

Số: 2812-4/2022/KBC/TT-HĐQT

Bac Ninh, December ... ,2022

**DRAFT**

December 7<sup>th</sup>, 2022

## **SUBMISSIONS**

### **THE 2<sup>ND</sup> 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 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11<sup>th</sup> 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26<sup>th</sup>, 2019;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation.*

**Dear Our esteemed Shareholders!**

The Board of Directors (BOD) of Kinh Bac City Development Holding Corporation 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 be honest for transactions that bring benefits to themselves and must perform the obligation to report to the Board of Directors for consideration and approval.

**III. The General Meeting of Shareholders unanimously approved 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  
CHAIRMAND OF THE MEETING**

**DANG THANH TAM**