

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

Bac Ninh, February 13th, 2025

SUBMISSIONS

THE 1ST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2025

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

Persuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11st, 2022 and guiding documents;*
- *Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26th, 2019; amended and supplemented by Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29th, 2024 and guiding documents;*
- *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 Our Esteemed Shareholders!

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

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

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

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

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

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

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

- Other transactions within the Board of Directors' authority.

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

Recipients:

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

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAND OF THE BOARD**

(Signed)

DANG THANH TAM