



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 (KBCH2426001)
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**

**(signed)**

**DANG THANH TAM**