sup>st</sup>, 2024: The full amount of VND 1,000 billion has been approved for use by the Board of Directors according to Resolution No. 2908/2024/KBC/NQ-HDQT dated August 29<sup>th</sup>, 2024, for the detailed utilization of proceeds from the KBCH2426001 bonds placement. The funds have been utilized in strict accordance with the approved objectives. The breakdown is as follows:

No.	Contents	Principal repayment (VND)	Interest Repayment (VND)	Total (VND)
1	Principal and interest repayment to Saigon - Bac Giang Industrial Park Corporation	272,500,000,000	118,635,068,502	391,135,068,502
2	Principal and interest repayment to Hung Yen Investment and Development Corporation	550,000,000,000	58,864,931,498	608,864,931,498
	<b>Total</b>	<b>822,500,000,000</b>	<b>177,500,000,000</b>	<b>1,000,000,000,000</b>

17. Information disclosure: The Corporation has complied with, and is committed to fulfilling, all information disclosure obligations in accordance with legal regulations.

**V. REPORT ON THE IMPLEMENTATION OF THE PRIVATE SHARES PLACEMENT PLAN APPROVED BY THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS ACCORDING TO THE RESOLUTION NO. 19062/2024/KBC/NQ-DHDCD DATED JUNE 19<sup>th</sup>, 2024**

Pursuant to the Annual GMS's Resolution No. 19062/2024/KBC/NQ-DHDCD dated June 19<sup>th</sup>, 2024, on November 15<sup>th</sup>, 2024, the Board of Directors issued Resolution No. 1511/2024/KBC/NQ-HDQT to approve the implementation of the private share placement plan, including the list of eligible purchasers, and a commitment to comply with the provisions on cross-ownership as stipulated by the Law on Enterprise. Resolution No. 1511.1/2024/KBC/NQ-HDQT was issued to ensure the issuance complies with foreign ownership limits, and Resolution No. 1511.2/2024/KBC/NQ-HDQT approved the registration documents for the private share placement. Subsequently, on January 20<sup>th</sup>, 2025, the Board of Directors issued Resolution No. 2001/2025/KBC/NQ-HDQT to replace Resolution No. 1511.2/2024/KBC/NQ-HDQT mentioned above.

The complete private share offering documentation was submitted to the State Securities Commission (SSC) on November 15<sup>th</sup>, 2024, and has been updated depending on different times. Currently, the SSC has been reviewing KBC's private share placement application. **Therefore, the Board of Directors reports to the General Meeting of Shareholders and will continue to implement the private share placement plan until its completion.**

Sincerely thank you!

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 OF THE BOARD



DANG THANH TAM



No.: 02/2025/KBC/TT-HDQT

Bac Ninh, February 13<sup>th</sup>, 2025

**SUBMISSIONS**  
**THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF**  
**SHAREHOLDERS IN 2025**

Approving on the transaction policy between related parties  
arising in 2025 until the next General Meeting of Shareholders in 2026.

**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; amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29<sup>th</sup>, 2024 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 Esteemed 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 2025, as follows:

**I. Types and objects of transactions:**

1. **Transactions between the Corporation** and its Subsidiaries, companies in which the corporation holds the controlling right of more than fifty percent (50%); with internal persons, their related persons and related persons of the Corporation in accordance with current laws.
2. **Transactions between KBC's internal persons, their related 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 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 KBC's internal persons and related 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 operations of Corporation and its Subsidiaries, companies in which the Corporation holds the controlling right of more than fifty percent (50%), 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 financial 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 to secure the obligations of related parties with third parties, etc.
- Transactions of capital transferring, borrowing, lending, contributing, guarantees, financial support, 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.
- Internal persons and their related persons are responsible for honestly reporting to the Board of Directors and the Board of Supervisors of KBC on transactions that do not fall into one of the types of transactions serving the operations of the Corporation and that might bring personal benefits to themselves, which must be considered and approved by the Board of Directors of KBC.

**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 submission include the amendments, supplements, terminations, replacements 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 of 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.

**Sincerely thank you!**

**Recipients:**

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOARD**



**DANG THANH TAM**



No.: 03/2025/KBC/TT-HDQT

Bac Ninh, February 13<sup>th</sup>, 2025

## SUBMISSIONS

### THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2025

Regarding transactions with the related party which is  
Trang Cat One Member Urban Development Limited

*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 11st, 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; amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29<sup>th</sup>, 2024 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 Esteemed Shareholders!**

Trang Cat One Member Urban Development Limited ("**Trang Cat Company**") is a subsidiary of which 100% equity is owned by Kinh Bac City Development Holding Corporation ("**KBC**"). Trang Cat Company is the entity responsible for implementing the project, while KBC serves as the investor for the Trang Cat Urban and Service Area Project ("**Trang Cat Project**"). According to the regulations of the law: (i) Clause 46, Article 4 of the Securities Law No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019, and (ii) Point b, Clause 23, Article 4 of the Law on Enterprise No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020, KBC and Trang Cat Company are considered related parties. Therefore, in the process of completing legal procedures, investment, construction, capital arrangement, collateral usage, fulfilling guarantee obligations, and developing and operating the Project, Kinh Bac City Development





Holding Corporation, as the owner and related party, is obligated to approve all Resolutions/Decisions related to Trang Cat Company and its activities in compliance with the current laws.

**Based on the above, the Board of Directors (“BOD”) of Kinh Bac City Development Holding Corporation hereby reports to the General Meeting of Shareholders (“GMS”) the following contents:**

In 2024, in accordance with its scope of authority, the BOD issued several resolutions approving transactions related to: (i) the transfer of capital (borrowing and lending) between KBC and Trang Cat Company; (ii) completion of legal procedures for the Trang Cat Project; and (iii) the utilization of the entire equity held by Kinh Bac City Development Holding Corporation in Trang Cat One Member Urban Development Limited, currently amounting of VND 12,681,000,000,000 (Twelve trillion six hundred eighty-one billion VND), as well as any additional equity contributions in the future, along with any rights arising from collateral, all of which are to secure the repayment obligations of loans related to the Trang Cat Project by Trang Cat One Member Urban Development Limited.

At the same time, in order to promptly implement the operational plans for the Trang Cat Project with the goal of expediting the completion of legal procedures, developing essential infrastructure, and launching the project for exploitation and business activities to ensure revenue, profit, and cash flow for the Corporation starting from 2025, **the Board of Directors respectfully proposes the following key tasks and anticipated major transactions for consideration and approval by the General Meeting of Shareholders:**

- 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;
- Approving business operations, investment/business cooperation partners, as well as partners for the development and distribution of project products, etc.;
- Arranging capital sources for the project through forms such as loan capital, bond issuance, investment cooperation and other means;
- Fulfilling commitments, guarantees, and providing financial support for Trang Cat One Member Urban Development Limited, the Trang Cat Project;
- Transferring parts of the project to secondary investors, etc;
- Using assets owned/controlled by Trang Cat Company, KBC, or third parties to secure debt repayment obligations and other obligations related to KBC, Trang Cat One

Member Urban Development Limited, the Trang Cat Project, subsidiaries, affiliates, or other related parties of KBC;

- Other transactions within the Board of Directors' authority.

The General Meeting of Shareholders authorizes the Board of Directors to develop and approve detailed plans for the aforementioned objectives, depending on the actual situation, in alignment with the Corporation's development strategy at each stage, ensuring the best interests of shareholders and full compliance with the legal regulations.

**Recipients:**

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOARD**



**DANG THANH TAM**



No.: 04/2025/KBC/TT-HDQT

Bac Ninh, February 13<sup>th</sup>, 2025

## SUBMISSIONS

### THE 1<sup>ST</sup> EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2025

*Approval on the amendment to the business lines, the maximum foreign ownership ratio of the Corporation; the amendment and supplementation of the Corporation's Charter; and the modification of Corporation's enterprise registration.*

**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;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26<sup>th</sup>, 2019; amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29<sup>th</sup>, 2024 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 Esteemed Shareholders!**

To ensure the seamless operation of the Corporation and fully capitalize on its strengths in key industries with high growth potential, aiming to realize its medium and long-term business plans and achieve sustainable development, the Board of Directors (BOD) respectfully proposes to the General Meeting of Shareholders for approving on the amendments and additions to the Corporation's current business lines. Simultaneously, the Corporation's Charter on organization and operation will be revised, and its enterprise registration will be updated accordingly. The specific details are as follows:

- I. To withdraw business lines stipulated in Article 4 of the current Charter on organization and operation and to add new business lines as follows:**
  - 1. To withdraw of the following business lines:**

- (i) Construction of waterworks (Code: 4291);
- (ii) The entire list of codes that do not align with the Vietnam Standard Industrial Classification as detailed in Section 8 of the Enterprise Registration Content Confirmation No. 4086/22 issued by the Business Registration Office – Department of Planning and Investment of Bac Ninh Province on February 18<sup>th</sup>, 2022. Specifically:

*"Construction consulting. Designing general construction site layouts. Architectural designing for civil and industrial projects. Interior and exterior designing for buildings. Industrial and civil construction, transportation works. Construction of electrical works up to 35 KV. Manufacturing: building materials, interior decoration, concrete structures, and steel components. Production, processing, and installation of steel truss frames. Hotel and restaurant business. Golf course construction and operation. Domestic and international investment consulting. Tender consulting. Scientific and technical consulting and technology transfer. Freight forwarding services. Recreational services and other public utility services. Commercial services. Electronic and IT services. Trading: machinery, equipment, spare parts, materials, construction materials, interior decoration items, alcoholic beverages, soft drinks, computers, electrical and electronic devices. Import-export freight forwarding and transportation services by sea, air, rail, and road. Agency services for forwarding and transporting import-export and domestic goods by sea, air, rail, and road. Warehousing, loading, storage, and goods packaging services. Inland clearance depot (ICD) services (only when permitted by the Ministry of Finance). Planting and exploiting industrial crops: rubber, cashew, coffee, and other industrial crops. Trading, processing, and manufacturing wood products. Production and processing of paper products for domestic and export markets. Mineral exploration and exploitation. Investment and participation in energy, hydroelectric, and thermal power projects. Trading and distributing electrical equipment.*

*Financial investment (including joint ventures and partnerships with other companies, and participation in stock trading). Retail electricity business. Construction of transportation projects (bridges, expressways, culverts, etc.). Water extraction, purification, and supply for domestic, industrial, and other purposes."*

**Reasons:**

- Regarding the business line "**Construction of waterworks (Code: 4291)**": After a period of operation, the BOD has determined that this sector no longer aligns with the operational goals of the Corporation. Therefore, the BOD respectfully proposes to the GMS to withdraw this business line from the business portfolio to focus resources on more effectively executing the core sectors that are the Corporation's strengths.

- Maximizing core strengths and focusing on key business lines: The BOD proposes to withdraw the entire list of business codes that are not aligned with the Vietnamese Economic Sector System, as specified in Item 8 of the Business Registration Confirmation Certificate No. 4086/22, issued by the Business Registration Office of the Department of Planning and Investment of Bac Ninh Province on February 18<sup>th</sup>, 2022.

## 2. To add business lines:

Based on an evaluation of the optimality of certain sectors that shall deliver potential benefits in the near future, the BOD respectfully proposes the GMS to approve the addition of the following sectors:

No.	Additional business lines and sectors	Code	Legal basis
1.	Architectural and related technical consultancy activities Details: - Architectural consultancy services - Construction supervision and consulting supervision services (a) - Tender consultancy services (b) - Designing and design verification of construction works (c) - Preparation of construction planning designs (d)	7110	(a) Point d, Clause 4, Article 89; Article 96, Decree No. 15/2021/ND-CP (b) Clause 4, Article 4, Law on Tendering 2023 (c) Point c, Clause 4, Article 89; Article 93, Decree No. 15/2021/ND-CP (d) Article 92, Decree No. 15/2021/ND-CP
2.	Specialized design activities Details: Interior decoration activities	7410	
3.	Manufacture of metal structures Details: - Manufacture of metal frames or structures for construction and their components - Manufacture of industrial metal frames - Manufacture of metal doors, windows, frames, shutters, and gates.	2511	
4.	Short-term accommodation services Details: Hotel business	5510	
5.	Restaurants and mobile food service activities Details: Restaurant business	5610	
6.	Operation of sports facilities Details: Golf course business	9311	

No.	Additional business lines and sectors	Code	Legal basis
7.	Other Financial Service Activities Not Classified Elsewhere Details: Investment consultancy services <i>(Excluding financial, accounting, auditing, and legal consulting)</i>	6619	
8.	Other Professional, Scientific, and Technical Activities Not Classified Elsewhere Details: Technology transfer services	7490	<i>Article 45, Law on Technology Transfer 2017</i>
9.	Wholesale of other household goods Details: - Wholesale of beds, cabinets, tables, chairs, and similar furniture - Wholesale of household electrical appliances, lamps, and lighting fixtures <i>(Except for goods listed in the list of goods that foreign-invested economic organizations are not allowed to exercise distribution rights as per the law.)</i>	4649	<i>The sale of products listed in Appendix 03 – List of Goods Not Allowed for Distribution Rights – Circular 34/2013/TT-BTC dated December 24<sup>th</sup>, 2023, is prohibited.</i>
10.	Wholesale of machinery, equipment, and spare parts Details: Wholesale of electrical machinery, equipment, and materials (generators, electric motors, wires, and other devices used in electrical circuits) <i>(Except for goods listed in the list of goods that foreign-invested economic organizations are not allowed to exercise distribution rights as per the law.)</i>	4659	<i>The sale of products listed in Appendix 03 – List of Goods Prohibited from Distribution Rights – Circular 34/2013/TT-BTC dated December 24<sup>th</sup>, 2023, is prohibited.</i>
11.	Retail sale in other non-specialized stores <i>(Except for goods listed in the list of goods that foreign-invested economic organizations are not allowed to exercise distribution rights as per the law.)</i>	4719	<i>The sale of products listed in Appendix 03 – List of Goods Not Allowed for Distribution Rights – Circular 34/2013/TT-BTC dated December 24<sup>th</sup>, 2023, is prohibited.</i>
12.	Retail sale of household electrical appliances, beds, cabinets, tables, chairs, similar furniture, lamps, lighting fixtures,	4759	<i>The sale of products listed in Appendix 03 – List of goods not allowed for distribution rights – Circular 34/2013/TT-</i>

No.	Additional business lines and sectors	Code	Legal basis
	and other household goods not classified elsewhere in specialized stores <i>(Except for goods listed in the list of goods that foreign-invested economic organizations are not allowed to exercise distribution rights as per the law.)</i>		<i>BTC dated December 24<sup>th</sup>, 2023, is prohibited.</i>
13.	Road freight transport	4933	
14.	Warehousing and storage activities Details: - Warehousing and storage of goods in bonded warehouses - Warehousing and storage of goods in other types of storage facilities: standard goods storage, cold storage	5210	
15.	Electricity transmission and distribution Details: Retail electricity business <i>(Excluding national grid transmission and dispatch activities; Construction and operation of multi-purpose hydroelectric plants and nuclear hydroelectric plants that are of particular significance to the economy and society)</i>	3512	
16.	Construction of road works	4212	
17.	Water collection, treatment, and supply	3600	
	<i>(For conditional business lines: Enterprises are only permitted to conduct business activities upon meeting all operational conditions as required by law.)</i>		

3. The remaining business lines specified in the Confirmation No. 4086/22 for content of Enterprise Registration Confirmation issued by the Business registration office – Department of Planning and Investment of Bac Ninh Province on February 18<sup>th</sup>, 2022, shall remain unchanged and retained as originally registered.

**II. The Board of Directors respectfully proposes to the General Meeting of Shareholders to approving on the maximum foreign ownership ratio of the Corporation at 49% and the addition of Clause 3 to Article 4 of the Corporation’s Charter on organization and operations as follows:**

*“3. The maximum foreign ownership ratio of the Corporation is 49%.”*

The Board of Directors respectfully proposes for the General Meeting of Shareholders to approve on the authorization and delegation of authority to the Board of Directors and the Executive Board to instruct relevant departments to carry out the necessary legal procedures to update the amendments and supplements to the Corporation's Charter, business registration according to the adjusted sectors, and other related procedures at competent State authorities in accordance with legal regulations.

**Sincerely thank you!**

**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**



**DANG THANH TAM**

