

No.: 1004/2021/KBC/NQ-ĐHĐCĐ

Bac Ninh, April 10th, 2021

RESOLUTION
THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;*
- *Securities Law No. 54/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2020;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation passed by the General Meeting of Shareholders on April 12th, 2020*
- *2020 Audited Consolidate and Seperate Financial Statements of Kinh Bac City Development Holding Corporation audited by Ernst & Young Co., Ltd.*
- *2021 AGM's Meeting minutes of Kinh Bac City Development Holding Corporation*

The 2021 General Meeting of Shareholders (GMS) of Kinh Bac City Development Holding Corporation on April 10th 2021 had discussed and voted on approval of these following issues:

ARTICLE 1:

APPROVING THE REPORT ON THE PERFORMANCE OF THE BOARD OF DIRECTORS IN 2020 AND THE PROPOSED PLANS FOR 2021

GMS approved the report on the performance of the Board of Directors in 2020 and the proposed plan for 2021 which was proposed in the meeting.

Approved voting counted: 286.867.958 Shares, at the rate of 89,2621% shares that has the voting right which participated in the AGM

ARTICLE 2 :

APPROVING THE REPORT ON BUSINESS PERFORMANCE IN 2020 AND OPERATING PLAN FOR 2021 OF THE EXECUTIVE MANAGEMENT BOARD.

GMS approved the report on the business performance in 2020 and the operating plan for 2021 of the Executive Management Board. In particular, the Executive Management Board has set the business plan for 2021 (consolidating the whole Corporation) as follows:

- ✓ Estimated consolidated revenue: VND 6,600 billion
- ✓ Estimated consolidated profit after tax: VND 2,000 billion

Approved voting counted: 286.867.958 Shares, at the rate of 89,2621% shares that has the voting right which participated in the AGM

ARTICLE 3:

APPROVING THE REPORT ON SUPERVISORY ACTIVITIES IN 2020 OF THE BOARD OF SUPERVISORS

GMS approved the Supervisory Report 2020 of the Board of Supervisors which was proposed in the meeting.

Approved voting counted: 286.867.958 Shares, at the rate of 89,2621% shares that has the voting right which participated in the AGM

ARTICLE 4:

APPROVING THE 2020 FINANCIAL STATEMENTS OF KINH BAC CITY DEVELOPMENT HOLDING CORPORATION AUDITED BY ERNST & YOUNG VIETNAM CO., LTD

GMS approved the 2020 Financial Statements of Kinh Bac City Development Holding Corporation were audited in accordance with the prescribed accounting standards by Ernst & Young Vietnam Co., Ltd., including:

- (1) Report of the Executive Management Board;
- (2) Independently audited report;
- (3) The consolidated balance sheet as of December 31, 2020;
- (4) Consolidated income statement in 2020;
- (5) Statements of cash flows;
- (6) Notes to the financial statements.

Approved voting counted: 282.436.878 Shares, at the rate of 87,8833% shares that has the voting right which participated in the AGM

ARTICLE 5:

APPROVING THE BUSINESS PERFORMANCE IN 2020 & REPORT ON DIVIDEND DISTRIBUTION PLAN UNDER THE ANNUAL GENERAL MEETING OF SHAREHOLDERS'S RESOLUTION NO.2906/2020/KBC/NQ-DHĐCĐ ON JUNE 29TH,2020

As of December 31, 2020, based on the audited financial statements of Kinh Bac City Development Holding Corporation audited by Ernst & Young Vietnam Co., Ltd. recorded the 2020 business outcomes of the Corporation as follows:

According to the consolidated financial statements:

Total revenue in 2020:	VND	2,468,142,872,477
Revenue from business activities in 2020:	VND	2,150,962,555,356
Profit after tax in 2020:	VND	319,813,966,112
<i>In which, after-tax profit of the parent company's shareholders:</i>	VND	224,032,834,488

According to the financial statements of the Parent Company:

Total revenue 2020:	VND	570,840,649,425
Revenue from business activities in 2020:	VND	181,003,098,694
Profit after tax in 2020:	VND	43,557,445,441
Undistributed profit after tax as 31 st , of December 2020:	VND	1,675,636,433,629

Report on the dividend payment under the Resolution of the Annual GMSs No. 2906/2020/KBC/NQ-DHĐCĐ dated June 29th, 2020.

Under Resolution No. 2906/2020/KBC/NQ-DHĐCĐ, the Board of Directors had issue 2 following plans on the profit after tax distribution as of December 31st, 2020:

- (1) If the cash flow from operation is enough, the Board of Directors will distribute at least 10% cash dividend from the undistributed profit after tax as of December 31st, 2020 after paying all payment obligations.
- (2) If the cash flow from operation is not as expected, the Company has to take a defensive approach to guard against any detrimental occurrences which can negatively affect the Company's cash flow. The Board of Directors will retain all undistributed profit as of December 31st, 2020 to ensure the highest benefit for the shareholders as well as the existence and sustainable development for the Company.

Covid -19 negatively impact on the completion of legal procedures for the Company's projects and the land handover procedures (Most of KBC's customers are foreign investors who were restricted on overseas transportations). As the result, the Company cash flow was only sufficient for debt obligations payment and payment for Trang Cat Urban area 's land usage fee which reach to 3,500 billion VND. The Company expected the land rental payment in 2021 will increase so we will take the advantage of current cheap rental price. Therefore, the Board of Directors select the plan approved by the General Meeting of shareholders which would take the defensive approach and retain all undistributed profit after tax as of December 31st, 2020. At the same time, we will cancel the profit distributed plan - **Resolution No.2906/2020/KBC/NQ-DHĐCĐ approved by the General Meeting of Shareholders on June 29th 2020.**

Approved voting counted : 299.550.573 Shares, at the rate of 93,2084% shares that has

the voting right which participated in the AGM

ARTICLE 6:

APPROVING THE SELECTION OF THE INDEPENDENT AUDITING COMPANY IN 2021

GMS approved the authorization for the Board of Directors selecting from the following auditing companies to audit the annual financial statements and review the semi-financial statements:

- (1) Grant Thornton Vietnam Co., Ltd
- (2) Ernst & Young Vietnam Co., Ltd (E&Y)
- (3) KPMG Vietnam Co., Ltd. (KPMG)
- (4) Deloitte Vietnam Co., Ltd. (Deloitte)
- (5) PWC Vietnam Co., Ltd. (PWC)

Approved voting counted : 294.964.993 Shares, at the rate of 91,7816% shares that has the voting right which participated in the AGM

ARTICLE 7:

APPROVING REMUNERATION PLAN OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE SALARY - BONUS OF THE HEAD OF SPECIALIZED BOARD OF SUPERVISORS AND THE SALARY REPORT OF THE EXECUTIVE MANAGEMENT BOARD

GMS approved the total remuneration plan for the Board of Directors, the Supervisory Board and the salary, bonuses, allowances for the Head of Supervisory Board in 2020 is: **1,348,392,889 VND** (One billion, three hundred and forty eight million, three hundred and ninety two thousand, eight hundred and eighty nine VND), equal to 27% of the limit approved by the GMS under Resolution No.1004/2018/KBC/NQ-ĐHĐCĐ on April 10th,2018 for the Board of Directors, the Supervisory Board and the salary, bonuses, allowances for the Head of the Supervisory Board for the period of 2020-2022(the end of term for the Board of Director, the Supervisory Board) is : **5,000,000,000 VND** (Five billion VND/year)

GMS approved the report on the remuneration plan, taxed income for the **Board of Directors (BOD), Supervisory Board (SB), Executive Management Board (EMB) and the Chief Accountant in 2020** as of follow:

No	Name	Position	Remuneration: member of the SB/ BOD (VNĐ)	Total Income of the Head of SB, member of EMB(VNĐ)	Total Income Tax (VNĐ)
1	Nguyen Bich Ngoc	Head of the SB	50,000,000	199,378,000	10,126,000

2	The Thi Minh Hong	Member of the SB	50,000,000		5,555,556
3	Tran Tien Thanh	Member of the SB	50,000,000		5,555,556
4	Dang Thanh Tam	Chairman			
5	Nguyen Thi Thu Huong	Member of the BOD, CEO	100,000,000	6,408,151,000	3,166,174,000
6	Nguyen Vinh Tho	Member of the BOD	580,000,000		64,444,444
7	Pham Phuc Hieu	Member of the BOD, Deputy General Manager, Chief Accountant, Person authorized to disclose information	100,000,000	2,307,150,000	1,043,235,000
8	Huynh Phat	Independent Member of the BOD	100,000,000		11,111,111
9	Nguyen My Ngoc	Deputy General Manager		1,784,218,000	707,810,000
10	Phan Anh Dung	Deputy General Manager		1,611,459,000	614,786,000

Approved voting counted : 285.718.013 Shares, at the rate of 88,9043% shares that has the voting right which participated in the AGM

ARTICLE 8:

APPROVE ON THE ALTERING, SUPPLEMENTING THE CORPORATION CHARTER OF ORGANIZATION AND OPERATION:

GMS approved on the altering, supplementing of the Company's charter (according to the Attach Appendix on altering, supplementing the Charter) to conform with the new Law of Enterprise No. 59/2020/QH14, the Law of Securities No.54/2019/QH14 and other related legal documents. In which, for the issues which could be selected between the authority of the General Meeting of Shareholders or the Board of Directors, the decision-making authority would be

assigned to the Board of Directors. GMS authorized on Board of Directors and the legal representative officially sign, issue and publish the new Corporation's Charter on the corporation's website after completing on alteration and supplementation.

Approved voting counted: 286.303.113 Shares, at the rate of 89,0864% shares that has the voting right which participated in the AGM

ARTICLE 9:

APPROVE ON THE ALTERING, SUPPLEMENTING OF THE CORPORATION REGULATIONS ON CORPORATE GOVERNANCE; ISSUE THE REGULATIONS OF THE BOARD OF DIRECTORS; REGULATIONS OF THE SUPERVISORY BOARD

GMS approved on the altering, supplementing of the Corporation regulations on Corporate Governance and issue the Regulations of the Board of Directors, Regulations of the Supervisory Board.

The alteration and supplementation of the following regulations are served to conform with the altered and supplemented Corporation's Charter.

GMS authorized for the Chairman of BOD to sign for promulgation of the Corporation regulations on Corporate governance, Regulations of the Board of Directors and authorized for the Head of Supervisory Board to sign for promulgation of the Regulations of the Supervisory Board, and publish these regulations on the corporation's website after completing on the alteration and supplementation.

In the process of implementing the Corporation regulations on Corporate governance, Regulations of the Board of Directors and the Regulations of the Supervisory Board, if we detect any content which go against the law, GMS authorized for the Board of Directors to adjust necessary content in order to conform with the law and Corporation's charter.

Approved voting counted: 286.303.113 Shares, at the rate of 89,0864% shares that has the voting right which participated in the AGM

ARTICLE 10:

APPROVAL ON THE AUTHORIZATION FOR THE BOARD OF DIRECTOR ON THESE FOLLOWING CONTENTS:

To ensure the operating process of investing, business activities are convenient, transparent and their pace are not under affected, as well as ensure the governance principles are in accordance to the law and Corporation's Regulations, GMS authorized for the Board of Directors to take decisions and to approve on the following subjects, including cases passed the rate which need the approval of the GMS pursuant to the Corporation's Charter which related to the following activities, the Board of Directors will report the most essential activities at the latest AGM.

- (1) On the investing, guaranteeing, using mortgaged asset, arranging capital which allowed by the law, and other transactions related to the projects, activities of the Company, Subsidiaries, Associated Companies, Companies which are held by the Parent Company under long term investment and others parties who partnered,

cooperate with the Company.

- (2) On the handling of existing problems, signing debt restructuring, advancing capital, debt repayment, using of mortgaged asset, guaranteeing, etc. related to Trang Cat Urban Area Project and PVCom Bank.
- (3) Decide the highlighted issues raised by the Audited Company in the audited financial statements 2020.
- (4) Investing, buying, selling, guaranteeing, using assets as mortgages, arranging capital and other transactions related to the Trang Cat Urban area, projects in Hai Phong, Bac Ninh, Bac Giang, Quang Ninh, Ha Noi, Da Nang, Hai Duong, Hung Yen, Long An, Vung Tau, etc and all other projects which are and will establish by the Company with relating parties and partners.
- (5) Investing, buying, selling projects with the total invested capital, or contributed capital from the Corporation, or venture capital of the Corporation, or the value of the trading, or related transactions under the power of the GMS according to the Corporation's regulations.

Approved voting counted: 271.979.218 Shares, at the rate of 84,6293% shares that has the voting right which participated in the AGM

ARTICLE 11:

APPROVAL ON THE CHARTER CAPITAL INCREASEMENT BY ISSUING SHARES FROM EQUITY

GMS approved on the plan of stock issuance for charter capital increasement from equity as of December 31st, 2020 retrieved from the Audited Financial Statement of Parent company (Submission No: 1004-2/2021/KBC/TT-HĐQT attached with this Resolution)

Approved voting counted: 279.181.929 Shares, at the rate of 86,8705% shares that has the voting right which participated in the AGM

ARTICLE 12:

APPROVAL ON THE CHARTER CAPITAL INCREASEMENT FROM OFFERING PRIVATE SHARES

GMS approved on the plan of private placement of shares to increase the charter capital of Kinh Bac City Development Holding Corporations (Submission No.:1004-3/2021/KBC/TT-HĐQT attached with this Resolution)

Approved voting counted: 269.940.669 Shares, at the rate of 83,9950% shares that has the voting right which participated in the AGM

ARTICLE 13:

APPROVAL ON OFFERING AND LISTING CORPORATION'S BONDS:

GMS approved on following contents:

- (1) Decide to authorize for the Board of Directors to take decisions on private placement and public offering of bonds, and update this authority to the Board of Directors' powers in the Corporation's charter.
- (2) Decide to list bonds (if required) issuing by the Board of Directors in 2021 until the

2022 Annual General Meeting of Shareholders and authorize the Board to carry out the necessary procedures to list the bonds in accordance with the law.

Approved voting counted: 261.026.084 Shares, at the rate of 81,2211% shares that has the voting right which participated in the AGM

ARTICLE 14:
EFFECTIVE:

The following Resolution took effect from April 10th, 2021.

The GMS assigned for the Board of Directors, the Management Board and relating parties responsible for executing the Resolution.

Recipients:

- The shareholders;
- SSC, HCM Stock Exchange;
- Members of Board of Directors;
- Members of the Board of Supervisors;
- Administration Office.

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN

DANG THANH TAM

No: 1004/2021/KBC/BB-ĐHĐCĐ

Bac Ninh, April 10th, 2021

MEETING MINUTES ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Corporation Name** : **Kinh Bac City Development Holding Corporation - JSC**
- Address** : Lot B7, Que Vo Industrial Park, Phuong Lieu Commune, Que Vo District, Bac Ninh
- Business registration certificate** : Business Registration Certificate No. 23.00.233993 first issued on 27/03/2002, the 16th change on 25/06/2019, issued by Bac Ninh Ministry of Planning and Investment.
- Meeting time** : Starting at 9:00 AM, April 10th, 2021
- Meeting location** : Kinh Bac Building - Lot B7, Que Vo Industrial Park, Phuong Lieu Commune, Que Vo District, Bac Ninh
- Content of meeting** : According to the content of the 2021 Annual General Meeting of Shareholders approved by the General Meeting of Shareholders.
- Voter eligibility report** : **Number of Attendees: 131, of which:**
- In person: **36**
 - Online: **95**
- Number of authorized delegates online and in person: 24**
- Representing: 321,377,005 shares - account for: 68.4130% of the voting shares, of which:**
- In person: **35,811,469** shares - account for: **7.6234%** of shares with voting rights
 - Online: **285,565,586** shares - account for: **60.7897%** of shares with voting rights
- Participants** : All shareholders named in the list of shareholders finalized on February 17th, 2021 granted by Vietnam Securities Depository (VSD).
- Chairman of the Meeting** : Mr. Dang Thanh Tam – Chairman of the BOD

Secretary of the Meeting : Ms. Nguyen Thi Thuy Anh – 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: Board of Directors, Management Board, Supervisory Board, FPT Securities – Advisor and shareholders of corporation.

II. The legitimacy and validity of the Meeting

Mr. Nguyen Hong Quan - Head of Voter Eligibility Committee announces the voter eligibility report at the meeting as follows:

Total number of shares of the Company: **469.760.189** shares.

At 09:23 a.m on April 10th, 2021:

Number of Attendees: 116, of which:

- In-person: **32**
- Online: **84**

Number of Authorized delegates online and in person: 23

Representing: 320,887,145 shares - account for: 68.3087% of the total number of voting shares, of which:

- In-person: **35,731,859** shares - account for: **7.6064%** of the total number of voting shares
- Online: **285.155.286** shares - account for: **60.7023%** of the total number of voting shares.

Pursuant to the Law on Enterprises, the Charter on organization and operation of Kinh Bac City Development Holding Corporation - JSC, **the Meeting is eligible to proceed.**

III. Introducing the Chairman's Board, Secretary Committee and voting on the members of the Vote Counting Committee

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

The Chairman's Board:

- Mr Dang Thanh Tam - Chairman of the BOD;
- Mrs Nguyen Thi Thu Huong - Member of the BOD & CEO;
- Mr Huynh Phat - Independent Member of the BOD;
- Mr Pham Phuc Hieu - Member of the BOD, Vice CEO;
- Mr Nguyen Vinh Tho - Member of the BOD;

The Chairman's Board agreed on electing Mr. Dang Thanh Tam – Chairman of the BOD to be the Chairman of the Meeting and issue the Meeting Minutes and Resolutions .

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

The Secretary of the Meeting:

- Mrs Nguyen Thi Thuy Anh - Head of the Secretary Committee
- Mrs Tran Thi Thu HAF - Member

- Mr Luu Hai Vu - Member

The Vote Counting Committee:

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

Next, Mr. Dang Thanh Tam consulted with the Meeting to vote on the members of the Vote Counting Committee.

The Meeting agreed and approved on the members of the Vote Counting Committee.

PART B. THE MEETING PROGRESSION

I. Casting vote on the Content of the Meeting and the regulation of operating and voting at AGM 2021

The Meeting listened to Mr. Luu Hai Vu – The representative of the Secretary Committee presenting the contents of the meeting and the regulation of operating and voting at Annual General Meeting of Shareholders.

The detailed content according to this document was sent to shareholders/ shareholders' representatives attending the meeting.

The Meeting approved on the Content of the Meeting and the regulations of operating and voting at AGM 2021.

II. The reports and submissions

The total number of Attendees (online, in person or authorizing) according to the voter eligibility report at 11:59 a.m on April 10th 2021 is:

Number of Attendees: 131, of which:

- In person: 36
- Online: 95

Number of authorized delegates online and in person: 24

Representing: 321,377,055 Shares, accounting for: 68.4130% of the voting shares, of which:

- In person: 35,811,469 shares - account for: 7.6234% of shares with voting rights.
- Online: 285,565,586 shares - account for: 60.7897% of the shares with voting rights.

After the presentation of the reports and submissions, the GMS conducted voting via online form or directly voting in the ballot box at the Meeting. The results of counting votes for each content were reported by **Mr. Mai Tuan Dung - Head of Vote Counting Committee**. The specific results are as follows:

1. The Meeting listened to **Mr. Dang Thanh Tam – Chairman of the BOD** presented the report on the performance of the BOD in 2020 and the proposed plans for 2021;

The detailed report was sent to the shareholders/legal representative of the shareholders.

The GMS voted on the Report and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **100** represent for: **286,867,958** voting shares, account for: **89.2621%** of the total number of voting shares attending the meeting.
- Dis-approval: **14** represent for: **13,086,115** voting shares, account for: **4.0719 %** of the total number of voting shares attending the meeting.
- No-opinion: **1** represent for: **154,600** voting shares, account for: **0.0481%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on the Report report on the performance of the BOD in 2020 and the proposed plans for 2021 with 89.2621% approval.

2. The Meeting listened to Mrs. **Nguyen Thi Thu Huong – CEO** presented the report on business performance in 2020 and proposed plan for 2021 of the Executive Management Board;
The detailed report was sent to the shareholders/legal representative of the shareholders, in which, the consolidating business plan:
- ✓ Total consolidated revenue is expected to be: VND 6.600 billion
 - ✓ Total consolidated profit after tax is expected to be: VND 2.000 billion

The GMS voted on the Report and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **100** represent for: **286,867,958** voting shares, account for: **89.2621%** of the total number of voting shares attending the meeting.
- Dis-approval: **14** represent for: **13,086,115** voting shares, account for: **4.0719 %** of the total number of voting shares attending the meeting.
- No-opinion: **1** represent for: **154,600** voting shares, account for: **0.0481%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on the Report on business performance in 2020 and proposed plan for 2021 of the Executive Management Board with 89.2621% approval.

3. The Meeting listened to Mrs. **Nguyen Bich Ngoc - Head of the Board of Supervisors** presented the report on supervisory activities in 2020 of the Board of Supervisors;
The detailed report was sent to the shareholders/legal representative of the shareholders.

The GMS voted on the Report and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.

- Approval: **100** represent for: **286,867,958** voting shares, account for: **89.2621%** of the total number of voting shares attending the meeting.
- Dis-approval: **14** represent for: **13,086,115** voting shares, account for: **4.0719%** of the total number of voting shares attending the meeting.
- No-opinion: **1** represent for: **154,600** voting shares, account for: **0.0481%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on the Report report on supervisory activities in 2020 of the Board of Supervisors with 89.2621% approval.

Besides, Ms. Nguyen Bich Ngoc, on behalf of the Supervisory Board, submitted to the General Meeting of Shareholders the Operation Regulations of the Supervisory Board.

4. At the meeting, Mr. Dang Thanh Tam consulted the General Meeting of Shareholders to discuss the following contents:
 - Private placement plan.
 - Share issuance plan to increase charter capital from equity as of 31/12/2020 in the Audited Financial Report of parent company.

5. The Meeting listened to **Mr. Pham Phuc Hieu – Member of BOD, Vice CEO** on behalf of the Chairman’s Board presenting the Proposals of the General Meeting of Shareholders updated at the meeting, replacing the draft version published on the official website on March 19, 2021 include:

5.1. The 2020 financial statements of Kinh Bac City Development Holding Corporation audited by Ernst & Young Vietnam Co., Ltd:

The GMS voted on the Report and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **97** represent for: **282,436,878** voting shares, account for: **87.8833%** of the total number of voting shares attending the meeting.
- Dis-approval: **16** represent for: **17.517.095** voting shares, account for: **5.4506%** of the total number of voting shares attending the meeting.
- No-opinion: **2** represent for: **157.700** voting shares, account for: **0.0481%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on The 2020 financial statements of Kinh Bac City Development Holding Corporation audited by Ernst & Young Vietnam Co., Ltd with 87.8833% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021

5.2. Business performance in 2020 and Report on the dividend payment under the Resolution of the Annual GMSs No. 2906/2020/KBC/NQ-DHDCD dated June 29th, 2020

The GMS voted on the Submissions and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **113** represent for: **299,550,573** voting shares, account for: **93.2084%** of the total number of voting shares attending the meeting.
- Dis-approval: **0** represent for: **0** voting shares, account for: **0.0000%** of the total number of voting shares attending the meeting.
- No-opinion: **2** represent for: **558,100** voting shares, account for: **0.1737%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13,000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on Business performance in 2020 and Report on the dividend payment under the Resolution of the Annual GMSs No. 2906/2020/KBC/NQ-DHDCD dated June 29th, 2020 with 93.2084% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021

5.3. Submission of selecting the independent auditing company for 2021;

The GMSvoted on the Submissions and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **110** represent for: **294,964,993** voting shares, account for: **91.7816%** of the total number of voting shares attending the meeting.
- Dis-approval: **0** represent for: **0** voting shares, account for: **0.0000%** of the total number of voting shares attending the meeting.
- No-opinion: **5** represent for: **5,143,680** voting shares, account for: **1.6005%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the Meeting approved on the submission of selecting the independent auditing company for 2021 with 91.7816% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021

5.4. Submission of Remuneration plan of the Board Of Directors, the Board of Supervisors, the Salary - Bonus of the Head of the Specialized Board of Supervisors and the Salary report of the Executive Management Board.

The GMS voted on the Submission and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **111** represent for: **285,718,013** voting shares, account for: **88.9043%** of the total number of voting shares attending the meeting.
- Dis-approval: **0** represent for: **0** voting shares, account for: **0.0000%** of the total number of voting shares attending the meeting.
- No-opinion: **4** represent for: **14,390,660** voting shares, account for: **4.4778%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on the Submission of Remuneration plan of the Board Of Directors, the Board of Supervisors, the Salary - Bonus of the Head of the Specialized Board of Supervisors and the Salary report of the Executive Management Board with 88.9043% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021

5.5. The altering, supplementing the Corporation's charter of organization and operation

The GMS voted on the Submission and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **114** represent for: **286,303,113** voting shares, account for: **89,0864%** of the total number of voting shares attending the meeting.
- Dis-approval: **0** represent for: **0** voting shares, account for: **0.0000%** of the total number of voting shares attending the meeting.
- No-opinion: **1** represent for: **13,805,560** voting shares, account for: **4.2958%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on The altering, supplementing the Corporation's charter of organization and operation with 89,0864% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021

5.6. The altering, supplementing of the Corporation's regulations on corporate governance; Issue the regulations of the Board of Directors; Regulations of the Supervisory board

The GMS voted on the Submission and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **114** represent for: **286,303,113** voting shares, account for: **89,0864%** of the total number of voting shares attending the meeting.
- Dis-approval: **0** represent for: **0** voting shares, account for: **0.0000%** of the total number of voting shares attending the meeting.
- No-opinion: **1** represent for: **13,805,560** voting shares, account for: **4.2958%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on The altering, supplementing of the Corporation's regulations on corporate governance; Issue the regulations of the Board of Directors; Regulations of the Supervisory board with 89,0864% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021.

5.7. Approval on the authorization for the Board of Directors via the Article X in the 2021 annual general meeting of shareholders 's submissions

The GMS voted on the Submission and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **95** represent for: **271,979,218** voting shares, account for: **84.6293%** of the total number of voting shares attending the meeting.
- Dis-approval: **15** represent for: **13,086,195** voting shares, account for: **4.0719%** of the total number of voting shares attending the meeting.
- No-opinion: **5** represent for: **15.043.206** voting shares, account for: **4.6809%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved the authorization for the Board of Directors via the Article X in the 2021 annual general meeting of shareholders 's submissions with 84.6293% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021

5.8. The charter capital increasement by issuing shares from equity

The GMS voted on the Submission and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **98** represent for: **279,181,929** voting shares, account for: **86.8705%** of the total number of voting shares attending the meeting.
- Dis-approval: **13** represent for: **6,406,115** voting shares, account for: **1.9933%** of the total number of voting shares attending the meeting.
- No-opinion: **4** represent for: **14,520,629** voting shares, account for: **4.5183%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on the charter capital increasement by issuing shares from equity with 86.8705% approval.

Details are presented in the submission attached to this Minutes No. 1004-2/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-2/2021/KBC/TT-HĐQT on March 19th, 2021

5.9. The charter capital increasement from offering private shares

The GMS voted on the Submission and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **89** represent for: **269,940,669** voting shares, account for: **83.9950%** of the total number of voting shares attending the meeting.
- Dis-approval: **16** represent for: **6,423,095** voting shares, account for: **1.9986%** of the total number of voting shares attending the meeting.
- No-opinion: **10** represent for: **23,744,909** voting shares, account for: **7.3885%** of the total number of voting shares attending the meeting.
- Invalid: **2** represent for: **13.000** voting shares, account for: **0.0040%** of the total number of voting shares attending the meeting.

Thus, the GMS approved on The charter capital increasement from offering private shares with 83.9950% approval.

Details are presented in the submission attached to this Minutes No. 1004-3/ 2021/KBC/TT-HĐQT dated April 10th , 2021, replacing the Draft version No. 1903-3/2021/KBC/TT-HĐQT on March 19th, 2021

5.10. Offering and listing corporation's bonds:

The GMS voted on the Submission and the results are as follows:

- Valid: **115** represent for: **300,108,673** voting shares, account for: **93.3821%** of the total number of voting shares attending the meeting.
- Approval: **89** represent for: **261,026,084** voting shares, account for: **81.2211%** of the total number of voting shares attending the meeting.

- Dis-approval: 17 represent for: 17,526,095 voting shares, account for: 5.4534% of the total number of voting shares attending the meeting.
- No-opinion: 9 represent for: 21,556,494 voting shares, account for: 6.7075% of the total number of voting shares attending the meeting.
- Invalid: 2 represent for: 13,000 voting shares, account for: 0.0040% of the total number of voting shares attending the meeting.

Thus, the GMS approved on Offering and listing corporation's bonds with 81.2211% approval.

Details are presented in the submission attached to this Minutes No. 1004-1/2021/KBC/TT-HĐQT dated April 10th, 2021, replacing the Draft version No. 1903-1/2021/KBC/TT-HĐQT on March 19th, 2021

III. Discussion at the Meeting

The Chairman of the Meeting administered the discussion at the meeting

- Firstly, the representative of Dragon Capital Investment Fund spoke about investment opportunities and prospects in KBC, and assessed that this is the time when KBC has experienced the best condition (Clement weather, favourable terrain and concord among the people)
- Next, Mr. Dang Thanh Tam shared about following contents:
 - + KBC's plans to develop projects in the future: Trang Cat Urban area, Trang Due 3 industrial zone, projects in Bac Ninh (in the context that Bac Ninh will become a city under it) Central, plans to expand the project in a number of provinces around Hanoi and Ho Chi Minh City.
 - + Action plan for investment promotion (such as participating in organizing investment promotion forums).
 - + Share KBC's goal of not only engaging in industrial real estate but also investing in huge-scale urban projects.
- The Presidium acknowledges opinions and questions of shareholders at the meeting and answers questions from shareholders related to:
 - + Trang Cat urban area project: contents related to project valuation, project business plan in 2021.
 - + Regarding the issue of additional shares to increase capital: The company built a detail plan and will hold a meeting with major shareholders to discuss the issuance plan as soon as possible and select an suitable time for the issuance. The goal of issuing additional shares is to increase the size of the company; Authorizing the Board of Directors to implement the detailed plan related to the private placement of 100 million additional shares; plan to increase capital from equity with a ratio of 3: 1 (content according to the report directly reported at the General Meeting of Shareholders).
- Shareholders asked questions and Chairman of BOD answered more about the project planning and implementation of projects in the future, including: Trang Cat Urban Area Project (about the payment of rent land); Trang Due Industrial Park 3 (on the project progress, the project's license procedures, the plan to start the project after obtaining the license and attracting investors, especially existing investors like LG , ...); Answering questions of shareholders related to debt restructuring at PVCbank.

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

Mrs. Nguyen Thi Thuy Anh – Head of the Secretary Committee presented the Minutes and Draft of Resolutions of the 2021 Annual General Meeting of Shareholders.

The Meeting agreed and approved on the Minutes and Draft of Resolution.

This Minutes is drafted at 12:25 p.m on April 10th, 2021
The meeting concluded at 12:36 p.m on the same day.
Sencereely thanks!

**ON BE HALF OF THE AGM
CHAIRMAN**



[Handwritten signature in blue ink]
DANG THANH TAM

**ON BE HALF OF THE
SECRETARY COMMITTEE**

[Handwritten signature in blue ink]

NGUYEN THI THUY ANH



THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness



No.: 1004-1/2021/KBC/TT-HĐQT

Bac Ninh, April 10th, 2021

SUBMISSIONS

THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
- Securities Law No. 54/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2020;
- Charter on organization and operation of Kinh Bac City Development Holding Corporation passed by the General Meeting of Shareholders on April 12th, 2020
- 2020 Audited Financial Statements of Kinh Bac City Development Holding Corporation audited by Ernst & Young Co., Ltd.

Dear Shareholders!

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

The Board of Directors submits to the General Meeting of Shareholders (GMS) for consideration and approval on the following issues at the Corporation's Annual GMSs 2021:

I. APPROVING THE REPORT ON THE PERFORMANCE OF THE BOARD OF DIRECTORS IN 2020 AND THE PROPOSED PLANS FOR 2021

Respectfully proposing to the GMS the Report on the performance of the Board of Directors in 2020 and the proposed plan for 2021 for approval.

II. APPROVING THE REPORT ON BUSINESS PERFORMANCE IN 2020 AND OPERATING PLAN FOR 2020 OF THE EXECUTIVE MANAGEMENT BOARD.

Respectfully proposing to the GMS the Report on the business performance in 2020 and the operating plan for 2021 of the Board of Directors for approval. In particular, the Board of Directors has set the business plan for 2021 (consolidating the whole Corporation) as follows:

- ✓ Estimated consolidated revenue: VND **6,600** billion
- ✓ Estimated consolidated profit after tax: VND **2,000** billion

III. APPROVING THE REPORT ON SUPERVISORY ACTIVITIES IN 2020 OF THE BOARD OF SUPERVISORS AND OPERATING PLAN FOR 2021

Proposal to the GMS for approval of the Supervisory Report 2020 of the Board of Supervisors.

IV. APPROVING THE 2020 FINANCIAL STATEMENTS OF KINH BAC CITY DEVELOPMENT HOLDING CORPORATION - JSC AUDITED BY ERNST & YOUNG VIETNAM CO., LTD

The 2020 Financial Statements of Kinh Bac City Development Holding Corporation were audited in accordance with the prescribed accounting standards by Ernst & Young Vietnam Co., Ltd., including:

- (1) Report of the Executive Management Board;
- (2) Independently audited report;
- (3) The consolidated balance sheet as of December 31st, 2020;
- (4) Consolidated income statement in 2020;
- (5) Statements of cash flows;
- (6) Notes to the financial statements.

The BOD submits the above Financial Statements audited by Ernst & Young Vietnam Co., Ltd. to the GMS for approval.

V. APPROVING THE BUSINESS PERFORMANCE OF CORPORATION IN 2020 & REPORT ON DIVIDEND DISTRIBUTION PLAN UNDER THE ANNUAL GENERAL MEETING OF SHAREHOLDERS'S RESOLUTION NO.2906/2020/KBC/NQ-DHĐCĐ ON JUNE 29TH,2020

As of December 31st, 2020, based on the audited financial statements of Kinh Bac City Development Holding Corporation audited by Ernst & Young Vietnam Co., Ltd. recorded the 2020 business outcomes of the Corporation as follows:

According to the consolidated financial statements:

Total revenue in 2020:	VND	2,468,142,872,477
Revenue from business activities in 2020:	VND	2,150,962,555,356
Profit after tax in 2020:	VND	319,813,966,112
<i>In which, after-tax profit of the parent company's shareholders:</i>	VND	224,032,834,488

According to the financial statements of the Parent Company:

Total revenue 2020:	VND	570,840,649,425
Revenue from business activities in 2020:	VND	181,003,098,694
Profit after tax in 2020:	VND	43,557,445,441
Undistributed profit after tax as of December 31 st , 2020:	VND	1,675,636,433,629

Report on the dividend payment under the Resolution of the Annual GMSs No. 2906/2020/KBC/NQ-DHĐCĐ dated June 29th, 2020.

Dear Shareholders, under Resolution No. 2906/2020/KBC/NQ-DHĐCĐ, the Board of Directors had issue 2 following plans on the after tax profit distribution as of December 31st, 2020 :

- (1) If the cash flow from operation is enough, the Board of Directors will distribute at least 10% cash dividend from the undistributed profit after tax as of December 31st, 2019 after paying all payment obligations.
- (2) If the cash flow from operation is not as expected, the Company has to take a defensive approach to guard against any detrimental occurrences which can negatively affect the Company's cash flow. The Board of Directors will retain all undistributed profit as of December 31st, 2019 to ensure the highest benefit for the shareholders as well as the existence and sustainable development for the Company.

Covid -19 negatively impact on the completion of legal procedures for the Company's projects and the land handover procedures (Most of KBC's customers are foreign investors who were restricted on overseas transportations). As the result, the Company cash flow was only sufficient for debt obligations payment and payment for Trang Cat Urban area 's land usage fee which reach to 3.500 billion VND. The Company expected the land rental payment in 2021 will increase so we will take the advantage of current cheap rental price. Therefore, the Board of Directors select the plan approved by the General Meeting of shareholders which would take the defensive approach and retain all undistributed profit after tax as of December 31st, 2020. At the same time, we will cancel the profit distributed plan - **Resolution No.2906/2020/KBC/NQ-DHĐCĐ approved by the General Meeting of Shareholders on June 29th 2020.**

VI. APPROVING THE SELECTION OF THE INDEPENDENT AUDITING COMPANY IN 2021

To ensure the efficiency of the administration and management, the Board of Directors respectfully requests that the GMS authorize the Board of Directors selecting from the following auditing companies to audit the annual financial statements and review the semi-financial statements:

- (1) Grant Thornton Vietnam Co., Ltd
- (2) Ernst & Young Vietnam Co., Ltd (E&Y)
- (3) KPMG Vietnam Co., Ltd. (KPMG)
- (4) Deloitte Vietnam Co., Ltd. (Deloitte)
- (5) PWC Vietnam Co., Ltd. (PWC)

VII. APPROVING REMUNERATION PLAN OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE SALARY - BONUS OF THE HEAD OF SPECIALIZED BOARD OF SUPERVISORS AND THE SALARY REPORT OF THE EXECUTIVE MANAGEMENT BOARD

The Board of Directors reports to the GMS on the remuneration plan, taxed income for the **Board of Directors, Supervisory Board, Executive Management Board and the Chief Accountant in 2020** as of follow:

Acronym:

SB : Supervisory Board

EMB: Executive Management Board

BOD : Board of Directors

No	Name	Position	Remuneration: member of the SB/ BOD (VNĐ)	Total Income of the Head of SB, member of EMB(VNĐ)	Total Income Tax (VNĐ)
1	Nguyen Bich Ngoc	Head of the SB	50,000,000	199,378,000	10,126,000
2	The Thi Minh Hong	Member of the SB	50,000,000		5,555,556
3	Tran Tien Thanh	Member of the SB	50,000,000		5,555,556
4	Dang Thanh Tam	Chairman			
5	Nguyen Thị Thu Huong	Member of the BOD, CEO	100,000,000	6,408,151,000	3,166,174,000
6	Nguyen Vinh Tho	Member of the BOD	580,000,000		64,444,444

7	Pham Phuc Hieu	Member of the BOD, Deputy General Manager, Chief Accountant, Person authorized to disclose information	100,000,000	2,307,150,000	1,043,235,000
8	Huynh Phat	Independent Member of the BOD	100,000,000		11,111,111
9	Nguyen My Ngoc	Deputy General Manager		1,784,218,000	707,810,000
10	Phan Anh Dung	Deputy General Manager		1,611,459,000	614,786,000

Thus, the total remuneration plan for the Board of Directors, the Supervisory Board and the salary, bonuses, allowances for the Head of Supervisory Board in 2020 is : **1,348,392,889 VND** (One billion, three hundred and forty eight million, three hundred and ninety two thousand, eight hundred and eighty nine VND), equal to 27% of the limit approved by the GMS under Resolution No.1004/2018/KBC/NQ-ĐHĐCĐ on April 10th,2018 for the Board of Directors, the Supervisory Board and the salary, bonuses, allowances for the Head of the Supervisory Board for the period of 2020-2022(the end of term for the Board of Director, the Supervisory Board) is : **5,000,000,000 VND** (Five billion VND/year)

VIII. APPROVE ON THE ALTERING, SUPPLEMENTING THE CORPORATION'S CHARTER:

The Board of Directors respectfully proposing to the GMS to approve on the altering, supplementing of the Company's charter (according to the Attach Appendix on altering, supplementing the Charter) to conform with the new Law of Enterprise No. 59/2020/QH14, the Law of Securities No.54/2019/QH14 and other related legal documents. In which, for the issues which could be selected between the authority of the General Meeting of Shareholders or the Board of Directors, the decision-making authority will be assigned to the Board of Directors. **Appendix 01** on the altering and supplementing of the charter is attach with this submission.

The Board of Directors respectfully proposing to the GMS to authorize on Board of Directors and the legal representative officially sign, issue and publish the new Corporation's Charter on the corporation's website after completing on alteration and supplementation.

IX. APPROVE ON THE ALTERING, SUPPLEMENTING OF THE CORPORATION REGULATIONS ON CORPORATE GOVERNANCE;

ISSUE THE REGULATIONS OF THE BOARD OF DIRECTORS; REGULATIONS OF THE SUPERVISORY BOARD

The Board of Directors respectfully proposing to the GMS to approve on the altering, supplementing of the Regulations on Corporate Governance. **Appendix 02** on the altering and supplementing of the regulation is attach with this submission.

The Board of Directors respectfully proposing to the GMS to issue the Regulations on operating of the Board of Directors. The full text of the Board of Directors' Regulations is presented in **Appendix 03**.

The Board of Directors respectfully proposing to the GMS to issue the Regulations on operating of the Supervisory Board. The full text of the Supervisory Board's Regulations is presented in **Appendix 04**.

The alteration and supplementation of the following regulations are served to conform with the altered and supplemented Corporation's Charter.

The Board of Directors respectfully proposing to the GMS for authorization on the Chairman to sign for promulgation of the Corporation regulations on Corporate governance, Regulations of the Board of Directors and authorized for the Head of Supervisory Board to sign for promulgation of the Regulations of the Supervisory Board and publish these regulations on the corporation's website after completing on the alteration and supplementation.

In the process of implementing the Corporation regulations on Corporate governance, Regulations of the Board of Directors and the Regulations of the Supervisory Board, if we detect any content which go against the law , respectfully proposing to the GMS to authorized for the Board of Directors to adjust necessary content in order to conform with the law and Corporation's Regulations.

X. AUTHORIZED FOR THE BOARD OF DIRECTORS:

To ensure the operating process of investing, business activities are convenient, transparent and their pace are not under affected, as well as ensure the governance principles are in accordance to the law and Corporation's Regulations, The Board of Directors respectfully proposing to the GMS to authorized for the Board of Directors to take decisions and to approve on the following subjects, including cases passed the rate which need the approval of the GMS pursuant to the Corporation's Regulations which related to the following activities, the Board of Directors will report the most essential activities at the latest AGM.

- (1) On the investing, guaranteeing, using mortgaged asset, arranging capital which allowed by the law, and other transactions related to the projects, activities of the Company, Subsidiaries, Associated Companies, Companies which are held by the Parent Company under long term investment and others parties who partnered, cooperate with the Company.
- (2) On the handling of existing problems, signing debt restructuring, advancing capital, debt repayment, using of mortgaged asset, guaranteeing, etc. related to Trang Cat Urban Area Project and PVCom Bank.
- (3) Decide the highlighted issues raised by the Audited Company in the audited financial statements 2020.
- (4) Investing, buying, selling, guaranteeing, using assets as mortgages, arranging capital

and other transactions related to the Trang Cat Urban area, projects in Hai Phong, Bac Ninh, Bac Giang, Quang Ninh, Ha Noi, Da Nang, Hai Duong, Hung Yen, Long An, Vung Tau, etc and all other projects which are and will establish by the Company with relating parties and partners.

- (5) Investing, buying, selling projects with the total invested capital, or contributed capital from the Corporation, or venture capital of the Corporation, or the value of the trading, or related transactions under the power of the GMS according to the Corporation's regulations.

XI. APPROVE ON OFFERING AND LISTING CORPORATION'S BONDS

The Board of Directors respectfully proposing to the GMS to approve on following contents:

- (1) Decide to authorize for the Board of Directors to take decisions on private placement and public offering of bonds, and update this authority to the Board of Directors' powers in the Corporation's charter.
- (2) Decide to list bonds (if required) issuing by the Board of Directors in 2021 until the 2022 Annual General Meeting of Shareholders and authorize the Board to carry out the necessary procedures to list the bonds in accordance with the law.

We sincerely thank you for your attention!

Recipients:

- The shareholders;
- Members of Board of Directors;
- Members of the Board of Supervisors;
- SSC, HCM Stock Exchange;
- Administration Office.

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN

DANG THANH TAM

No.: 1004-2/2021/KBC/TT-HĐQT

Bac Ninh, March 19th, 2021

SUBMISSIONS

THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

About : Charter capital increasement by issuing shares from Equity as of December 31st, 2020 retrieved from the Audited Financial Statement of Parent Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019;*
- *Decree No.155/2020/ND-CP passed by the National Assembly of the Socialist Republic of Vietnam dated December 31st,2020;*
- *Charter on organization and operation of Kinh Bac City Development Holding Corporation.*

Dear Shareholders!

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

The Board of Directors submits to the General Meeting of Shareholders (GMS) for consideration and approval on the charter capital increasement by issuing shares from equity as of December 31st,2020 retrieved from the Audited Consolidated Financial Statement as following:

I. THE NECESSITY OF CHARTER CAPITAL INCREASEMENT

In recent years, Vietnam has risen as a potential location for foreign investors who wish to restructuring their industrial production activities. With the experience of developing industrial area for almost 20 years, Kinh Bac City Development Corporation is having a lot of projects require necessary approval on legal term, creating a lot of business opportunities for the Corporations. To meet the requirement of the official authorities, credit organizations, credit rating agencies, investment funds on the scale of charter capital, capitalization value, the Board of Director respectfully proposing to the GMS to take consideration and approve on the additional stock issuance plan for the charter capital increasement from the Equity as of December 31st, 2020 retrieved from the Audited Financial Statement of parent compay as following:

II. ISSUANCE PLAN:

1. Information on the stock issuance:

Name of the stock: Kinh Bac City Development Holding Corporation's shares

Stock Code: KBC

Type of issuance: Common shares

Nominal value: 10.000 VND/ shares

2. Issuance plan:

- Execution Rate: **3:1** (meaning that shareholders owning 03 existing shares will receive 01 new share)
- Type of issuing share: Common shares
- Issuing object: The shareholder is named in the list at the date of last registration to exercise rights granted by VSD.
- The plan for handling odd shares (if any): The number of shares received by each shareholder will be rounded to the nearest unit. The arising odd shares (if any) will be canceled and deemed not to be issued.
- Capital source: Authorizing the BOD to balance and decide on capital source from these following sources: Capital Premium; Investment and Development Fund; Undistributed profit; Other funds (if any) are used to supplement charter capital as prescribed by law;

3. Respectfully proposing to the GMS to authorized for the Board of Director to:

- Decide on the plan to increase charter capital by issuing shares from equity as of December 31st, 2020 retrieved from the Audited Financial Statement of parent company to be in accordance with legal regulations and business situation of the Corporation.
- Select a consultant to issue (if necessary)
- Decide on details of the shares issuance plan, including distribute Fractional Shares (if any);
- Decide on the specific time to execute the stock issuance plan;
- The Board of Director commands and assigns CEO and related departments to complete the files and documents reporting to the State Securities Commission on the stock issuance; reporting on the issuance result; complete the closing list of shareholders for rights execution; register additional depository at the Securities Depository Center and register additional stock listing at the Ho Chi Minh Stock Exchange to complete the plan on increasing the charter capital from the undistributed profit as of December 31st, 2020 retrieved from the Audited Consolidated Financial Statement
- Authorized for the Board of Director to alter, supplement content and sign



for promulgation for the Corporation's Charter regarding articles on charter capital; completing the files, documents and execute necessary procedures to initiate the alteration of Corporation's Business Registration Certificate and other related documents in accordance with the law.

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

We sincerely thank you for your attention!

Recipients:

- The shareholders;
- Members of Board of Directors;
- Members of the Board of Supervisors;
- SSC, HCM Stock Exchange;
- Administration Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



DANG THANH TAM



No: 1004-3/2021/KBC/TT-HĐQT

Bac Ninh, April 10th, 2021

SUBMISSIONS

THE 2021 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 17th, 2020;
- Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019;
- Decree No.155/2020/ND-CP passed by the Government on December 31st, 2020
- Charter on organization and operation of Kinh Bac City Development Holding Corporation.

Dear Shareholders!

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

The Board of Directors 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 the Corporation as of following:

I. THE NECESSITY OF CHARTER CAPITAL INCREASEMENT:

In recent years, Vietnam has risen as a potential location for foreign investors who wish to restructuring their industrial production activities. With the experience of developing industrial area for almost 20 years, Kinh Bac City Development Corporation is having a lot of projects require necessary approval on legal term, creating a lot of business opportunities for the Corporations. To meet the requirement of the official authorities, credit organizations, credit rating agencies, investment funds on the scale of charter capital, capitalization value in order to perform business and invest activities, expand the current market and initiate dozens of large scale projects, the BOD respectfully proposing to the GMS to take consideration and approve on plan for private placement of stock to increase charter capital as following.

II. PLAN ON PRIVATE PLACEMENT OF STOCK TO INCREASE CHARTER CAPITAL

1. Information on the issuance stock:

Name of stock: Kinh Bac City Development Holding Corporation's Shares

Stock code: KBC

Type of stock: Common shares

Nominal value: 10.000 VND/share

Number of current listing shares: 475,711,167 shares

There in:

Number of current outstanding shares: 469,760,189 shares

Treasury stock: 5,950,978 shares

The latest private placement of stock time: 2013

2. Issuance plan:

Number of offering shares: 100,000,000 shares (One hundred million shares)

Total nominal value of issuing shares: 1,000,000,000,000 đồng (One thousand billion VND)

The percentage of additional shares on the current outstanding shares: 21,3%

Offering Method: Private placement

Offering Objects: Strategic investors and professional securities investors

Number of investors offered: Offering shares to less than 100 investors, excluding professional securities investors

Principles of determining the offering price: Authorizing the BOD to determine and choose the price based on the actual situation and on the basis of negotiation with investors which ensure the highest benefits for shareholders.

Investor selection criteria: Authorize the BOD to select domestic and foreign strategic investors and securities investors who meet these following criteria:

- Organizations and individuals with financial potential and ability to quickly contribute capital right after registering to buy shares;

- Organizations and individuals have professional capacity, able to support the company in production, business, management and operation activities to add value and expand the market. Prioritizing traditional and potential partners of the company;
- Other criteria that the BOD deems necessary.

List of investors (expected): Authorizing BOD to select specific investors and the number of shares offered to each respective investor.

Transfer restrictions: Comply with the Law on Securities regarding the minimum transfer restriction period for shares offered by private placement. Accordingly, the transfer restriction period is 03 years for strategic investors and 01 year for professional securities investors (except for transfer between professional securities investors) from date of completion of the offering. Professional securities investor is determined in accordance with current law.

Method of handling unsold shares: The number of shares that investors do not register to buy will be authorized to BOD to distribute to other objects at the price not lower than the offered price or canceled and complete the issuance.

Expected execution time: Since the Resolution of the General Meeting of Shareholders is passed and the State Securities Commission approves the Company to make a private offering.

III. 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 in order to enhance capital independence, reducing the Corporation’s financial pressures
- Increasing the operation scale, contribute additional capital in subsidiaries, associated companies.

The GMS authorized for the Board of Directors establish plan on the usage of capital specifically depending on the business situation at the issuance time. The Board of Directors has the responsibility to report to the shareholders at the latest AGM.

IV. THE BOARD OF DIRECTORS SUBMIT TO THE GMS:

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Authorized for the Board of Directors:

- 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.
- Select the consulting agency, underwriting issuance agency (if necessary)
- Alter, supplement, complete or change the plan of issuance (if necessary or under the request of National authorities) to ensure the issuance is conducted legally, and to ensure the increasement of charter capital is executed according to plan
- Select and decide the issuance offered entities, list of the 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.
- Determined the professional investors (if issue to any) according to the law
- Specific plan on the capital usage retrieved from the issuance. In cases require altering the capital usage plan to conform with the business situation, the Board of Directors execute the alteration and report at the latest AGM.
- Alter, supplement the Corporation's Regulations 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 the Securities Depository Center and register additional listing at the Stock Exchange Market.
- 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 respectfully submit to the GMS for consideration and approval.

We sincerely thank you for your attention!

Recipients:

- The shareholders;
- Members of Board of Directors;
- Members of the Board of Supervisors;
- SSC, HCM Stock Exchange;
- Administration Office.

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



DANG THANH TAM

