

No.: 1906.2/2024/KBC/TT-HDQT

Bac Ninh, May 29<sup>th</sup>, 2024

## SUBMISSIONS

### THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### About: Private placement of stock for charter capital increase

***Pursuant 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 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;*
- *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 Valued Shareholders!**

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval on the plan for private placement of stock to increase charter capital of Kinh Bac City Development Holding Corporation as of following:

**I. THE NECESSITY OF CHARTER CAPITAL INCREASE:**

Having experienced 22 years of operation and development in the fields of investment, construction, and business of industrial parks, Kinh Bac City Development Holding Corporation (KBC) has many projects that have obtained necessary legal approvals, opening up numerous business opportunities for the Corporation. To meet the requirements of regulatory agencies, credit institutions, credit rating agencies, investment funds, etc., the Corporation must ensure requirements regarding the scale of charter capital, market capitalization value in investment-business activities, market expansion, and implementation of a series of large-scale projects. Additionally, the Corporation needs to supplement capital sources to increase the scale of its operating capital throughout the Corporation, invest capital in member units, engage in potential enterprise mergers and acquisitions, and restructure debts. Increasing the charter capital of KBC is necessary and significant in enhancing financial capacity, operational capacity, and competitiveness of the Corporation. Therefore, the BOD respectfully submits to the GMS for consideration and approval of the following private placement of stock:

## PLAN FOR PRIVATE PLACEMENT OF STOCK

### 1. Information on the issuance stock:

Name of stock: Stock of Kinh Bac City Development Holding Corporation

Stock code: KBC

Type of stock: Common stock

Nominal value: 10.000 VND/ share

Number of current listing shares: 767,604,759 shares

#### **There in:**

Number of current outstanding shares: 767,604,759 shares

Treasury stock 0 shares

The number of offered shares 250,000,000 shares

The anticipated number of shares after the issuance 1,017,604,759 shares

### 2. Issuance plan:

Total number of offered shares Maximum 250,000,000 shares (*In words: Two hundred and fifty thousand shares*)

Total value of offered shares Maximum 2,500,000,000,000 VND (*In words: Two thousand and five hundred billion Dong*)

Offering method Private offering

Offering Objects Professional securities investors according to regulations of the Law

Number of investors offered: Offering shares to less than 100 investors

Offering price The GMS authorizes the BOD to determine the offering price according to the pricing principles approved by the GMS

Principles of determining the offering price: Based on the conditions for restricting the transfer to investors participating in the private offering of shares in 2024, the offering price for investors is determined on the principle of *not lower than 80% average closing price of 30 consecutive trading sessions prior to the date the State Securities Commission issued an official letter approving/confirming the receipt of the complete application for registration of a private placement of KBC's shares.*

*The offering price shall not be lower than the Book value of shares as stipulated in the Separate financial statements for the latest quarter at the time the BOD implements the offering plan.*

The GMS authorize the BOD to choose a specific offering price based on the actual situation and on the basis of negotiations with investors and ensure the highest benefits for shareholders according to the principle of determining the offering price approved by the GMS.

Investor criteria:	selection	The professional securities investors who meet these following criteria: <ul style="list-style-type: none"><li>– Organizations and individuals with financial potential and ability to quickly contribute capital right after registering to buy shares;</li><li>– Organizations and individuals have professional capacity, able to support the Corporation in production, business, management and operation activities to add value and expand the market. Prioritizing traditional and potential partners of the Corporation;</li><li>– Other criteria that the BOD deems necessary.</li></ul>
List of investors (expected):		Authorizing BOD to select specific professional securities investors and the number of shares offered to each respective investor. The BOD has the right to actively adjust the list of investors depending on the actual negotiation situation and the investor's ability at each specific point in time.
Transfer restrictions:		<p>The transfer restriction period is 01 year from date of completion of the offering (Except in cases of transfer between professional securities investors or execution according to judgments, decisions of courts that have legal effect, decisions of arbitrators, or inheritance as prescribed by law).</p> <p>Professional securities investor is determined in accordance with current law.</p>
Method of handling unsold shares:		The number of shares that professional securities investors do not register to buy will be authorized to BOD to distribute to other investors at the price not lower than the offered price or cancel and complete the issuance.
The plan ensures the issuance of shares to meet the foreign ownership ratio:		The GMS authorizes to the BOD to approve the plan to ensure the offering of shares meet the regulations on foreign ownership ratio.
Minimum successful offering ratio:		Not applicable.

Expected time:	execution	In 2024 - 2025, after being approved by the State Securities Commission for the corporation to conduct a private placement of shares. The GMS authorizes the BOD to decide the issuance time in accordance with the provisions of law and to ensure maximum benefits for shareholders and the Corporation.
Approval regarding change of charter capital:	regarding	<p>The General Meeting of Shareholders authorizes the Board of Directors to carry out procedures in accordance with current laws.</p> <ul style="list-style-type: none"> <li>- Amending the charter capital in the Corporation's Charter according to the results of the offering.</li> <li>- Implementing procedures to adjust the Enterprise Registration Certificate according to the new charter capital after completing the offering.</li> </ul>
Approval regarding changes in the number of outstanding shares of the Company:	regarding	<p>The GMS approves the adjustment of the Securities Registration Certificate at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registration all of additional shares to list at the Stock Exchange where the Corporation's shares are listed. At the same time, the GMS authorize the BOD to proactively to carry out procedures in accordance with current laws at the end of the offering.</p>

## **II. GOALS AND PLAN FOR THE ADDITIONAL CAPITAL:**

The amount of money retrieved from the issuances will be employ as business capital, enhance financial status and competitiveness, specifically:

- Implementing additional working capital serving for the Corporation's business activities.
- Restructuring existing debts;
- Increasing the operation scale, contributing additional capital in subsidiaries, associated companies.
- Buying shares and capital contributions of companies to carry out mergers and acquisitions of businesses with potential suitable to the business activities of the Corporation.

The GMS authorizes the BOD to establish specifically and/or adjust the capital utilization plan for each purpose depending on the actual situation, in line with the development strategy of the Corporation at the time of the stock offering, as well as ensuring the interests of shareholders and compliance with legal regulations.

### **III. AUTHORIZED CONTENTS FOR THE BOARD OF DIRECTORS OF THE CORPORATION:**

The GMS authorizes the Board of Directors to:

- Establish specific plan for the private placement of stock in order to report to the State Securities Commission and other competent authorities.
- Select issuance price, issuance time in accordance with the Corporation's demand and in compliance with the law and the principle of determining the offering price approved by the GMS.
- Select the consulting agency, underwriting issuance agency (if necessary)
- Alter, supplement, complete or change the plan of issuance (if necessary) to ensure the issuance is conducted legally, and to ensure the increasement of charter capital is executed according to plan
- Select and decide the list of the professional securities investors, amount of the issuance for each investor, negotiate and decide the requirements relating to the issuance. The selection of investors must guarantee the maximum foreign ownership ratio according to the law.
- Determine the professional investors according to the law.
- Establish the plan to ensure the offering of shares meet the regulations on foreign ownership ratio.
- Establish specific plan on the capital usage retrieved from the issuance. In cases requiring altering the capital usage plan to conform with the business situation, the BOD execute the alteration and report at the latest GMS.
- Alter, supplement the Corporation's Charter regarding articles relating to charter capital, shares, stocks and change the Business Registration Certificate after completing the issuance.
- Execute necessary process, procedures in order to register additional depository at VSDC and register additional listing at the Stock Exchange.
- Execute other process, procedures which the Board of Directors regards as necessary in order to complete the issuance plan approved by the GMS as above.
- The Board of Directors authorizes the Chairman of the Board of Directors and/or the Chef Executive Officer to perform one or several of the above authorized tasks.

The Board of Directors respectfully submit to the GMS for consideration and approval.

**Thank you for your attention!**

**Recipients:**

- The shareholders;
- Members of BOD;
- Members of BOS;
- SSC, Stock Exchange;
- Stored: Admin.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

**(Signed)**

**DANG THANH TAM**