

**QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**

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**DOCUMENTS**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF QNC 2026**

**Quang Ninh, April 2026**

No.: 1008/BC-CBTT

Quang Ninh, May 08, 2026

 Re: Disclosure of Information on the Results of the 2026  
 Annual General Meeting of Shareholders

To:

- State Securities Commission of Vietnam;
- Hanoi Stock Exchange.

1. Company name: Quang Ninh Cement and Construction Joint Stock Company.
2. Stock code: QNC.
3. Head office address: Hop Thanh Area, Yen Tu Ward, Quang Ninh Province, Vietnam.
4. Tel: 02033 668 355 / 02033 668388 ; Fax: 02033 668354.
5. Contents of information disclosure: (attached herewith including the following documents):

No.	DOCUMENT TITLE
1	Minutes of the 2026 Annual General Meeting of Shareholders (618)
2	Resolution of the 2026 Annual General Meeting of Shareholders (619)
3	Invitation Notice to attend the 2026 Annual General Meeting of Shareholders (attached with Registration Form or Proxy Authorization Letter for attending the Meeting) (605)
4	Agenda of the 2026 General Meeting of Shareholders (606)
5	Regulations on Organization of the 2026 General Meeting of Shareholders (607)
7	Report of the Board of Directors at the 2026 General Meeting of Shareholders (608)
8	Report of the Board of Management at the 2026 General Meeting of Shareholders (609)
9	Report of the Supervisory Board at the 2026 General Meeting of Shareholders (610)
10	Proposal on amendments to the Company Charter, Corporate Governance Regulations and Regulations on Operation of the Board of Directors (attached with appendices and the full text of the Charter and Regulations) (611)
11	Proposal on adjustment of information relating to the Company's registered business lines and business sectors (612)
12	Proposal on the selection of the auditing firm for the 2026 financial statements (613)
13	Proposal on amendments to the Regulations on Operation of the Supervisory Board (attached with appendices and the full text of the Regulations) (614)
14	Proposal on the 2026 share issuance plan (615)
15	Proposal on matters submitted for voting at the 2026 General Meeting of Shareholders (616)

We hereby undertake that the information disclosed above is true and accurate, and we shall take full legal responsibility for the contents of the disclosed information./.

Recipients:

- As above (for reporting);
- Archived at the Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Do Hoang Phuc



No.: 618/BB-ĐHCĐ

*Quang Ninh, 08 May 2026*

## **MINUTES**

### **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**

**Organization name:** Quang Ninh Cement and Construction Joint Stock Company.

**Head office:** Hop Thanh Area, Yen Tu Ward, Quang Ninh Province.

**Business registration certificate No:** 5700100263.

Today, at 13:00, May 08, 2026 at the **Head Office of Quang Ninh Cement and Construction Joint Stock Company** (Address: Hop Thanh Area, Yen Tu Ward, Quang Ninh Province). The 2026 Annual General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company (QNC) was held with the following contents:

## **PART I**

### **OPENING PROGRAM OF THE MEETING**

#### **I. Opening of the Meeting:**

1. Mr. Hoang Kong: Secretary of the Board of Directors, Head of the Company's Administrative Department, carries out the procedures:

- Stabilize the organization

- Announce the reason, introduce the attendees: Members of the Board of Directors, members of the Supervisory Board, the Board of Directors and managers of QNC, credit institutions, banks, AASC auditors, FPTs Joint Stock Company;

2. Mr. Vu Trong Hiet: Head of the Delegate Qualification Examination Committee:

The total number of shareholders and shareholder representatives entitled to attend the Annual General Meeting of Shareholders in 2026 is: 1,517 shareholders, who own and represent ownership of 59,932,000 voting shares out of the total number of shares outstanding. (According to the voting rights allocation list No: VSDQ013457/VSD-QNC issued by VSD on March 27, 2026).

As of 14 hours 00 minutes on May 08, 2026, the number of Delegates attending the Congress is: 13 delegates, representing: **55.188.536** shares, equivalent to **55.188.536** votes, accounting for: **92,09%** of the total number of votes of all shareholders with voting rights.

Pursuant to the provisions of the current Law and the Charter of organization and operation of Quang Ninh Cement and Construction Joint Stock Company, the 2026 Annual General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company with the above participants is valid and qualified to hold the General Meeting.

3. Mr. Hoang Kong:

- Opening the Congress; Introducing the Congress Presidium, the Congress Chairman, the Delegate Qualification Examination Committee, the Vote Counting Committee and the Congress Secretary as follows:



**\* The Executive Board of the Congress consists of 3 people:**

1. Mr. Do Hoang Phuc: Chairman of the Board of Directors of the Company.
2. Mr. To Ngoc Hoang: Member of Board of Directors, General Director of the Company;
3. Ms. Pham Thi Minh Hoa: Head of the Company's Board of Supervisors.

**\* Chairman of the Meeting:**

Mr. Do Hoang Phuc - Chairman of the Board of Directors of the Company.

**\* The Congress Delegate Qualification and Ballot Counting Committee consists of:**

1. Mr. Vu Trong Hiet: Head of the Board;
2. Mr. Pham Duc Bang: Member;
3. Mr. Nguyen Ngoc Anh: Member;

**\* Secretary of the Congress:**

Mr. Hoang Kong: Secretary of the Board of Directors, Head of the Company's Administration Department.

Mr. Hoang Kong: Secretary of the Board of Directors, Head of the Company's Administrative Organization Department: Presenting the working regulations for organizing the Congress, the Congress Program.

4. The General Meeting proceeded to vote and approve the list of the Presidium, the list of the Vote Counting Committee, the Meeting Agenda, and the Rules of Organization by means of raising voting cards.

Mr. Vu Trong Hiet: Representative of the Ballot Counting Committee announced the voting results as follows:

As of 14:30 on May 8, 2026, the number of shareholders attending the General Meeting of Shareholders was 15 shareholders, representing **55.204.862** shares, equivalent to **55.204.862** voting rights, accounting for **92.11%** of the total voting rights of all shareholders entitled to vote.

Total number of ballot papers issued: 15, representing **55.204.862** voting rights, accounting for **92.11%** of the total voting rights of attending shareholders.

Total number of ballot papers collected: 15, representing **55.204.862** voting rights, accounting for **92.11%** of the total voting rights of attending shareholders.

Total number of uncollected ballot papers: 0, representing 0 voting rights, accounting for 0% of the total voting rights of attending shareholders.

The detailed voting results are as follows

**Content 01: Through the Presidium**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 represents: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: The list of the Presidium was approved with a rate of 100%**



### **Content 02: Through the Vote Counting Committee**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 represents: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion:** *The list of the Ballot Counting Committee was approved with a rate of 100%*

### **Content 03: Approval of meeting agenda**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 represents: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion:** *The meeting agenda was approved with a rate of 100%*

### **Content 04: Approval of the Congress Organization Regulations**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 represents: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion:** *The Congress organization regulations were approved with a rate of 100%*

After the opening procedure, the Congress began the program according to the content approved by the General Meeting of Shareholders.



## **PART II**

### **CONTENTS PRESENTED AT THE MEETING**

**Mr. Hoang Kong:** Secretary of the Congress, authorized by the Presidium, the Chairman of the Congress - Chairman of the Board of Directors, General Director, Head of the Company's Supervisory Board presented the following contents:

- Reports on the activities of the Board of Directors (BOD), the Board of Management (BOM), and the Supervisory Board (SB) for 2025; the plan and tasks for 2026;
- The audited financial statements for 2025; approval of the proposal on the selection of the auditing firm for 2026;
- Proposal on the amendments and supplements to the Company's Charter and internal regulations in accordance with Submission No. 611/TTr-HĐQT dated April 10, 2026 of the Board of Directors and Submission No. 614/TTr-BKS dated April 10, 2026 of the Supervisory Board.
- Proposal on the approval of adjustments to the Company's registered business lines (Submission No. 612/TTr-HĐQT dated April 10, 2026);
- Proposal on the approval of the selection of the auditing firm for the 2026 financial statements (Submission No. 613/TTr-HĐQT dated April 10, 2026);
- Proposal on the approval of the private placement plan (Submission No. 615/TTr-HĐQT dated April 10, 2026);
- Proposal on the approval of matters submitted for voting at the 2026 General Meeting of Shareholders (Submission No. 616/TTr-HĐQT dated April 10, 2026).
- Other contents under the authority of the Shareholders' Meeting.

#### **5. General Meeting discussion.**

After carefully considering and discussing the above issues, the shareholders agreed that all the contents of the reports of the Board of Directors, the Board of Management, the Board of Supervisors and the contents of the documents presented by the Secretary at the General Meeting were in accordance with the provisions of law and the business situation of the Company. Therefore, all shareholders unanimously approved the contents of the General Meeting.

## **PART III**

### **VOTING ON THE CONTENTS AT THE MEETING**

Based on the matters presented at the General Meeting, the Chairperson of the Meeting proceeded to conduct the voting session on the agenda items of the Meeting. The Meeting carried out voting on the agenda items by means of ballot.

#### **The voting results of the contents at the Congress are as follows:**

As of 15 hours 30 minutes on May 08, 2026, the number of Delegates attending the Congress is: 15 delegates, representing: **55.204.862** shares, equivalent to **55.204.862** votes, accounting for: **92,11%** of the total number of votes of all shareholders with voting rights.

Total number of ballots issued: 15 represents **55.204.862** votes, accounting for 100% of the total number of votes of shareholders attending the meeting.



Total number of ballots collected: 15 represents **55.204.862** votes, accounting for 100% of the total number of votes of shareholders attending the meeting.

Total number of ballots not collected: 0 represents 0 votes, accounting for 0% of the total number of votes of shareholders attending the meeting.

The specific voting results are as follows:

**Content 1:**

To approve the results of production and business operations in 2025.

No. (TT)	Content	Unit	Actual Performance in 2025
<b>I.</b>	Production Output Targets		
1	Clinker Production	Tons	1.067.040
2	Cement Grinding (all types)	Tons	1.468.063
<b>II</b>	Sales Volume Targets		
1	Clinker	Tons	231.711
2	Cement	Tons	1.477.571
<b>III</b>	Revenue and Profit Indicators		
1	Total Revenue	Billion VND	1.918,7
2	State Budget Contribution	Billion VND	58
3	Average Salary	Million VND	14,8

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion:** *Content 1 was approved with a rate of 100%*

**Content 2:**

To approve the reports of the Board of Directors and the Board of Management on the results of operations in 2025, and the directions and tasks for production and business activities in 2026.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 2 was approved with a rate of 100%**

### **Content 3:**

To approve the report of the Supervisory Board on the results of its activities in 2025, the directions and tasks for 2026, and the proposal on the selection of the auditing firm for the 2026 financial statements.

#### **Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 3 was approved with a rate of 100%**

### **Content 4:**

To approve the production and business plan for 2026.

#### **1. Key Production and Business Targets for 2026**

No. (TT)	Content	Unit	2026 Business Plan
<b>I</b>	<b>Production Output Targets</b>		
1	Clinker Production	Tons	1.105.000
2	Cement Grinding (all types)	Tons	2.000.000
<b>II</b>	<b>Sales Volume Targets</b>		
1	Clinker	Tons	-



2	Cement	Tons	1.997.000
<b>III</b>	<b>Revenue and Profit Indicators</b>		
1	Total Revenue	Billion VND	2.222
2	State Budget Contribution	Billion VND	50
3	Average Salary	Million VND	15
4	Profit after Corporate Income Tax (CIT)	Billion VND	32,3

## 2. Other Plans/Tasks:

To be implemented in accordance with the reports of the Board of Directors, the Board of Management, and the Supervisory Board on orientations and tasks for 2026, specifically:

- Strive to produce over 2 million tons of cement of all types; achieve total revenue of over VND 2,000 billion (approximately 21.6% growth compared to 2025); ensure stable employment and an average income of over VND 15 million per employee per month (approximately 8.6% growth compared to 2025).
- Focus on accelerating investment in projects and works already approved by the Board of Directors and the General Meeting of Shareholders, in order to improve production efficiency, enhance competitiveness, and move towards sustainable development.
- Continue investing in and upgrading the dispatch/loading system and port silos, contributing to the completion of logistics infrastructure and improving product consumption and delivery capacity.
- Invest in upgrading the automation system and the Central Control Room towards a modern and synchronized direction, meeting requirements for accurate, safe, and efficient production management and operation.
- Put the waste heat recovery power generation project into operation, contributing to energy savings, cost reduction, and reinforcing the Company's orientation toward green and environmentally friendly development.
- Implement investment in upgrading the storage, classification system for ordinary industrial waste, and solid waste treatment at Lam Thach Cement Plant in compliance with regulations, thereby gradually enhancing treatment capacity, ensuring environmental compliance, and sustainable development.
- Promote digital transformation programs; invest in innovation, renovation, and modernization of production lines and equipment; apply advanced technologies to improve productivity and quality, reduce energy consumption, save resources, and protect the environment.
- Effectively implement environmental protection, occupational safety and hygiene, and fire prevention and fighting; enhance investment in protective equipment and tools; proactively coordinate with local authorities in environmental protection, striving to develop Lam Thach Cement Plant into a "Green Factory – Green Products" model.
- Continue to innovate and improve the Company's governance model toward a modern and efficient approach.



- Implement the plan for share issuance to increase charter capital in accordance with regulations.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 4 was approved with a rate of 100%**

**Content 5:**

To approve the 2025 financial statements audited by AASC Auditing Firm Company Limited, signed on March 27, 2026, including the Separate Financial Statements and the Consolidated Financial Statements.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 5 was approved with a rate of 100%**

**Content 6:**

To approve the payment of remuneration for the Board of Directors and the Supervisory Board in 2025:

According to the Resolution of the 2025 Annual General Meeting of Shareholders, the Company planned to pay remuneration to members of the Board of Directors and the Supervisory Board at a rate of 1.5% of profit after tax. Although the Company recorded profits in 2025, due to ongoing difficulties in production and business activities during the year, particularly in the construction materials sector, the General Meeting of Shareholders agreed not to pay remuneration to the Board of Directors and the Supervisory Board for 2025.

**Voting results:**



Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 6 was approved with a rate of 100%**

### **Content 7:**

To approve the execution of contracts and transactions between Quang Ninh Cement and Construction Joint Stock Company (QNC) and related parties arising in 2026, including the following contents:

1. To approve the execution of contracts and transactions between QNC and related parties arising in 2026 in accordance with the Company's Charter and relevant legal regulations, where the value of each transaction falls under the authority of the Board of Directors and/or the General Meeting of Shareholders as prescribed in the Company's Charter, ensuring fairness, no prejudice, and safety for QNC. Such contracts and transactions include:
  - Borrowing/lending, loan guarantees, and other loan security measures (pledge/mortgage);
  - Leasing/letting of assets; purchase and sale of assets; trading of products, materials, goods, raw materials and fuels;
  - Service contracts/service provision; construction/installation contracts and other contracts serving the Company's production and business activities;
  - Other contracts and transactions under the authority of the Board of Directors/the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter.
2. Implementation period: from January 1, 2026 until the next Annual General Meeting of Shareholders.
3. List of entities entering into contracts and transactions with Quang Ninh Cement and Construction Joint Stock Company includes: ...

No.	Company Name	Tax Code / Head Office Address	Description	Notes
1	MTC Group Company	Tax Code: 5701734329, Noi Hoang Dong Area, Hoang Que Ward, Quang Ninh Province	Purchase of materials, goods; provision of blasting services	Related to the Chairman of the Board of Directors
2	Cai Lan Industrial Park Joint Stock	Tax Code: 5701939492, Cai Lan Industrial Park, Viet Hung	Service provision	Related to the Chairman of the



No.	Company Name	Tax Code / Head Office Address	Description	Notes
	Company - QNC	Ward, Quang Ninh Province		Board of Directors
3	Nam Phuong Investment and Trading Company Limited	Tax Code: 2700281328, No. 154 Tran Hung Dao Street, Binh Chuong Quarter, Hoa Lu Ward, Ninh Binh Province	Trading; provision of services; petroleum business	Related to the Chairman of the Board of Directors
4	Nam Phuong Import-Export Company Limited	Tax Code: 2700669128, Trinh Tu Street, Kim Da Quarter, Hoa Lu Ward, Ninh Binh Province	Trading of cement, clinker, coal; provision of goods and other services	Related to the Chairman of the Board of Directors
5	OMAMCO Vietnam Raw Materials Company Limited	Tax Code: 1001064569, No. 16, Alley 17, Pham The Hien Street, Group 4, Tran Hung Dao Ward, Hung Yen Province	Trading of cement, clinker, coal, gypsum; provision of goods and other services	Related to members of the Board of Directors and the General Director
6	Vawaz Vietnam Investment Company Limited	Tax Code: 1001059456, 2nd Floor, Viettel Thai Binh Building, No. 431 Tran Hung Dao Street, Tran Hung Dao Ward, Hung Yen Province	Trading of cement, clinker, coal, gypsum; provision of goods and other services	Related to members of the Board of Directors and the General Director

4. To approve the authorization of the General Director of the Company to organize and implement the negotiation, execution, and performance of contracts and transactions with the above-mentioned related parties (including but not limited to amendment, cancellation, termination, and liquidation), in accordance with the regulations of QNC and applicable laws; based on the actual situation of QNC; and on the principle of ensuring the interests of QNC and its shareholders.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 7 was approved with a rate of 100%**

**Content 8:**

To approve the list proposed by the Supervisory Board regarding the selection of one of the following auditing firms to audit the 2026 financial statements (Submission No. 613/TTr-HDQT dated April 10, 2026 of the Supervisory Board):



1. AASC Auditing Firm Company Limited (AASC)  
Head Office: No. 1 Le Phung Hieu Street, Hoan Kiem Ward, Hanoi.
2. Vietnam Auditing and Valuation Company Limited (AVA)  
Head Office: 14th Floor, SUDICO Building, Me Tri Street, Tu Liem Ward, Hanoi.
3. RSM Vietnam Auditing and Consulting Company Limited – Hanoi Branch  
Head Office: 25th Floor, Tower A, Discovery Complex Building, No. 302 Cau Giay, Cau Giay Ward, Hanoi.
4. Deloitte Vietnam Company Limited (Deloitte)  
Head Office: 12th Floor, Diamond Park Plaza Building, 16 Lang Ha, Giang Vo Ward, Hanoi.

**Selection criteria:**

- Approved to audit public interest entities in 2026;
- Integrity and high professional ethics; reputable and prestigious in the auditing industry;
- Reasonable audit fees.

Based on the above list of auditing firms, upon approval by the 2026 Annual General Meeting of Shareholders, the General Meeting of Shareholders authorizes the Board of Directors to select one of the above auditing firms to perform the independent audit of the Company's reviewed semi-annual financial statements and annual financial statements for 2026 in accordance with applicable laws.

**Voting results:**

- Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 8 was approved with a rate of 100%**

**Content 9:**

To approve the authorization and assignment to the Board of Directors and the Executive Board to implement the following:

1. Continue to proactively review and assess all resources, including assets, natural resources, minerals, infrastructure projects, capital contributions, investments of QNC in subsidiaries, and financial investments; decide on implementation of plans such as investment, sale, liquidation, transfer,



business cooperation, leasing, divestment, etc., in order to strengthen financial capacity for production and business activities and generate economic efficiency for the Company.

2. Implement the consolidation, arrangement, and restructuring of the organizational structure and personnel at all levels to ensure a streamlined, effective, and efficient apparatus, aligned with the Company's operational model and actual production and business requirements.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 9 was approved with a rate of 100%**

**Content 10:**

To approve the remuneration for members of the Board of Directors and the Supervisory Board in 2026, not exceeding 1.5% of profit after tax.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 10 was approved with a rate of 100%**

**Content 11:**

To Approval of the amendments and supplements to the Company's Charter and Regulations in accordance with Submission No. 611/TTr-HDQT dated April 10,



2026 of the Board of Directors and Submission No. 614/TTr-BKS dated April 10, 2026 of the Supervisory Board.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 11 was approved with a rate of 100%**

**Content 12:**

To Approval of the private placement of shares in accordance with Proposal No. 615/TTr-HĐQT dated April 10, 2026 submitted by the Board of Directors of the Company.

**Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

*(Mr. Do Hoang Phuc, holding 1,729,647 shares, has a related interest in this share offering and is therefore not entitled to vote on this matter. Accordingly, the total number of voting shares of shareholders eligible to vote on this matter is: 53,475.215 votes.)*

- Total number of votes in favor: 14 represents: **53.475,215** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 12 was approved with a rate of 100%**

**Content 13:**

Approval of the adjustment to the Company's registered business lines and business activities in accordance with Proposal No. 612/TTr-HĐQT dated April 10, 2026, submitted by the Company's Board of Directors.

**Voting results:**



Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 13 was approved with a rate of 100%**

#### **Content 14:**

To approve the authorization and assignment to the Board of Directors, the Executive Board, and the Supervisory Board to continue directing relevant units and individuals to handle and resolve outstanding issues related to the Company's production and business activities in accordance with the resolutions/decisions/requirements of the Board of Directors and the General Meeting of Shareholders, as well as the Company's regulations and applicable laws.

#### **Voting results:**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

**Conclusion: Content 14 was approved with a rate of 100%**

### **PART IV**

#### **MEETING CONCLUDING PROCEDURES**

1. Mr. Hoang Kong: Secretary of the Congress read the draft Minutes and draft Resolution of the Congress.

2. The Congress conducted a vote to approve the Draft Minutes and Draft Resolution of the 2026 Annual General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company by raising voting cards with the following results:



As of 16 hours 15 minutes on May 08, 2026, the number of delegates attending the General Meeting is: 15 delegates, representing: **55.204.862** shares, equivalent to **55.204.862** votes, accounting for: 92,11% of the total number of votes of all shareholders with voting rights.

Total number of ballots issued: 15 representing **55.204.862** votes, accounting for 100% of the total number of votes of shareholders attending the meeting.

Total number of ballots collected: 15 representing **55.204.862** votes, accounting for 100% of the total number of votes of shareholders attending the meeting.

Total number of ballots not collected: 0 representing 0 votes, accounting for 0% of the total number of votes of shareholders attending the meeting.

Specific voting results are as follows:

**Content 01: Approval of the Minutes of the 2026 Annual General Meeting of Shareholders**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

***Conclusion: The minutes of the 2026 Annual General Meeting of Shareholders were approved with a rate of 100%***

**Content 02: Approval of the Resolution of the 2026 Annual General Meeting of Shareholders**

Total number of valid ballots: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting, of which:

- Total number of votes in favor: 15 representing: **55.204.862** votes, accounting for: 100% of the total number of votes of shareholders attending the meeting.

- Total number of votes against: 0 representing: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of absentee ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.

- Total number of invalid ballots: 0 represents: 0 votes, accounting for: 0% of the total number of votes of shareholders attending the meeting.



**Conclusion:** *The Resolution of the 2026 Annual General Meeting of Shareholders was passed with a rate of 100%.*

3. This Minutes was fully and honestly recorded by the Secretary of the Congress and was read before the Congress.

4. Mr. Do Hoang Phuc - Chairman of the Congress declared the Congress closed.

5. The meeting ended at 16 hours 45 minutes on May 08, 2026.

SECRETARY OF THE CONGRESS



**Hoang Kong**

CHAIRMAN OF THE GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE COMPANY'S BOARD OF  
DIRECTORS



**Do Hoang Phuc**



No.: 619/NQ-ĐHCD

Quang Ninh, 08 May 2026

**RESOLUTION**
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026  
 QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Company's current operating regulations;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company (No.618/BB-ĐHCD, dated: 08/05/2026)

**RESOLVE:**
**Article 1.** Approve the following specific contents:

**Content 1:**

To approve the results of production and business operations in 2025.

No. (TT)	Content	Unit	Actual Performance in 2025
<b>I.</b>	Production Output Targets		
1	Clinker Production	Tons	1.067.040
2	Cement Grinding (all types)	Tons	1.468.063
<b>II</b>	Sales Volume Targets		
1	Clinker	Tons	231.711
2	Cement	Tons	1.477.571
<b>III</b>	Revenue and Profit Indicators		
1	Total Revenue	Billion VND	1.918,7
2	State Budget Contribution	Billion VND	58
3	Average Salary	Million VND	14,8

**Content 2:**



To approve the reports of the Board of Directors and the Board of Management on the results of operations in 2025, and the directions and tasks for production and business activities in 2026.

**Content 3:**

To approve the report of the Supervisory Board on the results of its activities in 2025, the directions and tasks for 2026, and the proposal on the selection of the auditing firm for the 2026 financial statements.

**Content 4:**

To approve the production and business plan for 2026.

**1. Key Production and Business Targets for 2026**

No. (TT)	Content	Unit	2026 Business Plan
<b>I</b>	<b>Production Output Targets</b>		
1	Clinker Production	Tons	1.105.000
2	Cement Grinding (all types)	Tons	2.000.000
<b>II</b>	<b>Sales Volume Targets</b>		
1	Clinker	Tons	-
2	Cement	Tons	1.997.000
<b>III</b>	<b>Revenue and Profit Indicators</b>		
1	Total Revenue	Billion VND	2.222
2	State Budget Contribution	Billion VND	50
3	Average Salary	Million VND	15
4	Profit after Corporate Income Tax (CIT))	Billion VND	32,3

**2. Other Plans/Tasks:**

To be implemented in accordance with the reports of the Board of Directors, the Board of Management, and the Supervisory Board on orientations and tasks for 2026, specifically:

- Strive to produce over 2 million tons of cement of all types; achieve total revenue of over VND 2,000 billion (approximately 21.6% growth compared to 2025); ensure stable employment and an average income of over VND 15 million per employee per month (approximately 8.6% growth compared to 2025).
- Focus on accelerating investment in projects and works already approved by the Board of Directors and the General Meeting of Shareholders, in order to improve production efficiency, enhance competitiveness, and move towards sustainable development.
- Continue investing in and upgrading the dispatch/loading system and port silos, contributing to the completion of logistics infrastructure and improving product consumption and delivery capacity.
- Invest in upgrading the automation system and the Central Control Room towards a modern and synchronized direction, meeting requirements for accurate, safe, and efficient production management and operation.
- Put the waste heat recovery power generation project into operation, contributing to energy savings, cost reduction, and reinforcing the Company's orientation toward green and environmentally friendly development.
- Implement investment in upgrading the storage, classification system for ordinary industrial waste, and solid waste treatment at Lam Thach Cement Plant in



compliance with regulations, thereby gradually enhancing treatment capacity, ensuring environmental compliance, and sustainable development.

- Promote digital transformation programs; invest in innovation, renovation, and modernization of production lines and equipment; apply advanced technologies to improve productivity and quality, reduce energy consumption, save resources, and protect the environment.
- Effectively implement environmental protection, occupational safety and hygiene, and fire prevention and fighting; enhance investment in protective equipment and tools; proactively coordinate with local authorities in environmental protection, striving to develop Lam Thach Cement Plant into a “Green Factory – Green Products” model.
- Continue to innovate and improve the Company’s governance model toward a modern and efficient approach.
- Implement the plan for share issuance to increase charter capital in accordance with regulations.

**Content 5:**

To approve the 2025 financial statements audited by AASC Auditing Firm Company Limited, signed on March 27, 2026, including the Separate Financial Statements and the Consolidated Financial Statements.

**Content 6:**

To approve the payment of remuneration for the Board of Directors and the Supervisory Board in 2025:

According to the Resolution of the 2025 Annual General Meeting of Shareholders, the Company planned to pay remuneration to members of the Board of Directors and the Supervisory Board at a rate of 1.5% of profit after tax. Although the Company recorded profits in 2025, due to ongoing difficulties in production and business activities during the year, particularly in the construction materials sector, the General Meeting of Shareholders agreed not to pay remuneration to the Board of Directors and the Supervisory Board for 2025.

**Content 7:**

To approve the execution of contracts and transactions between Quang Ninh Cement and Construction Joint Stock Company (QNC) and related parties arising in 2026, including the following contents:

1. To approve the execution of contracts and transactions between QNC and related parties arising in 2026 in accordance with the Company’s Charter and relevant legal regulations, where the value of each transaction falls under the authority of the Board of Directors and/or the General Meeting of Shareholders as prescribed in the Company’s Charter, ensuring fairness, no prejudice, and safety for QNC. Such contracts and transactions include:
  - Borrowing/lending, loan guarantees, and other loan security measures (pledge/mortgage);
  - Leasing/letting of assets; purchase and sale of assets; trading of products, materials, goods, raw materials and fuels;
  - Service contracts/service provision; construction/installation contracts and other contracts serving the Company’s production and business activities;
  - Other contracts and transactions under the authority of the Board of Directors/the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company’s Charter.
2. Implementation period: from January 1, 2026 until the next Annual General Meeting of Shareholders.



3. List of entities entering into contracts and transactions with Quang Ninh Cement and Construction Joint Stock Company includes: ...

No.	Company Name	Tax Code / Head Office Address	Description	Notes
1	MTC Group Company	Tax Code: 5701734329, Noi Hoang Dong Area, Hoang Que Ward, Quang Ninh Province	Purchase of materials, goods; provision of blasting services	Related to the Chairman of the Board of Directors
2	Cai Lan Industrial Park Joint Stock Company - QNC	Tax Code: 5701939492, Cai Lan Industrial Park, Viet Hung Ward, Quang Ninh Province	Service provision	Related to the Chairman of the Board of Directors
3	Nam Phuong Investment and Trading Company Limited	Tax Code: 2700281328, No. 154 Tran Hung Dao Street, Binh Chuong Quarter, Hoa Lu Ward, Ninh Binh Province	Trading; provision of services; petroleum business	Related to the Chairman of the Board of Directors
4	Nam Phuong Import-Export Company Limited	Tax Code: 2700669128, Trinh Tu Street, Kim Da Quarter, Hoa Lu Ward, Ninh Binh Province	Trading of cement, clinker, coal; provision of goods and other services	Related to the Chairman of the Board of Directors
5	OMAMCO Vietnam Raw Materials Company Limited	Tax Code: 1001064569, No. 16, Alley 17, Pham The Hien Street, Group 4, Tran Hung Dao Ward, Hung Yen Province	Trading of cement, clinker, coal, gypsum; provision of goods and other services	Related to members of the Board of Directors and the General Director
6	Vawaz Vietnam Investment Company Limited	Tax Code: 1001059456, 2nd Floor, Viettel Thai Binh Building, No. 431 Tran Hung Dao Street, Tran Hung Dao Ward, Hung Yen Province	Trading of cement, clinker, coal, gypsum; provision of goods and other services	Related to members of the Board of Directors and the General Director

4. To approve the authorization of the General Director of the Company to organize and implement the negotiation, execution, and performance of contracts and transactions with the above-mentioned related parties (including but not limited to amendment, cancellation, termination, and liquidation), in accordance with the regulations of QNC and applicable laws; based on the actual situation of QNC; and on the principle of ensuring the interests of QNC and its shareholders.

**Content 8:**

To approve the list proposed by the Supervisory Board regarding the selection of one of the following auditing firms to audit the 2026 financial statements (Submission No. 613/TTr-HĐQT dated April 10, 2026 of the Supervisory Board):

1. AASC Auditing Firm Company Limited (AASC)  
Head Office: No. 1 Le Phung Hieu Street, Hoan Kiem Ward, Hanoi.
2. Vietnam Auditing and Valuation Company Limited (AVA)  
Head Office: 14th Floor, SUDICO Building, Me Tri Street, Tu Liem Ward, Hanoi.
3. RSM Vietnam Auditing and Consulting Company Limited – Hanoi Branch  
Head Office: 25th Floor, Tower A, Discovery Complex Building, No. 302 Cau Giay, Cau Giay Ward, Hanoi.
4. Deloitte Vietnam Company Limited (Deloitte)  
Head Office: 12th Floor, Diamond Park Plaza Building, 16 Lang Ha, Giang Vo Ward, Hanoi.



**Selection criteria:**

- Approved to audit public interest entities in 2026;
- Integrity and high professional ethics; reputable and prestigious in the auditing industry;
- Reasonable audit fees.

Based on the above list of auditing firms, upon approval by the 2026 Annual General Meeting of Shareholders, the General Meeting of Shareholders authorizes the Board of Directors to select one of the above auditing firms to perform the independent audit of the Company's reviewed semi-annual financial statements and annual financial statements for 2026 in accordance with applicable laws.

**Content 9:**

To approve the authorization and assignment to the Board of Directors and the Executive Board to implement the following:

1. Continue to proactively review and assess all resources, including assets, natural resources, minerals, infrastructure projects, capital contributions, investments of QNC in subsidiaries, and financial investments; decide on implementation of plans such as investment, sale, liquidation, transfer, business cooperation, leasing, divestment, etc., in order to strengthen financial capacity for production and business activities and generate economic efficiency for the Company.
2. Implement the consolidation, arrangement, and restructuring of the organizational structure and personnel at all levels to ensure a streamlined, effective, and efficient apparatus, aligned with the Company's operational model and actual production and business requirements.

**Content 10:**

To approve the remuneration for members of the Board of Directors and the Supervisory Board in 2026, not exceeding 1.5% of profit after tax.

**Content 11:**

To Approval of the amendments and supplements to the Company's Charter and Regulations in accordance with Submission No. 611/TTr-HĐQT dated April 10, 2026 of the Board of Directors and Submission No. 614/TTr-BKS dated April 10, 2026 of the Supervisory Board.

**Content 12:**

To Approval of the private placement of shares in accordance with Proposal No. 615/TTr-HĐQT dated April 10, 2026 submitted by the Board of Directors of the Company.

**Content 13:**

Approval of the adjustment to the Company's registered business lines and business activities in accordance with Proposal No. 612/TTr-HĐQT dated April 10, 2026, submitted by the Company's Board of Directors.

**Content 14:**

To approve the authorization and assignment to the Board of Directors, the Executive Board, and the Supervisory Board to continue directing relevant units and individuals to handle and resolve outstanding issues related to the Company's production and business activities in accordance with the resolutions/decisions/requirements of the Board of Directors and the General Meeting of Shareholders, as well as the Company's regulations and applicable laws.



**Article 2.** This Resolution takes effect from the date of signing.

**Article 3.** The members of the Board of Directors, the Supervisory Board, the Board of General Directors, Heads of departments, units and related individuals are responsible for implementing this Resolution./.

***Recipient:***

- As in Article 3;
- Save to Board of Directors; office.

**ON BEHALF OF THE GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE COMPANY'S BOARD OF  
DIRECTORS**



**Do Hoang Phuc**



No.: 605/TB-HĐQT

Quang Ninh, April 2, 2026

**NOTICE**

**INVITATION TO ATTEND THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**

**To:** Shareholders of Quang Ninh Cement and Construction Joint Stock Company

The Board of Directors of Quang Ninh Cement and Construction Joint Stock Company (QNC) respectfully invites Shareholders to attend the 2026 Annual General Meeting of Shareholders with the following details:

**1. Time:**

**Half-day meeting, starting from 13:00, May 8, 2026**

**2. Venue:**

Head Office of Quang Ninh Cement and Construction Joint Stock Company  
(Address: Hop Thanh Area, Yen Tu Ward, Quang Ninh Province)

**3. Meeting Agenda:**

- Presentation of the 2025 reports of the Board of Directors (BOD), the Board of Management, and the Supervisory Board; and the 2026 Production and Business Plan;
- Approval of the audited financial statements for 2025;
- Approval of the proposal on the selection of the auditing firm for 2026;
- Submission on amendments to the Company's Charter and internal regulations;
- Submission on the issuance of shares;
- Submission on adjustments to the Company's registered business lines;
- Submission of matters for voting at the 2026 General Meeting of Shareholders;
- Other matters within the authority of the General Meeting of Shareholders;
- **Approval of other issues falling under the authority of the General Meeting of Shareholders.**

**4. Attendees:**

(i) All shareholders owning shares of Quang Ninh Cement and Construction Joint Stock Company whose names are on the shareholder list as of March 25, 2026, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC); (ii) In case a shareholder cannot attend in person, they may authorize a representative to attend the Meeting. The authorized representative must present a valid Power of Attorney (as per attached form) and ID card or passport upon attendance.

**5. Registration for Attendance:**

(i) To facilitate the organization of the Meeting, shareholders are kindly requested to confirm their attendance or authorization (using the attached form) and send it directly by post, fax, or email to the Company's Office (as per contact details in Section 6) before 16:00, May 6, 2026; (ii) Shareholders may receive meeting documents and related materials at the Company's Head Office, at the Meeting venue, or download them from the Company's website: <https://cement.com.vn/>

*(All travel and accommodation expenses related to attending the Meeting shall be borne by shareholders.)*

**6. Contact Information:**

Quang Ninh Cement and Construction Joint Stock Company

- Address: Hop Thanh Area, Yen Tu Ward, Quang Ninh Province
- Tel: 02033 668 355 / 02033 668 388; Fax: 02033 668 354
- Contact person: Mr. Hoang Kong – QNC Information Disclosure Officer  
Mobile: 0912 080 080; Email: hkongqnc@gmail.com

**Note:**

Shareholders attending the Meeting are requested to bring the Invitation Letter, Registration Form or Power of Attorney, and ID card or passport.

QNC respectfully announces!

**Recipients:**

- All Shareholders;
- The Board of Directors and Supervisory Board of the Company;
- General Director and Deputy General Directors of the Company;
- Departments/units under the Company;
- Office Archive.

**CHAIRMAN OF THE BOARD OF  
DIRECTORS OF THE COMPANY**



**Do Hoang Phuc**



**CÔNG TY CỔ PHẦN XI MĂNG & XÂY DỰNG QUẢNG NINH**

📍 Khu Hợp Thành, Phường Yên Tử, Tỉnh Quảng Ninh  
☎ (+84) 203.3668355 - 3854143 | (+84) 203.3668354 - 3668392  
✉ vanphongqnc@cement.com.vn - pkinhdoanh@cement.com.vn 🌐 cement.com.vn

**MEETING ATTENDANCE REGISTRATION OR AUTHORIZATION  
ATTENDANCE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026****Dear: Quang Ninh Construction and Cement Joint Stock Company (QNC)**

Shareholder's Name: .....

Legal Representative (for organizations): .....

ID card/ Citizen ID/Passport/Business Registration Certificate number:

Issued on / / at the

Department of Public Security.

Address: .....

Total number of shares represented or owned: **Shares**

(Shareholder selects one of the two options below, check the appropriate box)

**3. DIRECT REGISTRATION FOR MEETING ATTENDANCE** ☐**4. AUTHORIZATION FOR MR./MS. NAMED BELOW TO ATTEND THE MEETING** ☐

Mr./Ms.: ..... Shareholder Code (if any).....

ID card/ Citizen ID /Passport/Business Registration Certificate number:

Issued on / / at the

Department of Public Security.

Address: .....

Total number of shares represented or owned: **Shares**

Note: In the event that the shareholder is unable to attend and cannot authorize another person, please authorize the Chairman of the Board of Directors or the General Director of the Company as per the information below:

No.	Name	Position	Select (X)	Number of authorized shares
1	Mr. Do Hoang Phuc	Chairman of the Board of Directors		
2	Mr. To Ngoc Hoang	Member of the Board of Directors, General Director		

(Note: Please mark (X) next to the name of the member that the shareholder chooses to authorize, only select one person for the entire number of shares owned; if you wish to authorize multiple people, please specify the number of shares authorized for each member).

**Authorization Content:**

- The authorized party is entitled to represent the authorizing party to attend and vote on all matters at the Annual General Meeting of Shareholders in 2026 of Quang Ninh Construction and Cement Joint Stock Company to exercise all rights and obligations at the General Meeting of Shareholders related to the number of shares authorized.
- We take full responsibility for this authorization and commit to strictly comply with the current legal regulations and the Articles of Association of QNC, and we will not have any complaints in the future..

**Note:**

- The authorized party is not allowed to delegate their own shares and/or the shares of the authorizing party to others.
- Bring ID card/ Citizen ID /Passport when attending the meeting.
- If the authorizing party or the authorized party is an organization, it must have the signature of the legal representative and the organization's seal.
- This registration form for meeting attendance or authorization is only valid when it is an original document with the live signatures of both parties and will become invalid when the Annual General Meeting of Shareholders in 2026 of Quang Ninh Construction and Cement Joint Stock Company concludes./.

Date \_\_\_\_ Month \_\_\_\_ Year 2026

**Shareholder/Authorizing Party**

(Sign and write clearly the full name, and affix the seal if applicable)

**Authorized Party**

(Sign and write clearly the full name, and affix the seal if applicable)



No.: 606/ CT-ĐHCD

Quang Ninh, April 2, 2026

## AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY (QNC)

**1. Time:**

Half-day, from 13:00, May 8, 2026

**2. Venue:**

Head Office of Quang Ninh Cement and Construction Joint Stock Company

(Address: Hop Thanh Area, Yen Tu Ward, Quang Ninh Province)

*(Depending on actual conditions, the time, venue, and format of the 2026 Annual General Meeting of Shareholders may be adjusted. Any changes will be published on the Company's website: <https://cement.com.vn/> and disclosed in accordance with regulations.)*

**Agenda Details**

No.	Time	Content
1	13:00 – 14:00	Registration of shareholders attending the Meeting
2	14:00 – 14:05	<b>Opening and organization:</b> <ul style="list-style-type: none"> <li>- Introduction of the Presidium, Chairperson, Secretary, and Vote Counting Committee;</li> <li>- Approval of the Meeting Agenda;</li> <li>- Adoption of Meeting regulations and list of attending shareholders</li> </ul>
3	14:05 – 14:30	<b>Reports presented at the Meeting:</b> <ul style="list-style-type: none"> <li>- Reports of the Board of Directors, Board of Management, and Supervisory Board for 2025; 2026 Production and Business Plan;</li> <li>- Approval of the audited financial statements for 2025;</li> <li>- Approval of the proposal on the selection of the auditing firm for 2026</li> </ul>
4	14:30 – 15:00	<b>Approval of proposals:</b> <ul style="list-style-type: none"> <li>- Proposal on amendments to the Company's Charter and internal regulations;</li> <li>- Proposal on share issuance;</li> <li>- Proposal on adjustment of the Company's registered business lines;</li> <li>- Other matters submitted for voting at the 2026;</li> <li>- Other matters within the authority of the General Meeting of Shareholders</li> </ul>
5	15:00 – 15:20	Discussion session
6	15:20 – 16:00	Approval of the Minutes and Resolution of the Meeting
7	16:30	Closing of the Meeting



**REGULATION ON ORGANIZATION  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**

**Pursuant to:**

- The Law on Enterprises and its relevant amendments;
- The Charter of Organization and Operation of Quang Ninh Cement and Construction Joint Stock Company.

The 2026 Annual General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company (QNC) shall be organized and conducted in accordance with the following regulations:

**Article 1. Purpose**

- To ensure order, conduct, and voting procedures at the Annual General Meeting of Shareholders are carried out in compliance with regulations and successfully.
- To ensure that resolutions of the General Meeting of Shareholders reflect the unified will of shareholders, protect their legitimate rights and interests, and comply with applicable laws.

**Article 2. Subjects and Scope of Application**

- **Subjects:** All shareholders and authorized representatives attending the Meeting must comply with these Regulations, the Company Charter, and applicable laws.
- **Scope:** These Regulations apply to the organization of the 2026 Annual General Meeting of Shareholders of QNC.

**Article 3. Conditions for Holding the General Meeting of Shareholders**

(Article 21 of the Company Charter)

- The Meeting shall be conducted when attending shareholders represent more than 50% of total voting shares.
- If the quorum is not met within 30 minutes from the scheduled opening time, the Meeting shall be reconvened within 30 days from the first scheduled date. The reconvened Meeting shall be valid if attending shareholders represent at least 33% of total voting shares.
- If the second Meeting fails to meet quorum within 30 minutes, the third Meeting may be convened within 20 days from the second scheduled date. In this case, the Meeting shall be valid regardless of the number of attending shareholders and shall have full authority to decide on all matters that the first Meeting could have approved.

**Article 4. Attendees**

1. Shareholders of QNC and their authorized representatives holding voting shares as per the shareholder list finalized on March 25, 2026 by the Vietnam Securities Depository (VSD) are entitled to attend the Meeting.
2. Shareholders and/or their authorized representatives (collectively referred to as "Attendees") must arrive on time and complete registration procedures.
3. During the General Meeting of Shareholders, delegates must comply with the guidance of the Presidium, behave in a civilized and courteous manner, and maintain order.
4. Attendees must ensure confidentiality, properly manage documents, and must not copy or record information for external distribution without approval.
5. Smoking is prohibited in the Meeting room.



6. Private conversations and mobile phone use are prohibited; all phones must be turned off or set to silent mode.

#### **Article 5. Presidium**

1. The Presidium consists of 03 members: 01 Chairman and 02 members. The Chairman of the Board of Directors shall act as the Chairman of the Presidium and Chairperson of the Meeting.
2. **Duties of the Presidium:**
  - Conduct the Meeting in accordance with the agenda approved by the General Meeting;
  - Guide discussions;
  - Present drafts and conclusions for voting;
  - Address questions raised by Attendees;
  - Handle arising issues during the Meeting.
3. **Working principles:**

The Presidium operates collectively and decides based on majority.

#### **Article 6. Secretariat**

1. The Secretariat consists of 01 member and operates under the direction of the Presidium.
2. **Duties:**
  - Verify attendee eligibility (if required);
  - Assist in presenting documents, resolutions, and announcements;
  - Collect and review discussion forms;
  - Record the full proceedings of the Meeting;
  - Draft resolutions of the Meeting.

#### **Article 7. Attendee Eligibility Verification Committee**

1. Consists of 03 members (01 Head and 02 members).
2. **Duties:**
  - Verify shareholder eligibility and attendance;
  - Report attendance status to the Meeting.

The Meeting shall proceed if attendees represent at least 51% of total voting shares.

#### **Article 8. Vote Counting Committee**

1. Consists of 03 members elected by the Meeting.
2. **Duties:**
  - Prepare vote counting minutes;
  - Accurately determine voting results;
  - Promptly report results to the Secretariat;
  - Handle violations or complaints related to voting.

#### **Article 9. Discussion at the Meeting**

##### **1. Principles:**

- Discussions must be within the agenda and time limit;
- Attendees must register their opinions in writing;
- Speaking requires approval from the Presidium;
- Each speech shall not exceed 3 minutes and must be concise.

##### **2. Responses:**

- Questions will be answered by the Chairperson or designated persons;
- Unanswered questions due to time constraints will be responded to in writing.

#### **Article 10. Voting Procedures**

##### **1. Principles:**

- All matters must be discussed publicly and voted by voting cards;
- Each attendee is issued one voting card with full details;



- Voting is conducted by raising voting cards.

## 2. Method:

- Attendees vote by raising cards for approval, disapproval, or abstention;
- Cards must face the Presidium;
- No vote is deemed as approval;
- The final vote raised shall be counted as the official vote.

## 3. Voting Threshold:

- Resolutions are approved when more than 50% of total votes are in favor;
- Certain matters require at least 65% approval as per Article 23 of the Company Charter.

## Article 11. Minutes and Resolutions

Meeting minutes and resolutions must be read and approved before the closing of the Meeting.

## Article 12. Implementation

- All attendees must strictly comply with these Regulations;
- Violations will be handled in accordance with the Company Charter and applicable laws.

This Regulation shall take effect immediately upon approval by the General Meeting of Shareholders.

## Recipients:

- Shareholders of the Company;
- Members of the Board of Directors and Supervisory Board;
- Posted on the Company's Website;
- Archive: Office, Company Secretary.

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



**Do Hoang Phuc**





**QNC**  
corporation

**CÔNG TY CỔ PHẦN XI MĂNG & XÂY DỰNG QUẢNG NINH**

📍 Khu Hợp Thành, Phường Yên Tử, Tỉnh Quảng Ninh

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**REPORT  
OF THE BOARD OF DIRECTORS  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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**Quang Ninh, April , 2026**



No: 608/ BC-HĐQT

*Quang Ninh, April 10, 2026*

**REPORT  
OF THE BOARD OF DIRECTORS  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

---

Dear Distinguished Delegates,

Dear Shareholders of QNC,

Dear General Meeting,

On behalf of the Board of Directors (BOD) of Quang Ninh Cement and Construction Joint Stock Company (QNC), I would like to extend to all distinguished delegates and shareholders our respectful greetings and best wishes for good health, happiness, and success.

In 2025, amid complex developments in weather conditions and market fluctuations, the Company's Board of Directors continued to implement a series of strong and synchronized solutions in each phase to enhance production and business efficiency. The entire workforce of the Company remained united, making great efforts to overcome difficulties and challenges, proactively and flexibly managing, directing, and organizing production activities, while effectively implementing comprehensive solutions, strengthening management, optimizing costs, and continuously innovating and improving the corporate governance model.

The Board of Directors highly acknowledges and appreciates the management and direction of the Executive Board, as well as the unity, determination, dynamism, and creativity of all employees. In particular, we deeply value the support of our shareholders and the trust, cooperation, and companionship of relevant authorities, government agencies, and credit institutions.

**PART I  
RESULTS OF PRODUCTION AND BUSINESS OPERATIONS**

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**I. ASSESSMENT OF PRODUCTION AND BUSINESS PERFORMANCE:**

**1. Results of Production and Business Operations:**

**\*) According to the Separate Financial Statements:**

- Profit result for 2025:
- Total assets as of the end of 2025: VND 2,035 billion; an increase of VND 300.2 billion compared to 2024, equivalent to a 17.3% increase.
- **Other indicators:**
- Retained earnings: VND 98.2 billion, accounting for 7.29% of equity.
- Liabilities-to-equity ratio: 1.84 times.
- Liabilities-to-total assets ratio: 0.64 times.

- Total liabilities of the Company: VND 1,319 billion, an increase of VND 269.26 billion compared to the beginning of the year. Of which: short-term liabilities increased by VND 275.14 billion, while long-term liabilities decreased by VND 5.88 billion.

**\*) According to the Consolidated Financial Statements:**

- Result for 2025: Profit after tax attributable to shareholders of the parent company reached VND 34.83 billion.
- Total assets as of the end of 2025: VND 2,036.98 billion, an increase of VND 300.47 billion compared to 2024, equivalent to a 17.3% increase.
- **Other indicators:**
  - Retained earnings: VND 98.25 billion, accounting for 13.7% of equity.
  - Liabilities-to-equity ratio: 1.84 times.
  - Liabilities-to-total assets ratio: 0.64 times.
- Total liabilities of the Company: VND 1,319.87 billion, an increase of VND 269.37 billion compared to the beginning of the year. Of which: short-term liabilities increased by VND 275.26 billion, while long-term liabilities decreased by VND 5.88 billion.
- Results of several key business indicators:

Indicators	Unit	Year 2025	Increase/Decrease Compared to Previous Year (%)
Total Assets	Billion VND	2,035,98	17,3
Net Revenue	Billion VND	1,907,64	18,1
Profit from Business Activities	Billion VND	37,76	-33,9
Other Profit	Billion VND	6,08	-373,74
Profit Before Tax	Billion VND	43,84	20,1
Profit After Tax	Billion VND	34,85	19,3

## **PART II**

### **ACTIVITIES OF THE BOARD OF DIRECTORS**

#### **I. ACTIVITIES OF THE BOARD OF DIRECTORS:**

##### **1. Meetings of the Board of Directors:**

In 2025, the Board of Directors of QNC convened and conducted its meetings. The contents of these meetings achieved a high level of consensus and agreement, facilitating the effective implementation of the Board's resolutions into the Company's production and business activities.

##### **2. General Activities of the Board of Directors:**

The Board of Directors issued timely decisions and directions, contributing to maintaining stable production operations of the Company, promoting technological innovation, cost optimization, strengthening corporate governance, restructuring the management apparatus, and streamlining the workforce to gradually stabilize production and business activities.

The Board also focused on organizing and implementing the strategic objectives approved by the General Meeting of Shareholders; effectively managing governance,



administration, production organization, and technical operations in line with practical conditions; enhancing product consumption; strengthening control over input materials and fuels; improving productivity and product quality; and reducing costs.

In 2025, as the Company still has a number of outstanding debts that have not been fully settled and other asset obligations that have fallen due, pursuant to the provisions of Point c, Clause 2, Article 135 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, the Board of Directors approved the suspension of the implementation of the plan to issue shares as dividend payment for the year 2024, which had previously been approved by the Annual General Meeting of Shareholders 2025 under Resolution No. 656/NQ-DHCD dated April 25, 2025.

### **3. Supervisory Activities of the Board of Directors:**

All members of the Board of Directors are fully aware of their roles and responsibilities, acting with integrity, diligence, and prudence in the best interests of the shareholders and QNC.

The Board of Directors has proactively coordinated with and supported the management, creating favorable conditions for the Board of Management to fulfill its assigned duties; and has supervised the direction and administration of production and business activities in accordance with the resolutions of the General Meeting of Shareholders.

- Supervising the preparation and submission of production and business plans to the General Meeting of Shareholders in accordance with regulations.
- Supervising the direction and administration of production and business activities in line with annual targets.
- Supervising the implementation of resolutions of the Annual General Meeting of Shareholders and the Board of Directors.
- Supervising compliance with reporting and disclosure obligations, both periodic and ad hoc, to the State Securities Commission of Vietnam, the Hanoi Stock Exchange, and the Vietnam Securities Depository.
- The Board of Directors has consistently coordinated with and supported management activities, facilitating the Board of Management in fulfilling its responsibilities.
- Supervising the direction and administration of production and business activities in accordance with the resolutions of the General Meeting of Shareholders; the Chairman of the Board of Directors participates in quarterly production review meetings with the Board of Management and relevant departments/units to review monthly and quarterly performance and provide direct guidance at such meetings.
- All production and business activities are monitored and supervised to minimize risks to the greatest extent possible.
- Timely issuance of resolutions, decisions, and documents within the authority of the Board of Directors.
- The 2025 Annual General Meeting of Shareholders was successfully held on April 25, 2025, in full compliance with applicable regulations.

The Board of Directors has carried out supervisory activities over the Board of Management and other managerial personnel to ensure that the Company's operations comply with applicable laws and properly implement the resolutions of the General Meeting of Shareholders. The Board places strong emphasis on corporate governance and the roles of the Supervisory Board, the Board of Directors, and management units, thereby enhancing the effectiveness of QNC's supervisory system and ensuring a balanced harmonization of interests among the Company, its shareholders, partners, customers, and employees. The Board of Directors maintains regular meetings in



accordance with prescribed programs, attendance requirements, and voting procedures as stipulated by law.

#### **4. Charter Capital:**

As of April 22, 2026:

- Charter capital: VND 600,000,000,000; Total number of shares: 60,000,000 shares.
- Treasury shares: 68,000 shares.

## **PART II**

### **AUDITED FINANCIAL STATEMENTS FOR 2025 REMUNERATION FOR THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD IN 2026**

#### **I. AUDITED FINANCIAL STATEMENTS FOR 2025**

Based on the Company's (QNC) financial statements for 2025 audited by AASC Auditing Firm Company Limited, Ref. No. 270326.020/BCTC.KT5 and No. 270326.021/BCTC.KT5, dated March 27, 2026.

#### **II. REMUNERATION PLAN FOR THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD:**

##### **1. Remuneration for members of the Board of Directors and the Supervisory Board in 2025:**

According to the Resolution of the 2025 Annual General Meeting of Shareholders, the Company planned to pay remuneration to members of the Board of Directors and the Supervisory Board at a rate of 1.5% of profit after tax. Although the Company recorded profits in 2025, the accumulated undistributed profit as of year-end was VND 98.25 billion, while production and business activities in 2025 still faced many difficulties, particularly in the construction materials sector. Therefore, the General Meeting of Shareholders agreed not to pay remuneration to the Board of Directors and the Supervisory Board for 2025.

##### **2. Remuneration plan for members of the Board of Directors and the Supervisory Board in 2026:**

Based on the actual remuneration implementation in 2025, the production and business plan for 2026, and the operational plan of the Board of Directors for 2026,

The Board of Directors of Quang Ninh Cement and Construction Joint Stock Company proposes that the remuneration for members of the Board of Directors and the Supervisory Board in 2026 shall not exceed 1.5% of profit after tax.

#### **III. PROFIT DISTRIBUTION PLAN FOR 2025:**

No.	Description	Unit	Amount
I	Sources of implementation	VND	98,258,728,684
I	Undistributed after-tax profit (as of December 31, 2025)	VND	98,258,728,684
II	Profit distribution	VND	None
III	Remaining accumulated undistributed profit	VND	98,258,728,684

The accumulated undistributed profit as of December 31, 2025 is VND 98,258,728,684.

The Company has decided not to distribute profits (the reward and welfare funds as well as the development investment fund still have sufficient balances; additionally, dividend



payment has not been approved due to not yet meeting the requirements of the Ministry of Finance).

The entire retained profit will be used to supplement capital sources for the Company's production and business activities in 2026. Currently, the Company is investing in new projects (works) serving the cement production sector, creating a foundation for stable production and business operations in the coming years, including:

1. Expansion of the shipping port, including the docking basin and four storage silos;
2. Blast furnace slag grinding production line;
3. Upgrading the ordinary industrial waste treatment system;
4. Investment in a stone crushing, grinding, and screening production line;
5. Investment in increasing the production capacity of the cement bag manufacturing line.

In addition, the Company will supplement capital for marketing activities, expansion of product distribution markets, and development of new product lines in order to maintain its competitive advantage.

The use of retained earnings will help the Company reduce its debt-to-equity ratio and minimize financial imbalance. In the context of rising financial costs, retaining profits will also help the Company save tens of billions of VND annually.

### **PART III**

#### **DIRECTIONS AND TASKS FOR THE 2026 PRODUCTION AND BUSINESS PLAN**

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In 2026, QNC sets the objective of maintaining stable production, continuing to leverage its strengths, and fostering unity and collective determination. The Company strives to successfully fulfill the 2026 production and business plan as well as its overall development strategy.

##### **1. General orientation of the Board of Directors:**

To focus resources on implementing solutions to enhance financial capacity, governance capability, and product quality; to develop business operations in an efficient, safe, sustainable, and transparent manner, based on human resources and investment in upgrading infrastructure, production lines, and equipment, ensuring productivity, product quality, and compliance with environmental protection regulations. Specifically:

- To innovate the governance system appropriately, especially improving the quality of management, governance, internal control, and internal audit systems to ensure effective supervision, timely detection, prevention, and handling of issues arising in production and business activities.
- To optimize capital utilization and improve the efficiency of investments in sectors and business lines that increase revenue and profit value; to restructure subsidiaries and investments toward enhancing operational efficiency and quality.
- To continue consolidating and improving the organizational structure and human resources; to synchronously implement solutions to enhance labor productivity; to provide training and professional development to build a competent and skilled workforce capable of effectively performing assigned tasks.

- To enhance financial governance and cost management; to implement cost-saving measures, avoid waste, and strengthen internal supervision mechanisms and cost control.

## **2. Orientation of key financial indicators for 2026:**

Based on the production and business plan for 2026 and subsequent years, the Board of Directors will direct the development of business plans and submit them to the General Meeting of Shareholders for approval of key business indicators, ensuring alignment with the Company's capital capacity and business orientation.

Based on the production and business results in 2025 and the targets for 2026, the Company strives to achieve the planned targets set for 2026.

The above is the report of the Board of Directors on the Company's operations and production and business results in 2025, as well as the directions and tasks for 2026. To overcome challenges and difficulties ahead, the Board of Directors looks forward to continued support and long-term commitment from shareholders, partners, and all employees of QNC.

We would like to express our sincere gratitude to all shareholders and participants of the General Meeting.

On this occasion, we wish all distinguished delegates, shareholders, and participants good health, happiness, and success.

**Sincerely,**

### ***Recipients:***

- Shareholders of the Company;
- Members of the Board of Directors and Supervisory Board;
- Posted on the Company's Website;
- Archive: Office, Company Secretary.

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



**Do Hoang Phuc**





**QNC**  
corporation

**CÔNG TY CỔ PHẦN XI MĂNG & XÂY DỰNG QUẢNG NINH**

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**REPORT  
OF THE BOARD OF MANAGEMENT  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Quang Ninh, April 2026**

Số: 609/BC-BĐH

Quang Ninh, April 10, 2026

**REPORT  
OF THE BOARD OF MANAGEMENT  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Respectfully to the Honorable Delegates,

Dear QNC Shareholders,

Distinguished General Meeting,

In 2025, under the decisive, strong, flexible, and timely leadership and direction of the Board of Directors and the Executive Board of Management, together with the unity and consensus of all employees, the Company maximized its internal strength, overcame difficulties, and proactively implemented synchronous and effective solutions. Efforts were focused on strengthening management, reducing costs, restructuring capital sources and the organizational apparatus, as well as arranging and optimizing human resources.

In addition, the Company received great support and favorable conditions from governmental authorities and agencies at all levels, along with the cooperation and companionship of credit institutions, banks, investors, and shareholders.

As a result, the Company's production and business activities remained generally stable, ensuring employment for employees, with many targets achieved in line with the annual plan and improved compared to the same period.

**PART I  
RESULTS OF THE COMPANY'S PRODUCTION AND BUSINESS ACTIVITIES**

**I. PRODUCTION AND BUSINESS RESULTS:**
**1. Production and Business Results in 2025:**

No.	Description	Unit	Quantity
<b>I</b>	<b>Production Output</b>		
1	Clinker production	tons	1.067.040
2	Cement grinding (all types)	tons	1.468.064
<b>II</b>	<b>Sales Volume</b>		
1	Cement (all types)	tons	1.477.572
2	Clinker	tons	231.711
<b>III</b>	<b>Consolidated Business Results</b>		
+	Total revenue	VND billion	1.919,75
+	Total accounting profit before tax	VND billion	43,84
+	Profit after tax attributable to shareholders of the parent company	VND billion	34.83
<b>IV</b>	<b>Parent Company's Business Results</b>	VND billion	
+	Total revenue	VND billion	1.918,73



No.	Description	Unit	Quantity
+	Profit before corporate income tax	VND billion	43,76
+	Profit after corporate income tax	VND billion	34,79
V	<b>State Budget Contribution (Separate Financial Statements)</b>	VND billion	<b>58,05</b>

(\*) Profit from production and business activities in 2025, according to the Company's consolidated financial statements, reached VND 34.83 billion; undistributed profit amounted to VND 98.25 billion, corresponding to basic earnings per share (EPS) of VND 1,637. However, given that the production and business situation in 2026 is forecasted to be very challenging for the building materials industry, particularly the cement sector, the Company has decided not to pay dividends for 2025. All undistributed after-tax profits will be retained to supplement working capital for production and business activities.

## **2. General Assessment:**

### **a) Cement and clinker production and consumption:**

In 2025, sources of raw materials and supplies for production were ensured in a timely manner. Materials and inputs were carefully selected with good quality and competitive prices, while inventory management was strictly controlled in terms of both quantity and quality.

- Continued use of Dong Trang Bach coal and imported coal, Nui Na clay, and industrial waste sources for production in order to reduce costs and lower production prices.
- Effective management of production costs, including reducing coal and electricity consumption norms, increasing the proportion of additives in cement, and utilizing low-cost additives such as bottom ash, fly ash, and limestone from Phuong Nam quarry to replace higher-cost black limestone.
- Implementation of major overhauls and repairs of production lines as planned; regular maintenance and repair of equipment within the production line to enhance equipment productivity, reduce operating time of auxiliary equipment while still meeting required output levels.

Clinker production lines No. 1 and No. 2: After major overhauls, the kiln capacity has increased to 3,600 tons of clinker per day. The average operating capacity in 2025 reached 87% of the designed capacity.

- Cement grinding productivity reached 95% of the annual plan; clinker production output achieved 101.06% of the annual plan. Product consumption activities expanded both domestically and internationally. In 2025, total cement consumption volume reached 1.47 million tons, equivalent to 95% of the plan and 102% compared to the same period.

Thanks to the synchronous implementation of the above solutions, cement production indicators have improved, productivity has increased, and product quality has been ensured.

### **b) Mineral exploitation and land management:**

- Management and exploitation were carried out safely, efficiently, and in compliance with regulations.
- Compensation and site clearance (GPMB) were implemented for land areas of households in Song Khoai commune located within the planned boundary of Nui Na 2 clay mine, as well as land areas of households in the Northwest area of Nui Rua mine.

### **c) Implementation of investment projects:**

The Company actively implemented and completed several outstanding items of residential infrastructure projects. However, certain projects still require further handling related to



planning adjustments, extension of investment timelines, site clearance, and other issues arising during implementation.

- Implementation of the project to upgrade the capacity of Cement Grinding Line No. 1; and the waste heat recovery power generation project.
- Internal projects were also actively carried out, including auxiliary and supporting works at Lam Thach Cement Plant.

**d) Business and financial activities:**

The Company continued to maintain product consumption contracts with traditional customers, expanded its distribution network, diversified sales channels, and ensured proper delivery in accordance with signed contracts.

In the context of highly competitive selling prices with limited ability to increase prices, the Management implemented various cost-saving measures, improved labor and equipment productivity, enhanced operational efficiency, and strengthened cost control in production in line with planned targets.

- Monthly inventory checks were conducted to assess quantity and quality, as well as to evaluate the import, export, and storage of materials, inputs, and finished products.
- Financial statements were prepared periodically on a quarterly, semi-annual, and annual basis in a timely manner, with information disclosure in compliance with regulations. The financial statements were prepared truthfully and accurately reflected the Company's financial position.

**e) Other results:**

- Continued review and restructuring of capital sources, reorganization of human resources, and gradual stabilization of management and operations under the private joint stock company model.
- Successfully organized the Employees' Conference 2025 and the Annual General Meeting of Shareholders 2025 on April 26, 2025.

**f) Policies and employee welfare:**

- The average income in 2025 across the Company reached VND 14.8 million/month, equivalent to 112% of the plan and an increase of 8% compared to the same period.
- Full and timely payment of social insurance (SI), health insurance (HI), and unemployment insurance (UI); implementation of employee benefits on holidays and Tet in accordance with regulations.
- Development and completion of regulations on income payment, salary scales, and provision of personal protective equipment (PPE) for employees in compliance with regulations.
- Maintenance of self-selected meal services ensuring quality and food safety for employees.
- Provision of in-kind allowances, regular monitoring of the working environment, and periodic health check-ups for employees in accordance with regulations.

**PART II**

**DIRECTIONS AND TASKS FOR THE 2026 PRODUCTION AND BUSINESS PLAN**

Entering 2026, with the orientation of continuing to innovate the governance model, proactively respond to and overcome difficulties, the Company identifies its overarching objective as maintaining growth momentum and achieving sustainable development.



On that basis, the Company will focus on implementing key tasks under the production and business plan; promote the application of science and technology, foster innovation and digital transformation – key drivers of the modern economy; and effectively execute the 2026 production and business plan in alignment with the long-term development strategy toward stability, sustainability, and enhanced competitiveness.

## **I. PRODUCTION AND BUSINESS PLAN:**

### **1. Key production and business targets for 2026:**

<b>No.</b>	<b>Description</b>	<b>Unit</b>	<b>Plan 2026</b>
<b>I</b>	<b>Production Plan</b>		
1	Clinker production	tons	1.105.000
2	Cement production (all types)	tons	2.000.000
<b>II</b>	<b>Sales Plan</b>		
1	Cement consumption (all types)	tons	1.997.000
<b>III</b>	<b>Value, Revenue and Profit Plan</b>		
1	Total revenue	VND billion	2.222,2
2	State budget contribution	VND billion	50
3	Average income	VND million	15
4	Profit from production and business activities after corporate income tax	VND billion	32,3

### **2. Other plans/tasks:**

- Strive to produce over 2 million tons of cement of all types; achieve total revenue exceeding VND 2,000 billion (approximately 21.6% growth compared to 2025); ensure stable employment, with average income reaching over VND 15 million per person per month (approximately 8.6% growth compared to 2025).
- Focus on accelerating investment in projects and works already approved by the Board of Directors and the General Meeting of Shareholders to enhance production efficiency, improve competitiveness, and move toward sustainable development.
- Continue to invest in and upgrade the product dispatch system and port silos, contributing to the completion of logistics infrastructure and enhancing consumption capacity and product delivery operations.
- Invest in upgrading the automation system and Central Control Room in a modern and synchronized manner, meeting requirements for accurate, safe, and efficient production management and operation.
- Put into operation the waste heat recovery power generation project, contributing to energy savings, reduction of production costs, and affirming the Company's orientation toward green and environmentally friendly development.
- Implement investment in upgrading the storage and classification system for ordinary industrial waste and solid waste treatment at Lam Thach Cement Plant in accordance with regulations, gradually improving treatment capacity, ensuring compliance with environmental regulations, and promoting sustainable development.
- Promote digital transformation programs; invest in innovation and modernization of production lines and equipment; apply advanced technologies to enhance productivity and quality, reduce energy consumption, conserve resources, and protect the environment.
- Effectively implement environmental protection, occupational safety and hygiene, and fire prevention and fighting; strengthen investment in protective equipment, tools, and labor safety devices. Proactively coordinate with local authorities in environmental



protection efforts, striving to build Lam Thach Cement Plant into a “Green Factory – Green Products” model.

- Continue to innovate and improve the Company’s governance model toward modernity and efficiency.
- Implement a plan for share issuance to increase charter capital in accordance with regulations.

With clear objectives, synchronized solutions, and a spirit of unity and innovation, 2026 is expected to continue to be an important milestone, laying a solid foundation for the Company’s stable and long-term development in the coming years.

The above presents the results of the Company’s production and business activities in 2025 and the production and business plan for 2026 of QNC. With the objective of overcoming difficulties and leveraging collective strength, QNC strives to exceed the planned targets and tasks for 2026, as well as to implement the Company’s development strategy toward long-term stability and sustainability.

We would like to express our sincere thanks to our valued shareholders and to the entire General Meeting.

On this occasion, we respectfully wish all distinguished delegates, shareholders, and all participants of the General Meeting good health, happiness, and success.

Thank you very much!

**GENERAL DIRECTOR**

A red circular stamp of QNC Corporation. The outer ring contains the text "CÔNG TY CỔ PHẦN XI MĂNG VÀ XÂY DỰNG QNC" at the top and "M. & O. N. 579010036" at the bottom. The center of the stamp features the letters "QNC" in a large, bold font, with "Corporation" written in a smaller font below it. A black ink signature is written across the stamp, starting from the left and ending on the right.

**To Ngọc Hoang**



No: 610/ BC-BKS

Quang Ninh, April 10, 2026

**REPORT OF THE SUPERVISORY BOARD  
OF QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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Pursuant to the Company's audited financial statements for 2025 (QNC), audited by AASC Auditing Firm Company Limited (AASC), No. 270326.020/BCTC.KT5 and No. 270326.021/BCTC.KT5 dated March 27, 2026.

Pursuant to the Charter on organization and operation, and the Operating Regulations of the Supervisory Board of Quang Ninh Cement and Construction Joint Stock Company.

The Supervisory Board respectfully reports to the 2026 Annual General Meeting of Shareholders the results of inspection and supervision of the management and administration of production and business activities in 2025, with the following contents:

## **I. ACTIVITIES OF THE SUPERVISORY BOARD**

### **1. The Company's operational situation in 2025**

In 2025, although facing numerous difficulties and adverse challenges due to the impacts of weather conditions, epidemics, and market fluctuations, the Company was also required to address weaknesses, backlogs, and limitations from 2024, while simultaneously dealing with newly arising complex issues. These factors posed significant challenges to the Company's recovery and its ability to develop production and business activities to meet the set targets and objectives.

Adhering closely to the Resolution of the General Meeting of Shareholders and the direction of the Board of Directors, the Board of Management issued plans and action programs, thoroughly communicated them to all employees, and implemented tasks in a synchronized and effective manner. The Company focused on accelerating the restructuring of production, business, and financial activities through cost-saving measures, as well as investing in, upgrading, and repairing production line equipment to improve productivity and product quality.

As a result, positive outcomes were achieved, and the Company's production and business activities remained generally stable. However, some targets did not fully meet the planned expectations and were lower compared to the same period.

### **2. Performance of the Supervisory Board**

In 2025, members of the Supervisory Board were fully aware of their roles, responsibilities, and authority, performing their duties with honesty and prudence in the interests of shareholders and investors. The Supervisory Board focused on examining the legality, validity, truthfulness, and prudence in the management and administration of business operations; the consistency, systematic nature, and



compliance of accounting, statistical work, and financial reporting; and monitoring compliance with legal regulations and the Company's Charter.

The Supervisory Board also supervised the management and operation of production and business activities conducted by the Board of Directors and the Board of Management.

It appraised the completeness, legality, and accuracy of business performance reports, annual and semi-annual financial statements, and management assessment reports. It also reviewed contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders in order to minimize risks to the greatest extent possible.

## **II. SUPERVISION RESULTS**

### **1. Results of supervision over the activities of the Board of Directors**

In 2025, all resolutions of the Board of Directors were issued in accordance with legal procedures. Meetings convened by the Board of Directors were attended by all members of the Board, the General Director, and the Supervisory Board, and minutes were prepared upon conclusion of each meeting.

The Board of Directors focused on directing the implementation of planned targets and solutions to overcome difficulties, maintaining stable production and business operations, and ensuring the Company's development strategy. It also implemented the resolutions of the General Meeting of Shareholders, issued resolutions and decisions in a unified manner, and addressed matters within its authority in compliance with the Company's Charter and applicable laws.

- Approved procedures related to investment activities, procurement of machinery and equipment, repair of equipment, and sourcing of input materials to enhance productivity and the quality of cement, coal, stone, and other products.
- Approved and decided on investment projects and expansion of production and business activities; restructured the production organization, transformed the management model, reorganized the management apparatus, reduced production costs, and restructured capital sources.

### **2. Results of supervision over the activities of the Board of Management**

- **Regarding management and administration:** The Board of Management promptly implemented directives and resolutions of the Annual General Meeting of Shareholders, as well as resolutions and decisions of the Board of Directors. It operated in accordance with its functions and duties, and timely issued and amended procedures and regulations to ensure scientific and effective management, cost control, and production and business solutions aligned with market trends. The Company also developed and implemented digital transformation plans to optimize management processes, enhance competitiveness, expand markets, and increase revenue.
- **Regarding organizational and personnel management:** The Board of Management arranged the production structure and allocated human resources in line with operational requirements, ensuring effective management and administration of the Company.

## **III. RESULTS OF COORDINATION AND INSPECTION**

The Supervisory Board closely coordinated with the Board of Directors, supported management activities, and facilitated the Board of Management in fulfilling its assigned duties.



The Supervisory Board conducted supervision over the Executive Board's operations in compliance with legal regulations and ensured the strict implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors. The General Director duly complied with information disclosure requirements and created favorable conditions for the Supervisory Board to examine the legality, validity, truthfulness, and prudence in the management and administration of production and business activities.

The Supervisory Board continuously listened to and updated information from shareholders, and promptly, fully, publicly, and transparently reported the results of its inspection and supervision to shareholders.

#### IV. BUSINESS RESULTS AND FINANCIAL POSITION

##### 1. Business results (Based on consolidated financial statements):

No.	Indicator	Unit	Actual 2024	Actual 2025	Increase/Decrease (%)
1	Net revenue from operating activities	VND billion	1,613.206	1,907.645	18.25
2	Net profit from operating activities	VND billion	57.114	37.761	(33.88)
3	Total profit before tax	VND billion	54.889	43.844	(20.12)
4	Profit after corporate income tax	VND billion	43.175	34.857	(19.27)
5	Profit after tax attributable to non-controlling interests	VND billion	0.018	0.026	39.50
6	Profit after tax attributable to the parent company	VND billion	43.157	34.830	(19.29)
7	Basic earnings per share (EPS)	VND	720	581	

According to the report, the Company's net revenue from operating activities in 2025 reached VND 1,907.645 billion, achieving 120.7% of the annual plan. Profit before tax reached VND 43.844 billion, representing a decrease of 20.1% compared to the previous year.

The Company's core production activities, including the production and consumption of cement and clinker, continued to be maintained. The Company gradually upgraded and innovated its technology, ensured productivity and product quality, and effectively controlled and optimized input costs, resulting in increased revenue. Other activities such as coal, soil and stone mining, production of construction stone, and trading of coal and cement also remained stable. In 2025, total cement consumption reached 1.47 million tons, achieving 95.3% of the annual plan and 90.3% compared to the same period.

The main reason was the significant increase in input costs of key raw materials such as coal, iron ore, silica, additives, fuels, lubricants, and other minerals used in cement production compared to the previous year. In addition, intense competition in both domestic and export markets led to reduced profit margins.

##### 2. Preparation of Financial Statements

- The parent company's separate financial statements and the consolidated financial statements were prepared in accordance with current Vietnamese accounting standards and regulations. Accounting books and records were updated accurately, timely, clearly, and truthfully, and were properly maintained in compliance with regulations to ensure safety.



- The Company's financial data were prepared on an annual basis, and the financial statements for 2025 were audited in line with the results of the Supervisory Board's oversight.
- **Independent audit opinion for 2025:** Except for the effects of the matters described in the paragraph "Basis for Qualified Opinion," the separate financial statements and consolidated financial statements fairly and accurately present, in all material respects, the financial position of Quang Ninh Cement and Construction Joint Stock Company as at December 31, 2025, as well as its business performance and cash flows for the financial year then ended, in accordance with Vietnamese accounting standards, the Vietnamese enterprise accounting regime, and relevant legal regulations on the preparation and presentation of financial statements.

### 3. Certain financial indicators as at December 31, 2025

(Extracted from the separate financial statements)

Indicator	Unit	2024	2025
<b>1. Asset Structure</b>			
Non-current assets / Total assets	%	53.56	51.12
Current assets / Total assets	%	46.44	48.88
<b>2. Capital Structure</b>			
Debt / Total assets ratio		0.61	0.65
Debt / Equity ratio		1.53	1.84
<b>3. Liquidity</b>			
+ Current ratio			
Current assets / Current liabilities		0.94	0.88
+ Quick ratio			
Current assets / Inventories		3.27	2.10
<b>4. Operating Efficiency</b>			
+ Inventory turnover			
Cost of goods sold / Inventory		5.81	3.68
+ Net revenue / Total assets		0.93	0.94
<b>5. Profitability</b>			
+ Profit after tax / Net revenue		0.027	0.018
+ Profit after tax / Equity		0.063	0.049
+ Profit after tax / Total assets		0.025	0.017
+ Profit from operating activities / Net revenue		0.035	0.020

As at December 31, 2025, current liabilities exceeded current assets by VND 140.26 billion; the debt-to-equity ratio was 1.84 times, and total liabilities to total assets stood at 0.65 times. The Company's total liabilities amounted to VND 1,319.46 billion, of which short-term liabilities were VND 1,135.19 billion and long-term liabilities were VND 184.27 billion.

In 2025, the Company continued to invest in key projects, including upgrading the pre-grinding capacity, the waste heat recovery power generation project, increasing the capacity of Lam Thach Cement Plant 2, and upgrading and expanding Lam Thach Port. These investments aim to enhance production capacity, reduce costs, and limit



road transportation, thereby contributing to environmental protection in the locality, enabling the Company to increase production output and reduce expenses.

The Company has secured major cement consumption contracts and raw coal mining agreements with OMANCO Materials Company Limited and Vang Danh Coal Company. The Company's financial position has improved following years of operational restructuring; in recent years, the Company has consistently generated profits and eliminated accumulated losses.

The Company has developed plans to negotiate extensions for maturing debts and has also established cash flow plans to ensure sufficient working capital for debt repayment and production and business activities. In addition, certain business partners have supported the Company by providing advance payments for purchases.

Therefore, it is believed that the Company's going concern ability will continue to be maintained in a stable, effective, and sustainable manner.

## **V. CONCLUSIONS AND RECOMMENDATIONS**

The Supervisory Board agrees with the contents and data presented in the reports of the Board of Directors and the Board of Management submitted to the Annual General Meeting of Shareholders regarding the performance of the Board of Directors, the performance of the Board of Management, the production and business results for 2025, the production and business plan for 2026, and the orientation for maintaining stable production and business operations for the term (2025–2030).

1. It is recommended that the Board of Directors and the Board of Management continue to develop orientations and strategies, along with solutions closely aligned with the current situation, particularly in restructuring capital sources, including borrowings from credit institutions and share issuance to increase charter capital, in order to create stable cash flows and ensure liquidity for the Company's financial activities.
2. Focus on thoroughly resolving and addressing outstanding issues related to production and business activities from previous years.
3. Concentrate on completing and consolidating procedures and legal documentation to enhance existing capacity; ensure adequate, timely supply of raw materials in both quantity and quality to maintain stable production, reduce costs, and improve competitiveness in the market.
4. Mobilize all resources to enhance production capacity, maintain growth, and ensure productivity, quality, and efficiency in production and business operations.
5. Continue restructuring business sectors toward diversification, strengthening internal capacity to promote product growth.
6. Focus on developing and expanding the domestic market to increase product consumption.
7. Seek and leverage the support, cooperation, and facilitation from partners, customers, and shareholders to overcome liquidity constraints.
8. Streamline the organizational structure; build and operate an effective and efficient corporate governance and management system; apply practical management methods to reduce production costs; and implement solutions to resolve difficulties, creating new momentum to successfully achieve the set targets.
9. It is recommended to continue appointing AASC Auditing Firm Company Limited as the auditor for the Company's financial statements for 2026.

## **VI. DIRECTIONS AND TASKS OF THE SUPERVISORY BOARD IN 2026**



Entering 2026, the Company will continue to face many difficulties and challenges arising from market mechanisms and objective impacts such as the national economic situation, weather conditions, and unpredictable epidemics. As a result, challenges in management, direction, and administration of production and business activities remain, requiring strong efforts from all employees as well as the support and confidence of shareholders, partners, and customers.

In 2026, the Supervisory Board will focus on the following key activities:

1. Continue to inspect and supervise all aspects of production and business activities, with a focus on supervising investment projects and input materials, fuels, and raw materials of the Company.
2. Supervise the activities of the Board of Directors, the Board of Management, and managerial staff in managing and operating the Company, ensuring compliance with laws, the Company's Charter, and resolutions of the General Meeting of Shareholders.
3. Examine the legality, validity, truthfulness, and prudence in the management and administration of business operations; and the consistency and appropriateness of accounting, statistical work, and financial reporting.
4. Focus on coordinating efforts to thoroughly resolve outstanding issues related to production and business activities.
5. Members of the Supervisory Board shall continue to innovate and enhance their activities, and look forward to receiving continued attention and support from shareholders, as well as the Board of Directors, and the cooperation of the Board of Management and all departments within the Company, in order to successfully fulfill their duties in the 2026 financial year.

The above is the report on the activities of the Supervisory Board in 2025, respectfully submitted to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Sincerely thank you!

**Recipients:**

- Reported at the General Meeting of Shareholders;
- Members of the Supervisory Board;
- Board of Directors, General Director, Shareholders;
- Archived at the Office.

**ON BEHALF OF THE SUPERVISORY  
BOARD**

**Head of the Supervisory Board**



**Phạm Thị Minh Hoa**





No.: 611/TTr-HĐQT

**CÔNG TY CỔ PHẦN XI MĂNG & XÂY DỰNG QUẢNG NINH**

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Quang Ninh, April 10, 2026

**PROPOSAL**

**On the Amendment of the Company Charter and Internal Regulations**

**To:** The 2026 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its relevant amendments;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its relevant amendments;

Pursuant to Decree No. 155/2020/NĐ-CP and Decree No. 245/2025/NĐ-CP amending Decree No. 155/2020/NĐ-CP;

Pursuant to the Charter of Quang Ninh Cement and Construction Joint Stock Company;

Pursuant to the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors.

Based on the practical requirements in the governance and management of the Company, the Board of Directors has conducted a review of the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. Based on such review, the Board of Directors has determined that certain provisions of the Charter and the aforementioned Regulations need to be amended and supplemented to ensure compliance with applicable laws as well as the Company's actual operational conditions.

The amended and supplemented contents, together with the draft Charter and draft Regulations, have been publicly disclosed on the Company's official website (<https://cement.com.vn>).

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2026 for consideration and approval of the proposed amendments.

**Attachments:**

- Full text of the Charter and Appendix on amendments to the Company's Charter;
- Full text of the Internal Regulations on Corporate Governance and Appendix on amendments;
- Full text of the Regulations on the Operation of the Board of Directors.

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



**Do Hoang Phuc**



## APPENDIX

### PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY

*(Attached to Submission No. 611/TTr-HDQT of the Board of Directors dated April 10, 2026)*

#### Notes:

- Provisions not specified in detail in this Appendix remain unchanged.
- Proposed changes in the column "Current Charter Provisions" are indicated in **bold and underlined text**.
- Proposed amendments in the column "Proposed Amendments" are highlighted in **bold red text**.
- The Law on Enterprises refers to Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15, and guiding documents;
- The Law on Securities refers to Law No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, and guiding documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; as amended and supplemented by Decree No. 245/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;
- Certain formatting adjustments, including the renumbering of clauses and sections due to additions or removals of content, are not detailed in this Appendix comparing the amendments to the Charter.

Provisions under the current Charter	Proposed amendments	Reason for amendment
Quang Ninh, April 25, 2025	Quang Ninh, May 08, 2026	Update of the effective date of the Charter
<b>PREAMBLE</b>	<b>PREAMBLE</b>	
This Charter of Quang Ninh Cement and Construction Joint Stock Company was adopted at the Annual General Meeting of Shareholders <b><u>in 2021 on June 11, 2021, and was amended and supplemented on April 25, 2025</u></b>	This Charter of Quang Ninh Cement and Construction Joint Stock Company was adopted at the Annual General Meeting of Shareholders <b>in 2026 on May 08, 2026.</b>	The General Meeting will approve the full draft of the Company's Charter.
<b>CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER</b>	<b>CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER</b>	
<b>Article 1. Interpretation of Terms</b>	<b>Article 1. Interpretation of Terms</b>	
1. In this Charter, the following terms shall be construed as follows:	1. In this Charter, the following terms shall be construed as follows:	
c. "Law on Enterprises" means Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;	c. "Law on Enterprises" means Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, <b>and its amendments and supplements;</b>	Supplemented as Law No. 59/2020/QH14 on Enterprises has been amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15.
d. "Law on Securities" means Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;	d. "Law on Securities" means Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, <b>and its amendments and supplements.</b>	Supplemented as Law No. 54/2019/QH14 on Securities has been amended and supplemented by Law No. 56/2024/QH15.



Provisions under the current Charter	Proposed amendments	Reason for amendment
f. "Enterprise executives" means the Chief Executive Officer (General Director), Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter.	f. "Enterprise executives" means the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter.	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
None	o. "Approved auditing organization" means an independent auditing firm included in the list of auditing organizations approved by the State Securities Commission to perform audits in accordance with the Law on Enterprises and the laws on independent auditing.	Added in accordance with Clause 22, Article 4 of the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15.
<b>CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY</b>	<b>CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY</b>	
<b>Article 2. Name, legal form, head office, branches, representative offices, business locations and term of operation of the Company</b>	<b>Article 2. Name, legal form, head office, branches, representative offices, business locations and term of operation of the Company</b>	
3. The registered head office of the Company is: Address: <u>Hop Thanh Area, Phuong Nam Ward, Uong Bi City, Quang Ninh Province.</u> Tel: 020 33 668 355 / 02 033 668 388. Fax: 02033 668.354. E-mail: vanphongqnc@cement.com.vn Website: www.qncc.vn	3. The registered head office of the Company is: Address: <b>Hop Thanh Area, Yen Tu Ward, Quang Ninh Province.</b> Tel: 020 33 668 355 / 02 033 668 388. Fax: 02033 668.354. E-mail: vanphongqnc@cement.com.vn <b>Website: https://cement.com.vn</b>	Update the Company's registered head office address in accordance with the new address.
4. The Company has one legal representative. The General Director is the legal representative of Quang Ninh Cement and Construction Joint Stock Company. The rights and obligations of the legal representative are stipulated in the Charter and the Company's internal governance regulations.	Removed	Duplicate content as provided in Article 3 of this Charter.
<b>Article 6. Charter capital, shares and founding shareholders</b>	<b>Article 6. Charter capital, shares and founding shareholders</b>	
6. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless <u>otherwise</u> decided by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to <u>other parties</u> under terms and conditions it deems appropriate, provided that such shares shall not be offered on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.	6. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise <b>decided</b> by the General Meeting of Shareholders. Any shares not subscribed for by shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to the <b>Company's shareholders and other parties</b> under terms and conditions it deems appropriate, provided that such shares shall not be offered on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.	Amended to comply with Clause 3, Article 124 of the Law on Enterprises 2020 and its amendments and supplements.



Provisions under the current Charter	Proposed amendments	Reason for amendment
<b>Article 7. Shares</b> 2. In the case where shares are issued in certificate form, they must bear the Company's seal and the signature of the legal representative of the <b>Company</b> or an authorized person. The share certificate must clearly state the number and type of shares held, the full name of the shareholder, and other information as required by the Law on Enterprises.	<b>Article 7. Shares</b> 2. In the case where shares are issued in certificate form, they must bear the Company's seal and the signature of the legal representative of the <b>Company</b> or an authorized person. The share certificate must clearly state the number and type of shares held, the full name of the shareholder, and other information as required by the Law on Enterprises.	Correction of errors
<b>Article 8. Shareholder Register</b> 3. The shareholder register shall be kept at the Company's head office or at <b>the securities registration, depository, clearing and settlement center</b> . Shareholders have the right to inspect, review, extract or copy information relating to themselves in the shareholder register during the working hours of <b>the Company or the securities depository center</b> .	<b>Article 8. Shareholder Register</b> 3. The shareholder register shall be kept at the Company's head office or at <b>the securities registration, depository, clearing and settlement center</b> . Shareholders have the right to inspect, review, extract or copy information relating to themselves in the shareholder register during the working hours of the Company or <b>the securities depository center</b> .	The securities registration, depository, clearing and settlement center has been renamed as the Vietnam Securities Depository and Clearing Corporation (VSDC), in order to avoid potential risks of future name changes.
<b>Article 11. Share Recovery</b> 4. Recovered shares shall be deemed as shares available for offering. The Board of Directors may directly or authorize the sale, redistribution, or disposal of such shares to the former shareholders or other parties under such terms and conditions as it deems appropriate. In the event that not all recovered shares are sold, the Company must register an adjustment of its charter capital equal to the par value of the fully paid shares in accordance with <b>Article 111</b> of the Law on Enterprises.	<b>Article 11. Share Recovery</b> 4. Recovered shares shall be deemed as shares available for offering. The Board of Directors may directly or authorize the sale, redistribution, or disposal of such shares to the former shareholders or other parties under such terms and conditions as it deems appropriate. In the event that not all recovered shares are sold, the Company must register an adjustment of its charter capital equal to the par value of the fully paid shares in accordance with <b>Article 113</b> of the Law on Enterprises.	The previous Charter incorrectly referenced the relevant Article of law.
<b>CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION</b>	<b>CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION</b>	
<b>Article 13. Organizational structure, management and supervision</b> 4. Executive <b>General Director</b>	<b>Article 13. Organizational structure, management and supervision</b> 4. General Director	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
<b>CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS</b>	
<b>Article 14. Rights of shareholders</b> 2b. To receive dividends at a level as decided by the General Meeting of Shareholders;	<b>Article 14. Rights of shareholders</b> 2b. To receive dividends at a level as decided by the <b>General Meeting of Shareholders</b> ;	Terminology standardized as "General Meeting of Shareholders".
<b>Article 16. General Meeting of Shareholders</b> 2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with	<b>Article 16. General Meeting of Shareholders</b> 2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters	Amended in accordance with Clause 4, Article 273 of Decree No. 155/2020/ND-CP.



Provisions under the current Charter	Proposed amendments	Reason for amendment
the law and the Company's Charter, particularly the approval of the annual financial statements and the budget for the following financial year. <b><u>Independent auditors shall be invited to attend the meeting to provide advice on the approval of the annual financial statements.</u></b>	in accordance with the law and the Company's Charter, particularly the approval of the annual financial statements and the budget for the following financial year. <b>In cases where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.</b>	
6. Depending on specific circumstances and conditions, Annual and Extraordinary General Meetings of Shareholders may be conducted in the form of online meetings.	6. Depending on specific circumstances and conditions, Annual and Extraordinary General Meetings of Shareholders may be conducted in the form of online meetings, <b>electronic voting, or other electronic methods.</b>	Amended in accordance with Clause 3, Article 144 of the Law on Enterprises.
<b>Article 17. Rights and obligations of the General Meeting of Shareholders</b>	<b>Article 17. Rights and obligations of the General Meeting of Shareholders</b>	
1. The General Meeting of Shareholders shall have the following rights and obligations:	1. The General Meeting of Shareholders shall have the following rights and obligations:	
d. To decide on investments or transactions involving the sale of assets with a value equal to or exceeding <b>51%</b> of the total asset value as recorded in the most recent financial statements.	d. To decide on investments or transactions involving the sale of assets with a value equal to or exceeding <b>35%</b> of the total asset value as recorded in the most recent financial statements.	Amended in accordance with Point d, Clause 2, Article 138 of the Law on Enterprises.
3. The Annual and Extraordinary General Meetings of Shareholders shall pass resolutions on the following matters:	3. The Annual and Extraordinary General Meetings of Shareholders shall pass resolutions on the following matters:	
i. To elect, appoint, dismiss and replace members of the Board of Directors and the Supervisory Board, and to approve the election, appointment, dismissal and replacement of the <b>Executive</b> General Director in accordance with the resolutions of the Board of Directors. To ensure the effective operation of the Board of Directors, the General Meeting of Shareholders authorizes and assigns the Board of Directors to elect, appoint, dismiss and replace its members in accordance with regulations, and subsequently report for approval at the nearest General Meeting of Shareholders.	i. To elect, appoint, dismiss and replace members of the Board of Directors and the Supervisory Board, and to approve the election, appointment, dismissal and replacement of the General Director in accordance with the resolutions of the Board of Directors. To ensure the effective operation of the Board of Directors, the General Meeting of Shareholders authorizes and assigns the Board of Directors to elect, appoint, dismiss and replace its members in accordance with regulations, and subsequently report for approval at the nearest General Meeting of Shareholders.	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
p. To decide on investments or transactions involving the sale of assets with a value equal to or exceeding <b>51%</b> of the total asset value as recorded in the most recent financial statements;	p. To decide on investments or transactions involving the sale of assets with a value equal to or exceeding <b>35%</b> of the total asset value as recorded in the most recent financial statements;	Amended in accordance with Point d, Clause 2, Article 138 of the Law on Enterprises
	s. <b>To decide on contracts and transactions involving borrowing, lending, or the sale of assets with a value exceeding</b>	Added in accordance with Clause 3, Article 167 of the Law on Enterprises.



Provisions under the current Charter	Proposed amendments	Reason for amendment
	ten percent (10%) of the total asset value of the Company as recorded in the most recent financial statements, between the Company and a shareholder owning fifty-one percent (51%) or more of the total voting shares, or a related person of such shareholder.	
<b>Article 20. Convening the General Meeting of Shareholders, meeting agenda, and notice of the General Meeting of Shareholders</b>	<b>Article 20. Convening the General Meeting of Shareholders, meeting agenda, and notice of the General Meeting of Shareholders</b>	
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously published on the information channels of the Stock Exchange, <u>the State Securities Commission of Vietnam</u> , and on the Company's website. The notice must be sent at least twenty-one (21) days prior to the date of the meeting (calculated from the date the notice is properly sent, postage-paid, or deposited in the mailbox). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where the documents are not attached to the notice, the meeting invitation must clearly indicate the website address where shareholders can access such documents, including:	3. The notice of the General Meeting of Shareholders shall be sent to all shareholders <b>by a method that ensures delivery to the contact address registered by the shareholders</b> , and shall simultaneously be published on the information channels of the Stock Exchange and on the Company's website. The notice must be sent at least twenty-one (21) days prior to the date of the meeting (calculated from the date the notice is properly sent, postage-paid, or deposited in the mailbox). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where the documents are not attached to the notice, the meeting invitation must clearly indicate the website address where shareholders can access such documents, including:	Amended in accordance with Clause 2, Article 143 of the Law on Enterprises.
<b>Article 22. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b>	<b>Article 22. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b>	
2. Upon registration of shareholders, the Company shall issue to each shareholder or their authorized representative entitled to vote a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. When voting at the meeting, the votes in favor shall be collected first, followed by the votes against, and the total number of votes for and against shall then be counted to determine the result. The total number of votes in favor, against, abstentions, or invalid votes for each matter shall be announced by the Chairperson immediately after the voting on that matter. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal, but shall not exceed the number prescribed by applicable	2. Upon registration of shareholders, the Company shall issue to each shareholder or their authorized representative entitled to vote a voting card <b>and/or voting ballot, ballot paper (if any)</b> , indicating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of such shareholder or authorized representative. <b>In cases where the Company conducts the General Meeting of Shareholders online, by electronic voting, or by other electronic means, shareholders and their authorized representatives (if any) shall access the online General Meeting system to cast electronic votes, attend the meeting, and exercise their voting and election rights.</b>	Amended to align with the forms of participation in meetings as specifically stipulated in the internal governance regulations.



Provisions under the current Charter	Proposed amendments	Reason for amendment
<p>law. The Chairperson shall appoint one or more persons to act as the secretary of the meeting</p> <p>4. The Chairman of the Board of Directors shall preside over <u>meetings</u> convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his/her duties, the remaining members shall elect one among them to act as Chairperson of the meeting based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson. In other cases, the person who signs the decision to convene the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting.</p>	<p>4. The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders convened by the Board of Directors, <b>or may authorize another member of the Board of Directors to act as Chairperson of the meeting.</b> In the event that the Chairman is absent or temporarily unable to perform his/her duties, the remaining members shall elect one among them to act as Chairperson of the meeting based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson.</p> <p>In other cases, the person who signs the decision to convene the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting.</p> <p><b>The Chairperson shall appoint one or more persons to act as the secretary of the meeting; the General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the Chairperson of the meeting;</b></p>	<p>Amended in accordance with Clause 2, Article 146 of the Law on Enterprises.</p>
<p><b>Article 23. Adoption of resolutions of the General Meeting of Shareholders</b></p> <p>3. The following resolutions of the General Meeting of Shareholders shall be adopted if they are approved by shareholders representing at least sixty-five percent (65%) <u>of the total voting shares of all shareholders attending the meeting (in the case of a physical meeting)</u>, or at least sixty-five percent (65%) of the total voting shares of shareholders with voting rights in favor (in the case of obtaining shareholders' opinions in writing):</p> <p>4. Except for the cases specified in Clauses 3 and 5 of this Article, other resolutions and decisions of the General Meeting of Shareholders shall be adopted when more than fifty percent (50%) <u>of the total voting shares of shareholders attending the meeting vote in favor (in the case of a physical meeting)</u>, or more than fifty</p>	<p><b>Article 23. Adoption of resolutions of the General Meeting of Shareholders</b></p> <p>3.The following resolutions of the General Meeting of Shareholders shall be adopted if they are approved by shareholders representing at least sixty-five percent (65%) or more <b>of the total voting shares of all shareholders attending and voting at the meeting (in the case of voting at the meeting)</b>, or at least sixty-five percent (65%) of the total voting shares of shareholders with voting rights in favor (in the case of obtaining shareholders' opinions in writing):</p> <p>4. Except for the cases specified in Clauses 3 and 5 of this Article, other resolutions and decisions of the General Meeting of Shareholders shall be adopted when more than fifty percent (50%) <b>of the total voting shares of all shareholders attending and voting at the meeting vote in favor (in the case of voting at the</b></p>	<p>Amended in accordance with Clause 5, Article 7 of Law No. 03/2022/QH15.</p> <p>Amended in accordance with Clause 5, Article 7 of Law No. 03/2022/QH15.</p>



Provisions under the current Charter	Proposed amendments	Reason for amendment
percent (50%) of the total voting shares of shareholders with voting rights vote in favor (in the case of obtaining shareholders' opinions in writing).	meeting), or more than fifty percent (50%) of the total voting shares of shareholders with voting rights vote in favor (in the case of obtaining shareholders' opinions in writing).	
<b>CHAPTER VII. BOARD OF DIRECTORS</b>	<b>CHAPTER VII. BOARD OF DIRECTORS</b>	
<b>Article 28. Qualifications of members of the Board of Directors</b>	<b>Article 28. Qualifications of members of the Board of Directors</b>	
c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of other companies, but not exceeding five (05) other companies.	c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors <b>or the Members' Council</b> of other companies, but not exceeding five (05) other companies.	In accordance with Clause 78, Article 1 of Decree No. 245/2025/ND-CP.
<b>Article 30. Composition and term of office of members of the Board of Directors</b>	<b>Article 30. Composition and term of office of members of the Board of Directors</b>	
1. The number of members of the Board of Directors shall be no fewer than three (03) and no more than five (05). The term of office of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. <u>The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.</u> The Company shall limit to the maximum extent the number of Board members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	1. The number of members of the Board of Directors shall be no fewer than three (03) and no more than five (05), <b>including at least one (01) non-executive member of the Board of Directors.</b> The term of office of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. The Company shall limit to the maximum extent the number of Board members concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	Amended in accordance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP.
<b>Article 31. Rights and duties of the Board of Directors</b>	<b>Article 31. Rights and duties of the Board of Directors</b>	
2. The Board of Directors shall be responsible for supervising the <b>Executive</b> General Director and other executives.	2. The Board of Directors shall be responsible for supervising the General Director and other executives.	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
3. The rights and duties of the Board of Directors shall be governed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:	3. The rights and duties of the Board of Directors shall be governed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:	
c. To decide on investments or transactions involving the sale of the Company's assets with a value ranging <b>from 35% to less than 51%</b> of the total asset value as recorded in the most recent financial statements;	c. To decide on investments or transactions involving the sale of the Company's assets with a value ranging <b>from 34% to less than 35%</b> of the total asset value as recorded in the most recent financial statements;	Amended to align with practical implementation.



Provisions under the current Charter	Proposed amendments	Reason for amendment
i. To elect, remove and dismiss the Chairman of the Board of Directors; to appoint, remove and dismiss the <u>Executive</u> General Director. Such removal or dismissal shall not contravene the contractual rights of the persons concerned (if any). The appointment, removal and dismissal of the Executive General Director must be approved at the General Meeting of Shareholders;	i. To elect, remove and dismiss the Chairman of the Board of Directors; to appoint, remove and dismiss the General Director. Such removal or dismissal shall not contravene the contractual rights of the persons concerned (if any). The appointment, removal and dismissal of the General Director must be approved at the General Meeting of Shareholders;	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
o. To approve contracts for purchase, sale, borrowing, lending, and other contracts with a value <u>from 35% to less than 51% of the total asset value</u> as recorded in the Company's most recent financial statements. This provision does not apply to contracts falling under the authority of the General Meeting of Shareholders;	o. To approve contracts for purchase, sale, borrowing, lending, and other contracts with a value of <b>35% or more of the total asset value</b> as recorded in the Company's most recent financial statements. This provision does not apply to contracts falling under the authority of the General Meeting of Shareholders;	Based on Point h, Clause 2, Article 153 of the Law on Enterprises. It is advisable not to stipulate the range from 35% to less than 51% in order to avoid the risk that contracts for purchase, sale, borrowing, lending, or other transactions with a value exceeding 51% would require mandatory convening of the General Meeting of Shareholders.
4. The following matters must be approved by the Board of Directors:	4. The following matters must be approved by the Board of Directors:	
d. The Company's borrowing and the execution of mortgages, security, guarantees, and indemnities;	Removed	Duplicated with the scope already defined under different levels of authority.
e. Investments not included in the business plan or investments exceeding 35% of the annual business plan and budget value;		
<b>Article 34. Meetings of the Board of Directors</b>	<b>Article 34. Meetings of the Board of Directors</b>	
3. The Chairman of the Board of Directors shall convene extraordinary meetings whenever deemed necessary in the interest of the Company. In addition, the Chairman must convene a meeting of the Board of Directors without undue delay, unless there is a legitimate reason, upon a written request from any of the following persons stating the purpose of the meeting and the matters to be discussed:	3. The Chairman of the Board of Directors shall convene extraordinary meetings whenever deemed necessary in the interest of the Company. In addition, the Chairman must convene a meeting of the Board of Directors without undue delay, unless there is a legitimate reason, upon a written request from any of the following persons stating the purpose of the meeting and the matters to be discussed:	



Provisions under the current Charter	Proposed amendments	Reason for amendment
a. The <b>Executive</b> General Director or at least two (02) other executives;	a. The General Director or at least two (02) other executives;	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
<b>Article 36. Person in charge of corporate governance</b>	<b>Article 36. Person in charge of corporate governance</b>	
1. The Board of Directors shall <b>designate</b> at least one (01) person as the person in charge of corporate governance to support the effective implementation of corporate governance activities. The person in charge of corporate governance may concurrently serve as the Company Secretary. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, but shall not exceed five (05) years.	1. The Board of Directors shall <b>appoint</b> at least one (01) person as the person in charge of corporate governance to support the effective implementation of corporate governance activities. The person in charge of corporate governance may concurrently serve as the Company Secretary. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, but shall not exceed five (05) years.	Amended in accordance with Clause 1, Article 281 of Decree No. 155/2020/ND-CP.
<b>CHAPTER VIII. EXECUTIVE GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	<b>CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
<b>Article 39. Appointment, dismissal, duties and powers of the <u>Executive</u> General Director</b>	<b>Article 39. Appointment, dismissal, duties and powers of the General Director</b>	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
1. The Board of Directors shall appoint a member of the Board of Directors or another person as the <b>Executive</b> General Director, subject to approval by the General Meeting of Shareholders; the Board of Directors shall sign the employment contract on behalf of the Company, specifying salary, remuneration, benefits, and other related terms. Information regarding the salary and allowances of the Director ( <b>Executive</b> General Director) must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.	1. The Board of Directors shall appoint a member of the Board of Directors or another person as the General Director, subject to approval by the General Meeting of Shareholders; the Board of Directors shall sign the employment contract on behalf of the Company, specifying salary, remuneration, benefits, and other related terms. Information regarding the salary and allowances of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report.	As the Company operates under a model with an Executive General Director as stipulated in Article 13 of this Charter.
2. The term of office of the <b>Executive</b> General Director shall be five (05) years and may be renewed. The appointment may terminate in accordance with the provisions of the employment contract.	2. The term of office of the General Director shall be five (05) years and may be renewed. The appointment may terminate in accordance with the provisions of the employment contract.	To ensure consistency throughout the Charter and the internal regulations



Provisions under the current Charter	Proposed amendments	Reason for amendment
		regarding the title of the legal representative as the General Director.
4. Powers and duties: The <u>Executive</u> General Director shall have the following powers and responsibilities:	4. Powers and duties: The General Director shall have the following powers and responsibilities:	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
b. To decide on all matters not requiring a resolution of the Board of Directors, including representing the Company in signing contracts and transactions with a value of less than <u>35%</u> of the total asset value as recorded in the Company's most recent financial statements, except in cases that must be approved by the Board of Directors or the General Meeting of Shareholders; and to organize and manage the Company's day-to-day business operations in accordance with best management practices;	b. To decide on all matters not requiring a resolution of the Board of Directors, including representing the Company in signing contracts and transactions with a value of less than <u>34%</u> of the total asset value as recorded in the Company's most recent financial statements, except in cases that must be approved by the Board of Directors or the General Meeting of Shareholders; and to organize and manage the Company's day-to-day business operations in accordance with best management practices;	Amended to align with the authority of the Board of Directors as stipulated in Article 31 of this Regulation.
<b>CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE <u>EXECUTIVE</u> GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	<b>CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES</b>	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
<b>Article 40. Duty of care</b>	<b>Article 40. Duty of care</b>	
Members of the Board of Directors, Supervisors, the <u>Executive General Director</u> , and other executives shall perform their duties, including those as members of committees of the Board of Directors, in good faith and in a manner they believe to be in the best interests of the Company, and with the level of care that a prudent person would exercise when holding a similar position and under similar circumstances.	Members of the Board of Directors, Supervisors, the <b>General Director</b> , and other executives shall perform their duties, including those as members of committees of the Board of Directors, in good faith and in a manner they believe to be in the best interests of the Company, and with the level of care that a prudent person would exercise when holding a similar position and under similar circumstances.	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
<b>CHAPTER X. SUPERVISORY BOARD</b>	<b>CHAPTER X. SUPERVISORY BOARD</b>	
<b>Article 45. Supervisory Board</b>	<b>Article 45. Supervisory Board</b>	



Provisions under the current Charter	Proposed amendments	Reason for amendment
1o. To have the right to request the Board of Directors, members of the Board of Directors, the <b>Director</b> (General Director), and other managers to provide full, accurate, and timely information and documents on the management, administration, and business operations of the Company.	1o. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents on the management, administration, and business operations of the Company.	As the Company operates under a model with an Executive General Director as stipulated in Article 13 of this Charter.
2. Members of the Board of Directors, the <b>Executive</b> General Director, and other executives must provide all information and documents related to the Company's operations as requested by the Supervisory Board. The Company Secretary must ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as copies of minutes of Board of Directors' meetings, are provided to members of the Supervisory Board at the same time they are provided to the Board of Directors.	2. Members of the Board of Directors, the General Director, and other executives must provide all information and documents related to the Company's operations as requested by the Supervisory Board. The Company Secretary must ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as copies of minutes of Board of Directors' meetings, are provided to members of the Supervisory Board at the same time they are provided to the Board of Directors.	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
<b>CHAPTER XVIII. INTERNAL DISPUTE RESOLUTION</b>	<b>CHAPTER XVIII. INTERNAL DISPUTE RESOLUTION</b>	
1. In the event of any dispute or complaint arising in connection with the Company's operations or the rights and obligations of shareholders arising from the Charter or from any rights or obligations stipulated by the Law on Enterprises, other laws, or administrative regulations, between:	1. In the event of any dispute or complaint arising in connection with the Company's operations or the rights and obligations of shareholders arising from the Charter or from any rights or obligations stipulated by the Law on Enterprises, other laws, or administrative regulations, between:	
b. Shareholders and the Board of Directors, the Supervisory Board, the <b>Executive</b> General Director, or other executives.	b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives.	To ensure consistency throughout the Charter and the internal regulations regarding the title of the legal representative as the General Director.
<b>CHAPTER XX. EFFECTIVE DATE</b>	<b>CHAPTER XX. EFFECTIVE DATE</b>	
<b>Article 63. Effective date</b>	<b>Article 63. Effective date</b>	
1. This Charter <u>consists of XX chapters, 63 articles, and 01 appendix, and was unanimously approved by the General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company on June 11, 2021, and was amended and supplemented on April 25, 2025 in accordance with the resolution of the General Meeting of Shareholders, which also</u>	1. This Charter consists of twenty (XX) chapters, sixty-three (63) articles, and one (01) appendix, and was unanimously approved by the General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company on May 08, 2026. This Charter shall take effect from the date of signing.	Amended for consistency with the Preamble of this Charter.



Provisions under the current Charter	Proposed amendments	Reason for amendment
<u>approved the full effectiveness of this Charter.</u> This Charter shall take effect from the date of signing.		
Amendment of terminology		
<u>Director; Executive</u> General Director	General Director	Amended terminology for consistency with the Company's Charter.



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**CHARTER**  
**QUANG NINH CONSTRUCTION AND CEMENT JOINT STOCK**  
**COMPANY**

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**Quang Ninh, May 08, 2026**



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This Charter of Quang Ninh Construction and Cement Joint Stock Company was adopted at the Annual General Meeting of Shareholders in 2026 on May 08, 2026.

## **CHAPTER I**

### **DEFINITIONS OF TERMS IN THE CHARTER**

#### **Article 1. Interpretation of Terms**

1. In this Charter, the following terms shall be construed as follows:

- a. “*Charter Capital*” means the total par value of shares sold or registered for subscription upon the establishment of the joint stock company and as stipulated in Article 6 of this Charter.
- b. “*Voting Capital*” means the share capital whereby the holder has the right to vote on matters within the competence of the General Meeting of Shareholders;
- c. “*Law on Enterprises*” means Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements;
- d. “*Law on Securities*” means Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements;
- e. “*Establishment Date*” means the date on which the Company is first granted the Enterprise Registration Certificate;
- f. “*Executive Officer*” means the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company’s Charter;
- g. “*Manager*” means company managers including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as prescribed in the Company’s Charter;
- h. “*Related Person*” means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;
- i. “*Shareholder*” means an individual or organization owning at least one share of the joint stock company;
- j. “*Founding Shareholder*” means a shareholder owning at least one ordinary share and signing the list of founding shareholders;
- k. “*Major Shareholder*” means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- l. “*Operation Term*” means the duration of operation of the Company as stipulated in Article 2 and any extension approved by the General Meeting of Shareholders;
- m. “*Stock Exchange*” means the Vietnam Stock Exchange and its subsidiaries;
- n. “*Vietnam*” means the Socialist Republic of Vietnam;
- o. “*Approved Auditing Organization*” means an independent auditing firm approved by the State Securities Commission;

2. In this Charter, references to any provisions or documents shall include any amendments or replacements thereof.



3. Headings (Chapters and Articles of this Charter) are used for convenience only and shall not affect the interpretation of this Charter.

## **CHAPTER II**

### **NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, legal form, head office, branches, representative offices, business locations and term of operation of the Company**

**1. Company name**

Vietnamese name: Quang Ninh Construction and Cement Joint Stock Company.

English name: Quang Ninh Construction and Cement Joint Stock Company.

Trading name: Quang Ninh Construction and Cement Joint Stock Company.

Abbreviated name: QNCC.

2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.

**3. Registered head office of the Company:**

Address: Hop Thanh Area, Yen Tu Ward, Quang Ninh Province.

Tel: 020 33 668 355 / 02 033 668 388.

Fax: 02033 668.354.

E-mail: vanphongqnc@cement.com.vn

Website: <https://cement.com.vn>

4. The Company may establish branches and representative offices within its business areas (both domestically and internationally) to achieve its operational objectives, in accordance with the resolutions of the Board of Directors and within the scope permitted by law.

5. Unless terminated prior to its expiry in accordance with Article 58 or extended pursuant to Article 59 of this Charter, the term of operation of the Company shall be 50 years from the date of establishment.

#### **Article 3. Legal representative of the Company**

The Company shall have one (01) legal representative. The General Director shall be the legal representative of Quang Ninh Construction and Cement Joint Stock Company. The rights and obligations of the legal representative shall be stipulated in this Charter and in the Company's internal governance regulations.



### CHAPTER III

#### OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

#### Article 4. Objectives of the Company

##### 1. Business lines of the Company:

No.	Business Sector	Industry Code
<b>1</b>	<b>Manufacture of cement, lime and plaster</b>	<b>2394</b>
2	Power generation from non-renewable energy sources	3511
3	Power generation from renewable energy sources	3512
4	Transmission and distribution of electricity (excluding national electricity transmission and system dispatching)	3513
5	Hard coal mining and collection	0510
6	Lignite mining and collection	0520
7	Non-regular contract-based catering services	5621
8	Direct support service activities for railway transport	5221
9	Manufacture of concrete and products of concrete, cement and plaster	2395
10	Renting and leasing of other tangible machinery, equipment and goods without operator	7730
11	Construction of residential buildings	4101
12	Construction of non-residential buildings	4102
13	Construction of electrical works (excluding construction and operation of multipurpose hydropower plants and nuclear power projects of special socio-economic importance)	4221
14	Construction of water supply and drainage works	4222
15	Construction of other public utility works	4229
16	Construction of hydraulic works	4291
17	Construction of mining works	4292



No.	Business Sector	Industry Code
18	Construction of processing and manufacturing works	4293
19	Construction of other civil engineering works	4299
20	Other catering services	5629
21	Beverage serving activities	5630
22	Direct support service activities for water transport	5222
23	Scientific research and technological development in natural sciences	7211
24	Scientific research and technological development in engineering and technology	7212
25	Other professional, scientific and technological activities not elsewhere classified	7490
26	Translation and interpretation activities	7430
27	<p>Recycling of waste and scrap</p> <p>Details:</p> <p>1/ Recycling of metal waste and scrap: 38301</p> <ul style="list-style-type: none"> <li>- Mechanical crushing of metal waste such as discarded automobiles, washing machines and bicycles, followed by sorting and classification;</li> <li>- Dismantling of automobiles, computers, televisions and other equipment for material recovery;</li> <li>- Cutting down large metal pieces such as railway wagons;</li> <li>- Shredding of metal waste, such as end-of-life vehicles;</li> <li>- Other mechanical treatment methods such as cutting and compressing to reduce volume;</li> <li>- Ship breaking.</li> </ul> <p>2/ Recycling of non-metal waste and scrap: 38302</p> <ul style="list-style-type: none"> <li>- Recycling of non-metallic photographic waste such as developing solutions or film and photographic paper;</li> <li>- Recycling of rubber such as used tires for the production of new raw materials;</li> <li>- Sorting and compounding of plastics to produce new raw materials such as pipes, flower pots, palettes and similar products;</li> <li>- Processing (cleaning, melting, grinding) plastic or rubber waste into granules;</li> </ul>	3830



No.	Business Sector	Industry Code
	<ul style="list-style-type: none"> <li>- Crushing, cleaning and sorting of glass;</li> <li>- Crushing, cleaning and sorting of other waste such as demolition waste for production of raw materials;</li> <li>- Processing of used cooking oils and fats into raw materials;</li> <li>- Processing of waste from food, beverages, tobacco and residues into new raw materials.</li> </ul>	
28	Site preparation	4312
29	Manufacture of other ceramic products	2393
30	Warehousing and storage (general cargo storage)	5210
31	Other support activities related to transport (excluding support activities for air transport)	5229
32	Wholesale of solid, liquid and gaseous fuels and related products	4671
33	Wholesale of motorcycles, motorbikes, spare parts and accessories Detail: Only includes wholesale of spare parts and accessories for motorcycles and motorbikes	4663
34	Retail sale of motorcycles, motorbikes, spare parts and accessories Detail: Only includes retail sale of spare parts and accessories for motorcycles and motorbikes	4783
35	Agents, brokers and auction of goods	4610
36	Finishing of construction works	4330
37	Manufacture of refractory products (excluding products prohibited by law)	2391
38	Sewerage and wastewater treatment	3700
39	Inland water freight transport	5022
40	Repair and maintenance of machinery and equipment	3312
41	Installation of industrial machinery and equipment	3320



No.	Business Sector	Industry Code
42	Retail sale of hardware, paints, glass and other construction installation equipment	4752
43	Cargo handling (excluding airport cargo handling)	5224
44	Architectural activities and related technical consultancy	7110
45	Repair and maintenance of electrical equipment	3314
46	Peat extraction and collection	0892
47	Electrical installation	4321
48	Restaurants and mobile food service activities	5610
49	Marine aquaculture	0321
50	Demolition	4311
51	Other specialized construction activities	4390
52	Manufacture of building materials from clay	2392
53	Other building installation activities	4329
54	Wholesale of materials and other installation equipment used in construction	4673
55	Hotels and similar accommodation	5510
56	Other short-stay accommodation	5520
57	Repair and maintenance of other equipment	3319
58	Manufacture of corrugated paper and paperboard and of containers of paper and paperboard	1702
59	Manufacture of other non-metallic mineral products not elsewhere classified	2399
60	Freight transport by road	4933
61	Technical testing and analysis (excluding inspection and certification services for means of transport)	7120
62	Inland aquaculture	0322



No.	Business Sector	Industry Code
63	Quarrying of stone, sand, gravel and clay	0810
64	Manufacture of other chemical products not elsewhere classified (excluding chemicals prohibited by law)	2029
65	Real estate business, land use rights of owners, users or lessees	6810
66	Temporary labor supply and other human resource supply (excluding labor export)	7821
67	Renting and leasing of motor vehicles	7710
68	Manufacture of soft drinks and mineral waters	1105
69	Manufacture of pulp, paper and paperboard	1701
70	Manufacture of other articles of paper and paperboard not elsewhere classified	1709
71	Manufacture of cosmetics, perfumes, soap, detergents, cleaning and polishing preparations and toilet preparations	2023
72	Water collection, treatment and supply	3600
73	Collection of non-hazardous waste	3811
74	Treatment and disposal of non-hazardous waste	3821
75	Casting of iron and steel	2431
76	Casting of non-ferrous metals	2432
77	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591
78	Machining; treatment and coating of metals	2592
79	Manufacture of cutlery, hand tools and general hardware	2593
80	Manufacture of other fabricated metal products not elsewhere classified	2599
81	Manufacture of bearings, gears, gearing and driving elements	2814
82	Silviculture, forest care and nursery of forest tree seedlings	0210
83	Collection of hazardous waste	3812



No.	Business Sector	Industry Code
84	Treatment and disposal of hazardous waste	3822
85	Remediation activities and other waste management services	3900
86	Direct support service activities for road transport	5225
87	Wholesale of machinery, equipment and other machine parts	4659
88	Sea and coastal freight transport	5012
89	Manufacture of wooden containers	1623
90	Manufacture of plastic products	2220
91	Manufacture of glass and glass products	2310
92	Finishing of textiles	1313
93	Other manufacturing not elsewhere classified	3290
94	Manufacture of plastics and synthetic rubber in primary forms	2013
95	Other specialized wholesale not elsewhere classified	4679
96	Raising of buffaloes and cattle; breeding of buffaloes and cattle	0141
97	Raising of horses, donkeys, mules and hinnies; breeding thereof	0142
98	Raising of goats, sheep, deer and breeding thereof	0144
99	Raising of pigs and breeding of pigs	0145
100	Poultry raising	0146
101	Other animal raising	0149
102	Mixed farming	0150
103	Growing vegetables, legumes, flowers and ornamental plants	0118
104	Growing of fruits	0121
105	Growing of other perennial crops	0129
106	Building of ships and floating structures	3011
107	Building of pleasure and sporting boats	3012
108	Repair and maintenance of transport equipment	3315



No.	Business Sector	Industry Code
	(excluding automobiles, motorcycles, motorbikes and other motor vehicles)	
109	Repair and maintenance of automobiles and other motor vehicles	9531
110	Retail sale of automotive fuel	4730
111	Manufacture of basic chemicals Detail: Manufacture of industrial gases	2011
112	Other cleaning services Details: - Pest control and disinfection services - Fumigation and sterilization services	8129

#### **Article 5. Scope of business and operations**

1. The Company is entitled to plan and carry out all business activities in accordance with its registered business lines as published on the National Business Registration Portal and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.

2. The Company is free to conduct business in all industries and trades not prohibited by law and approved by the General Meeting of Shareholders.

### **CHAPTER IV**

#### **CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

##### **Article 6. Charter capital, shares and founding shareholders**

1. The charter capital of the Company is: VND 600,000,000,000 (In words: Six hundred billion Vietnamese Dong).

The total charter capital of the Company is divided into: 60,000,000 shares with a par value of VND 10,000 per share.

2. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the law.

3. As of the date of adoption of this Charter, the shares of the Company include ordinary shares. The rights and obligations attached to the shares are stipulated in Articles 14 and 15 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the law.

5. The names, addresses, number of shares and other details of founding shareholders shall be specified in Appendix I attached hereto, which forms an integral part of this Charter.



6. Ordinary shares must be preferentially offered for sale to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, except where otherwise decided by the General Meeting of Shareholders. The number of shares not registered for subscription by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders of the Company and other subjects under conditions and in a manner deemed appropriate by the Board of Directors, but must not sell such shares under conditions more favorable than those offered to existing shareholders, except where otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase its own issued shares in accordance with this Charter and applicable laws.

8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the law.

#### **Article 7. Share certificates**

1. A share certificate is a certificate issued by a joint stock company, a book-entry record or electronic data confirming ownership of shares.

2. Ordinary shares must be preferentially offered for sale to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, except where otherwise decided by the General Meeting of Shareholders. The number of shares not registered for subscription by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders of the Company and other subjects under conditions and in a manner deemed appropriate by the Board of Directors, but must not sell such shares under conditions more favorable than those offered to existing shareholders, except where otherwise approved by the General Meeting of Shareholders.

3. The request of the shareholder must contain the following contents:

a. The share certificate has been lost, destroyed or damaged; in case of loss, there must be a commitment that all possible efforts have been made to search for it and if it is found, it will be returned to the Company for destruction;

b. Responsibility for disputes arising from the reissuance of a new share certificate.

#### **Article 8. Register of shareholders**

1. The Company must establish and maintain a register of shareholders from the time it is granted the Enterprise Registration Certificate. The register of shareholders may be in written form, electronic data, or both.

2. The register of shareholders must contain the following principal contents:

a. Name and address of the head office of the Company;

b. Total number of shares authorized for offering, types of shares authorized for offering and the number of shares authorized for offering of each type;

c. Total number of shares sold of each type and the value of contributed share capital;



d. Full name, permanent address, nationality, Citizen Identity Card number, Identity Card, passport or other lawful personal identification of shareholders being individuals; name, enterprise code or establishment decision number, head office address of shareholders being organizations;

e. Number of shares of each type of each shareholder, date of share registration.

3. The register of shareholders shall be kept at the head office of the Company or at other organizations having the function of maintaining the register of shareholders. Shareholders have the right to inspect, look up, extract or copy information relating to themselves in the register of shareholders during working hours.

4. In case a shareholder changes their permanent address, they must promptly notify the Company or securities company to update the register. The Company shall not be responsible for failure to contact shareholders due to lack of notification.

#### **Article 9. Other securities certificates**

Bond certificates or other securities certificates of the Company shall be issued bearing the signature of the legal representative and the seal of the Company.

#### **Article 10. Transfer of shares**

1. All shares may be freely transferred except where otherwise provided by this Charter and the law. Shares registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

2. Shares which have not been fully paid shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued for capital increase from owners' equity, the right to purchase newly issued shares and other rights as prescribed by law.

3. The transfer shall be carried out by contract in the usual manner or through transactions on the stock market. In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. In case of transfer through transactions on the stock market, the order, procedures and ownership registration shall comply with the provisions of the law on securities.

#### **Article 11. Recovery of shares**

1. In case a shareholder fails to fully and on time pay the amount payable for shares, the Board of Directors shall notify and has the right to request such shareholder to pay the remaining amount together with interest on such amount and expenses arising from the failure to fully pay, in accordance with regulations.

2. The above payment notice must specify the new payment deadline (minimum seven days from the date of sending the notice), place of payment, and must clearly state that if payment is not made as required, the unpaid shares shall be recovered.



3. The Board of Directors has the right to recover shares which have not been fully and timely paid in case the requirements in the above notice are not fulfilled.

4. Recovered shares shall be considered as shares authorized for offering. The Board of Directors may directly or authorize the sale, redistribution or disposal of such shares to the person who previously owned the recovered shares or other subjects under conditions and in a manner deemed appropriate by the Board of Directors. In case not all recovered shares are sold, the Company must register adjustment of charter capital corresponding to the par value of shares which have been fully paid in accordance with Article 113 of the Law on Enterprises.

5. The shareholder holding recovered shares shall lose shareholder status with respect to those shares, but must still pay all related amounts together with interest at a rate (not exceeding 20.7% per year) at the time of recovery as decided by the Board of Directors from the date of recovery until the date of payment. The Board of Directors has full authority to decide on enforcement of full payment of the share value at the time of recovery.

6. Notice of recovery shall be sent to the holder of recovered shares prior to the time of recovery. The recovery shall remain valid even in case of errors or negligence in sending the notice.

#### **Article 12. Share repurchase**

1. Repurchase of shares at the request of shareholders: A shareholder voting against a decision on reorganization of the Company or change of rights and obligations of shareholders as stipulated in the Charter has the right to request the Company to repurchase their shares, and the Company must repurchase such shares in accordance with Article 132 of the Law on Enterprises.

2. Repurchase of shares by decision of the Company: The Company has the right to repurchase not more than 30% (thirty percent) of the total number of ordinary shares sold. The Board of Directors has the right to decide to repurchase not more than 10% (ten percent) of the total number of shares of each type offered within 12 (twelve) months. In other cases, the repurchase shall be decided by the General Meeting of Shareholders.

3. The Board of Directors shall decide the repurchase price. For ordinary shares, the repurchase price shall not be higher than the market price at the time of repurchase, except for the case stipulated in Clause 4 of this Article.

4. The Company may repurchase shares of each shareholder in proportion to their shareholding in the Company. The decision on share repurchase must be notified to all shareholders within 30 days from the date such decision is adopted. The notice must include the name, head office address of the Company, total number of shares and types of shares to be repurchased, repurchase price or principles for determining the price, payment procedures and time limit, procedures and time limit for shareholders to offer their shares for sale to the Company.

5. Shareholders agreeing to sell shares must send their offer by a method ensuring delivery to the Company within 30 days from the date of notification. The offer must include full name, contact address, legal identification of individual



shareholders; name, enterprise code or legal documents, head office address of organizational shareholders; number of shares owned and number of shares offered for sale; method of payment; signature of the shareholder or legal representative. The Company shall only repurchase shares offered within the said period.

6. The repurchase of shares by the Company shall only be carried out if it does not affect the Company's ability to pay its debts and must comply with the provisions of enterprise law and securities law currently in force.

## **CHAPTER V**

### **ORGANIZATIONAL STRUCTURE, MANAGEMENT, GOVERNANCE AND CONTROL**

#### **Article 13. Organizational structure, management, governance and control**

The organizational structure of management, governance and control of the Company includes:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The General Director.

## **CHAPTER VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 14. Rights of shareholders**

A shareholder is the owner of the Company and has rights and obligations corresponding to the number of shares and class of shares that they own. Shareholders are only liable for the debts and other property obligations of the Company within the amount of capital contributed to the Company.

Ordinary shareholders have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through authorized representatives or by other methods in accordance with Article 144 of the Law on Enterprises and the Charter of the Company; each ordinary share shall have one voting right;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To freely transfer fully paid shares in accordance with this Charter and applicable law, except in the cases stipulated in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises;
- d. To be given priority to purchase newly issued shares in proportion to the number of ordinary shares they own;



e. To examine, look up and extract information relating to themselves in the list of shareholders with voting rights and to request correction of inaccurate information;

f. To examine, look up, extract or copy the Charter of the Company, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g. In case the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to their contributed share capital after the Company has paid all debts (including obligations to the State, taxes, fees) and payments to shareholders holding other classes of shares in accordance with the law;

h. To request the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class confers equal rights, obligations and interests to its owner. In case the Company has preference shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic information and extraordinary information disclosed by the Company in accordance with the law;

k. To have their lawful rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. Other rights in accordance with this Charter and the law.

A shareholder or a group of shareholders holding 5% or more of the total number of ordinary shares shall have the following rights:

a. To nominate candidates to the Board of Directors or the Supervisory Board in accordance with the provisions in Article 29 and Article 43 of this Charter;

Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the meeting of such grouping before the opening of the General Meeting of Shareholders;

Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this Clause have the right to nominate one or more persons as candidates as decided by the General Meeting of Shareholders. In case the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders;

b. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

c. To examine, look up and extract minutes and resolutions of the Board of Directors, semi-annual and annual financial statements in accordance with the Vietnamese accounting system, reports of the Supervisory Board, contracts and



transactions subject to approval by the Board of Directors and other documents, except documents relating to trade secrets and business secrets of the Company;

d. To request the Supervisory Board to inspect each specific issue relating to management and operation of the Company when deemed necessary. The request must be made in writing and must include full name, contact address, nationality, legal identification documents of individual shareholders; name, head office address, enterprise code or legal documents of organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and their ownership ratio in the total number of shares of the Company; the issue to be inspected and the purpose of inspection;

e. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, number of each class of shares and the issue proposed to be included in the agenda;

f. Other rights in accordance with the law and this Charter.

#### **Article 15. Obligations of shareholders**

Ordinary shareholders have the following obligations:

To comply with the Charter of the Company and internal regulations of the Company; to comply with resolutions of the General Meeting of Shareholders and the Board of Directors.

To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

a. To attend and vote directly at the meeting;

b. To authorize another individual or organization to attend and vote at the meeting;

c. To attend and vote through online meetings, electronic voting or other electronic forms;

d. To send voting ballots to the meeting via mail, fax, or email;

dd. To send voting ballots by other means in accordance with the internal governance regulations of the Company.

To fully and timely pay for the number of shares committed to purchase.

Not to withdraw contributed capital in the form of ordinary shares from the Company under any form, except where such shares are repurchased by the Company or transferred to another person. In case a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and persons with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of shares withdrawn and for any damages incurred.

To provide an accurate address when registering to purchase shares.

To fulfill other obligations in accordance with applicable laws.



To keep confidential information provided by the Company in accordance with the Charter of the Company and the law; to use such information only for exercising and protecting their lawful rights and interests; strictly prohibited from disseminating, copying or sending such information to other organizations or individuals.

To bear personal responsibility when acting in the name of the Company under any form to perform one of the following acts:

- a. Violating the law;
- b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c. Making payment of debts not yet due in the event of potential financial risks to the Company.

#### **Article 16. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be held once each year. The General Meeting of Shareholders must be held annually within a period of four (04) months from the end of the financial year. The Board of Directors shall decide on the extension of the annual General Meeting of Shareholders in necessary cases, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall organize the convening of the annual General Meeting of Shareholders and select an appropriate location. The annual General Meeting of Shareholders shall decide matters in accordance with the law and the Charter of the Company, particularly approving the annual financial statements and the plan for the following financial year. In case the audit report on the annual financial statements of the Company contains material exceptions, adverse opinions or disclaimer of opinion, the Company must invite a representative of the approved auditing organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The quarterly, semi-annual or annual audited financial statements reflect that the equity has decreased by half (1/2 compared to the beginning of the period);
- c. When the number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law or the number of members of the Board of Directors decreases by more than one-third (1/3) compared to the number stipulated in the Charter – in this case, the Board of Directors must convene



the General Meeting of Shareholders within 60 days from the date the number of members decreases by more than one-third;

d. Shareholders or groups of shareholders specified in Clause 3 Article 14 of this Charter request in writing to convene the General Meeting of Shareholders. The request must clearly state the reason and purpose of the meeting, and bear sufficient signatures of the relevant shareholders or be made in multiple copies, each copy having the signature of at least one relevant shareholder;

e. At the request of the Supervisory Board, when the Supervisory Board has grounds to believe that members of the Board of Directors or executives seriously violate their obligations under Article 165 of the Law on Enterprises or the Board of Directors acts or intends to act beyond its authority;

f. Other cases as prescribed by law and the Charter of the Company.

#### 4. Convening of extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors is less than the minimum number as prescribed by law or upon receipt of the request specified in Point d and Point e Clause 3 of this Article. In case the Board of Directors fails to convene the meeting in accordance with regulations, the Chairman of the Board of Directors and members of the Board of Directors shall be liable before the law and must compensate for damages incurred to the Company;

b. In case the Board of Directors does not convene the General Meeting of Shareholders in accordance with Point a Clause 4 of this Article, within the next 30 (thirty) days, the Supervisory Board must replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises. In case the Supervisory Board fails to convene the meeting, it shall be liable before the law and must compensate for damages incurred to the Company;

c. In case the Supervisory Board does not convene the General Meeting of Shareholders in accordance with Point b Clause 4 of this Article, within the next 30 (thirty) days, the shareholders or group of shareholders having the right as specified in Point d Clause 3 of this Article shall have the right to replace the Board of Directors and the Supervisory Board to convene the General Meeting of Shareholders in accordance with Clause 4 Article 140 of the Law on Enterprises.

5. In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders have the right to request the business registration authority to supervise the order, procedures for convening, conducting the meeting and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.



6. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5 Article 140 of the Law on Enterprises.

7. Depending on actual conditions and circumstances, annual and extraordinary General Meetings of Shareholders may be conducted in the form of online meetings, electronic voting or other electronic forms.

**Article 17. Rights and obligations of the General Meeting of Shareholders**

The General Meeting of Shareholders has the following rights and obligations:

- a. To approve the development orientation of the Company;
  - b. To decide on the types of shares and the total number of shares of each type authorized for offering; to decide on the annual dividend level for each type of share;
  - c. To elect, dismiss and remove members of the Board of Directors and members of the Supervisory Board;
  - d. To decide on investment or transactions for sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements;
  - e. To decide on amendments and supplements to the Charter of the Company;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total number of shares sold of each type;
  - h. To examine and handle violations committed by members of the Board of Directors and members of the Supervisory Board causing damage to the Company and its shareholders;
  - i. To decide on reorganization or dissolution of the Company;
  - j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
  - k. To approve the internal governance regulations; regulations on operation of the Board of Directors and the Supervisory Board;
  - l. To approve the list of approved auditing companies; to decide on the approved auditing company to audit the Company's operations; to dismiss the approved auditor when deemed necessary;
  - m. Other rights and obligations in accordance with the law.
2. The annual General Meeting of Shareholders has the right to discuss and approve:
- a. The audited annual financial statements;



- b. The report of the Supervisory Board on business results of the Company, performance of the Board of Directors and the General Director;
  - c. The report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors;
  - d. The annual business plan of the Company;
  - e. The self-assessment report on performance of the Supervisory Board and Supervisors;
  - f. The dividend level for each share of each type;
  - g. Other matters within its authority.
3. The annual and extraordinary General Meeting of Shareholders shall decide on the following matters:
- a. The annual business plan of the Company;
  - b. Approval of the annual financial statements;
  - c. The report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors;
  - d. The report of the Supervisory Board on business results of the Company, performance of the Board of Directors and the General Director;
  - e. The self-assessment report on performance of the Supervisory Board and members of the Supervisory Board;
  - f. The annual dividend level for each type of share in accordance with the Law on Enterprises and the rights attached to such shares. This dividend level shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
  - g. The number of members of the Board of Directors and the Supervisory Board;
  - h. To approve the list of approved auditing companies; to decide on the approved auditing company to audit the Company's activities when deemed necessary;
  - i. To elect, appoint, dismiss and replace members of the Board of Directors and the Supervisory Board and to approve the appointment, dismissal and replacement of the General Director according to the Resolution of the Board of Directors. To ensure the operation of the Board of Directors, the General Meeting of Shareholders authorizes and assigns the Board of Directors to have the right to elect, appoint, dismiss and replace members of the Board of Directors in accordance with regulations, and then report for approval at the nearest General Meeting of Shareholders;
  - j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;



- k. To amend and supplement the Charter of the Company;
  - l. The types of shares and the number of new shares to be issued for each type, and the transfer of shares of founding members within the first three years from the date of establishment;
  - m. To divide, separate, consolidate, merge or convert the Company;
  - n. To reorganize and dissolve (liquidate) the Company and appoint liquidators;
  - o. To examine and handle violations of the Board of Directors or the Supervisory Board causing damage to the Company and its shareholders;
  - p. To decide on investment or transactions for sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements;
  - q. The Company repurchases more than 10% (ten percent) of a class of issued shares;
  - r. The Company enters into contracts with persons specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements;
  - s. To decide on contracts, transactions of borrowing, lending, sale of assets with a value greater than ten percent (10%) of the total asset value of the enterprise recorded in the most recent financial statements between the Company and a shareholder owning from fifty-one percent (51%) or more of the total voting shares or related persons of such shareholder;
  - t. To approve the development orientation of the Company;
  - u. To approve transactions specified in Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;
  - v. To approve internal governance regulations of the Company, regulations on operation of the Board of Directors, regulations on operation of the Supervisory Board;
  - w. Other matters in accordance with this Charter and other regulations of the Company.
4. Shareholders shall not be entitled to vote in the following cases:
- a. Contracts specified in Clause 3 of this Article where such shareholder or a related person of such shareholder is a party to the contract;
  - b. The repurchase of shares of such shareholder or of a related person of such shareholder, except where the repurchase is carried out in proportion to the ownership ratio of all shareholders or is conducted through order matching or public tender offer on the Stock Exchange;



5. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 18. Authorized representatives**

1. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with law may attend in person or authorize their representatives to attend. In case more than one authorized representative is appointed, the number of shares authorized to each representative must be specifically determined.

2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing. The power of attorney shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party:

3. The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance before entering the meeting room. In case of re-authorization, the attendee must additionally present the original power of attorney of the shareholder or of the authorized representative of the organizational shareholder (if not previously registered with the Company).

The voting ballot of the authorized representative attending the meeting within the scope of authorization shall remain valid in the following cases, except where:

- a. The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
- b. The authorizing person has revoked the authorization;
- c. The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company has received notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 19. Changes to rights**

1. The modification or cancellation of special rights attached to a class of preference shares shall only be effective when approved by shareholders holding at least 51% (fifty-one percent) of the total number of ordinary shares attending the meeting and simultaneously approved by shareholders holding at least 65% (sixty-five percent) of the voting rights of such class of preference shares.

The organization of a meeting of shareholders holding a class of preference shares to approve the above change of rights shall only be valid when at least 02 (two) shareholders (or their authorized representatives) are present and represent at least one-third (1/3) of the total par value of such class of shares issued. In case the required quorum is not met, the meeting shall be reconvened within 30 (thirty) days



thereafter and those holding such class of shares (regardless of the number of persons and the number of shares) attending directly or through authorized representatives shall be deemed sufficient. At such meetings of shareholders holding the above-mentioned preference shares, those holding such class of shares present directly or through representatives may request voting by secret ballot. Each share of the same class shall have equal voting rights at such meetings.

2. Procedures for conducting such separate meetings shall be implemented similarly to the provisions in Article 20 and Article 22 of this Charter.

3. Unless otherwise provided in the terms of issuance of shares, special rights attached to classes of shares having preferential rights with respect to some or all matters relating to distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

**Article 20. Convening of the General Meeting of Shareholders, meeting agenda, and notice of meeting of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Clause 3 and Clause 4 Article 16 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following duties:

a. To prepare the list of shareholders eligible to attend and vote at the meeting. Such list shall be prepared no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders; the Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.

b. To provide information and settle complaints relating to the list of shareholders;

c. To prepare the agenda and contents of the meeting;

d. To prepare documents for the meeting;

e. To draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; the list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;

f. To determine the time and place for holding the meeting;

g. To notify and send the notice of meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

h. Other tasks serving the meeting.

3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the contact address registered by the shareholder, and simultaneously disclosed on the information media of the Stock Exchange and on the electronic information page (website) of the Company. The notice of meeting of the General Meeting of Shareholders must be sent no later than 21 (twenty-one) days before the date of the meeting of the General Meeting of Shareholders (calculated from the date the notice is validly sent or delivered,



postage-paid or deposited in the mailbox). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the electronic information page of the Company. In case documents are not enclosed with the notice of meeting of the General Meeting of Shareholders, the invitation notice must clearly state the address of the electronic information page for shareholders to access, including:

- a. The meeting agenda and documents used in the meeting;
- b. The list and detailed information of candidates in case of election of members of the Board of Directors and members of the Supervisory Board;
- c. Voting ballots;
- d. Draft resolutions for each matter in the meeting agenda.

4. A shareholder or group of shareholders referred to in Clause 3 Article 14 of this Charter has the right to propose issues for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than 03 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, citizen identity card number, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders, the number and class of shares held, and the contents proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse proposals relating to Clause 4 of this Article in the following cases:

- a. The proposal is not sent on time, or is insufficient or incorrect in contents;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 3 Article 14 of this Charter;
- c. The proposed issue does not fall within the competence of the General Meeting of Shareholders for discussion and approval;
- d. Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 21. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% (fifty percent) of the total voting rights.



2. In case there are not enough required participants within thirty minutes from the scheduled opening time of the meeting, the person convening the meeting shall cancel the meeting. The notice of invitation to the second General Meeting of Shareholders must be sent within 30 (thirty) days from the intended date of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders shall only be conducted when attending members are shareholders and authorized representatives representing at least 33% (thirty-three percent) of the total voting rights.

3. In case the second meeting cannot be conducted due to the lack of the required number of participants within 30 (thirty) minutes from the scheduled opening time, the notice of invitation to the third General Meeting of Shareholders must be sent within twenty days from the intended date of the second meeting, and in this case the meeting shall be conducted regardless of the total number of voting rights of attending shareholders and shall be deemed valid and entitled to decide on all matters expected to be approved at the first General Meeting of Shareholders.

**Article 22. Procedures for conducting the meeting and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting present have completed registration.

2. Upon shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card and/or voting ballot, election ballot (if any), stating the registration number, full name of the shareholder, full name of the authorized representative and the number of voting rights of such shareholder or authorized representative. In case the Company organizes the General Meeting of Shareholders online, by electronic voting or by other electronic forms, shareholders and authorized representatives (if any) shall access the online General Meeting of Shareholders system and cast electronic votes, attend and exercise voting and election rights.

3. A shareholder or authorized representative arriving late at the General Meeting of Shareholders has the right to register immediately and thereafter has the right to participate and vote immediately at the meeting. The chairperson is not obliged to stop the meeting to allow latecomers to register, and the validity of voting rounds conducted before latecomers attend shall not be affected.

4. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members shall elect one among them to act as chairperson under the majority principle. In case no chairperson can be elected, the Head of the Supervisory Board shall preside so that the General Meeting of Shareholders may elect a chairperson from among attendees, and the person receiving the highest number of votes shall act as chairperson.



In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the chairperson, and the person receiving the highest number of votes shall be appointed as chairperson.

The chairperson shall appoint one or more secretaries of the meeting;

The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon proposal of the chairperson;

5. The chairperson has the right to decide on order, procedures and events arising outside the agenda of the General Meeting of Shareholders. The agenda and contents of the meeting, however, must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify clearly and in detail the time for each issue in the agenda.

6. The chairperson of the meeting may postpone the meeting when there is agreement or request of the General Meeting of Shareholders having the required quorum in accordance with Clause 8 Article 146 of the Law on Enterprises.

7. The chairperson may conduct necessary activities to manage the General Meeting of Shareholders in a lawful and orderly manner according to the approved agenda and reflecting the wishes of the majority of attendees.

8. The person convening the General Meeting of Shareholders may require shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures. In case any shareholder or authorized representative does not comply with such inspection regulations or security measures, the person convening the General Meeting of Shareholders, after careful consideration, may refuse or expel such shareholder or representative from the meeting.

9. The person convening the General Meeting of Shareholders, after careful consideration, may implement appropriate measures to:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure safety for all persons present at that venue;
- c. Facilitate shareholders attending (or continuing to attend) the meeting.

The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing entry passes or using other selection methods.

10. In case the above measures are applied at the General Meeting of Shareholders, the person convening the General Meeting of Shareholders may, when determining the venue of the meeting:

- a. Announce that the meeting shall be conducted at the venue stated in the notice and that the chairperson is present there ("Main venue of the meeting");
- b. Arrange and organize for shareholders or authorized representatives not attending at the main venue under this provision, or those wishing to participate at another venue, to attend the meeting simultaneously;

The notice on organization of the meeting is not required to specify in detail the organizational measures under this provision.



11. In this Charter (unless the context requires otherwise), every shareholder shall be deemed to attend the meeting at the main venue of the meeting.

**Article 23. Adoption of resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt decisions within its authority by voting at the meeting or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:

a. Amendments and supplements to the contents of the Charter of the Company;

b. Development orientation of the Company;

c. Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;

d. Decision on investment or sale of assets with a value from 35% or more of the total value of assets recorded in the most recent financial statements of the Company, except where the Charter of the Company stipulates another ratio or value;

e. Approval of annual financial statements;

3. The following resolutions of the General Meeting of Shareholders shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all shareholders attending and voting at the meeting (in case of voting at the meeting) or at least 65% of the total voting rights of shareholders with voting rights approving (in case of collecting written opinions):

a. Types of shares and total number of shares of each type;

b. Change of business lines, trades and business sectors;

c. Change of the organizational and management structure of the Company;

d. Investment project or sale of assets with a value equal to or greater than 35% of the total assets recorded in the most recent financial statements of the Company;

e. Reorganization and dissolution of the Company;

f. Extension of the operation term of the Company;

g. Amendments and supplements to the contents of the Charter of the Company.

4. Except for the cases specified in Clause 3 and Clause 5 of this Article, other resolutions and decisions of the General Meeting of Shareholders shall be adopted when approved by more than 50% (fifty percent) of the total voting rights of all shareholders attending and voting at the meeting (in case of voting at the meeting) or more than 50% of the total voting rights of shareholders with voting rights approving (in case of collecting written opinions).

5. Election of the Board of Directors and the Supervisory Board shall be conducted according to the cumulative voting principle, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the



Supervisory Board, and the shareholder has the right to cast all or part of such votes for one or several candidates. Persons elected as members of the Board of Directors or members of the Supervisory Board shall be determined according to the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Charter of the Company is filled. In case two (02) or more candidates receive the same number of votes for the last position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among candidates receiving the same number of votes or selection shall be made according to the election regulations.

6. Resolutions of the General Meeting of Shareholders must be disclosed in accordance with the law on securities and the securities market.

**Article 24. Authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to adopt decisions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. Except for contents and matters which must be approved by voting at the General Meeting of Shareholders as stipulated in Clause 2 Article 23 of this Charter, the Board of Directors has the right to collect written opinions of shareholders to adopt decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company;

2. The Board of Directors must prepare opinion collection forms, draft decisions of the General Meeting of Shareholders and explanatory documents for such draft decisions. The opinion collection form together with the draft decision and explanatory documents must be sent by a method ensuring delivery to the registered address of each shareholder. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable period for consideration and voting and must be sent no later than 10 (ten) days before the deadline for receipt of opinion collection forms. The preparation of the list of shareholders to whom the opinion collection forms are sent shall comply with Clause 2 Article 20 of this Charter. Requirements and methods for sending opinion collection forms and accompanying documents shall comply with Article 143 of the Law on Enterprises;

3. The opinion collection form must contain the following principal contents:

- a. Name, address of head office, enterprise code;
- b. Purpose of the opinion collection;
- c. Full name, permanent address, nationality, citizen identity card number, identity card number, passport or other lawful personal identification of an individual shareholder; name, address of head office, enterprise code or establishment decision number of an organizational shareholder; or full name, permanent address, nationality, citizen identity card number, identity card, passport or other lawful personal identification of the authorized representative of an



organizational shareholder; number of shares of each class and the voting rights of the shareholder;

d. Matters to be consulted for approval of decisions;

d. Voting options including approval, disapproval and abstention for each matter consulted;

e. Deadline by which the completed opinion collection form must be returned to the Company;

g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company;

4. The completed opinion collection form must bear the signature of the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, or the legal representative of the authorized organization.

5. Shareholders may send completed opinion collection forms to the Company by one of the following methods:

a. By post. Opinion collection forms sent to the Company must be enclosed in a sealed envelope and no one has the right to open them before vote counting;

b. By fax or electronic mail. Opinion collection forms sent to the Company by fax or electronic mail must be kept confidential until the time of vote counting.

Opinion collection forms sent to the Company after the deadline specified in the contents of the opinion collection form, or opened in the case of mailing, or disclosed in the case of fax or electronic mail, shall be invalid. Opinion collection forms not returned shall be deemed as non-participation in voting;

6. The Board of Directors shall conduct vote counting and prepare the minutes of vote counting under the supervision of the Supervisory Board or of shareholders who are not executives. The minutes of vote counting must contain the following principal contents:

a. Name, address of head office, enterprise code;

b. Purpose and matters to be consulted for approval of decisions;

c. Number of shareholders with the total number of voting rights having participated in voting, distinguishing valid votes, invalid votes and methods of sending voting ballots, enclosed with an appendix listing shareholders participating in voting;

d. Total number of votes in favor, against and abstentions for each matter;

e. Decisions adopted and corresponding approval ratio;

f. Full name and signatures of the Chairman of the Board of Directors, the legal representative of the Company, the vote-counting supervisor and the vote counters;

Members of the Board of Directors, vote counters and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting; and jointly liable for damages arising from decisions adopted due to dishonest or inaccurate vote counting.



7. The minutes of vote counting results must be sent to shareholders within fifteen days from the date of completion of vote counting. In case the Company has an electronic information page, sending the minutes may be replaced by posting them on the Company's electronic information page within 24 hours from the completion of vote counting;

8. Completed opinion collection forms, minutes of vote counting, the full text of the adopted Resolution and documents enclosed with the opinion collection forms must be kept at the head office of the Company;

9. Resolutions adopted in the form of collecting written opinions of shareholders shall have the same validity as resolutions adopted at a meeting of the General Meeting of Shareholders.

#### **Article 25. Resolutions and minutes of meetings of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be made in Vietnamese and may additionally be made in a foreign language, and must contain the following principal contents:

- a. Name, address of head office, enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Meeting agenda and contents of the meeting;
- d. Full name of the chairperson and secretary;
- e. Summary of developments of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
- f. Number of shareholders and total voting rights of shareholders attending the meeting, appendix of shareholder registration list, representatives of shareholders attending the meeting with corresponding number of shares and voting rights;
- g. Total number of votes for each matter voted on, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, against and abstentions; corresponding ratio on the total number of voting rights of shareholders attending the meeting;
- h. Matters approved and corresponding approval ratio;
- i. Full name and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairperson and secretary to sign the minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the



meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancy between the Vietnamese and foreign-language versions, the contents of the Vietnamese minutes shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting bearing signatures of shareholders, powers of attorney for attending the meeting, all documents enclosed with the minutes (if any), and documents enclosed with the invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the head office of the Company.

#### **Article 26. Request for cancellation of resolutions of the General Meeting of Shareholders**

Within 90 (ninety) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 3 Article 14 of this Charter have the right to request the Court or Arbitration to consider and cancel a decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders are not carried out in accordance with the Law on Enterprises and the Charter of the Company, except for the case specified in Clause 2 Article 27 of this Charter;
2. The contents of the resolution violate the law or this Charter.
3. The order, procedures for issuing decisions and the contents of decisions violate the law or the Charter of the Company. In case a decision of the General Meeting of Shareholders is cancelled pursuant to a decision of the Court or Arbitration, the person convening the cancelled meeting of the General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 (sixty) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

#### **Article 27. Effectiveness of resolutions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date stated therein.

2. Resolutions of the General Meeting of Shareholders approved by shareholders owning 100% of the total number of voting shares are lawful and effective even when the order and procedures for adopting such resolutions are not carried out in accordance with regulations.

3. In case shareholders or a group of shareholders request the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders, such resolutions shall remain effective until the Court or Arbitration issues a different



decision, except where temporary emergency measures are applied according to the decision of a competent authority.



## **CHAPTER VII**

### **THE BOARD OF DIRECTORS**

#### **Article 28. Criteria for Members of the Board of Directors**

A member of the Board of Directors must meet the following criteria and conditions:

a. Have full civil act capacity and not be subject to the prohibition from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises.

b. Possess professional qualifications and experience in business management or in the specific fields, lines, or sectors of the Company's business; not necessarily being a shareholder of the Company.

c. A Board member of the Company may concurrently serve as a member of the Board of Directors or the Member's Council of other companies, but in no more than 05 other companies.

d. Other criteria and conditions as stipulated in the Company's Charter.

#### **Article 29. Candidacy and Nomination of Members of the Board of Directors**

1. Where candidates have been identified in advance, information related to Board candidates shall be included in the documents for the General Meeting of Shareholders (GMS) and disclosed at least ten (10) days before the opening date of the GMS on the Company's website, allowing shareholders to research these candidates before voting. Candidates must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information and commit to performing their duties honestly if elected. Minimum disclosed information includes:

a. Full name, date of birth;

b. Professional qualifications;

c. Work history;

d. Other companies where the candidate holds a position as a Board member or other managerial titles;

e. Evaluation report on the candidate's contribution to the Company (if the candidate is an incumbent Board member);

f. Interests related to the Company (if any);

g. Name of the shareholder or group of shareholders nominating the candidate (if any);

h. For public companies: information on other companies where the candidate holds managerial positions and any related interests;

i. Other information (if any).

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the right to nominate candidates in accordance with the Law on Enterprises and the Charter. Specifically: owning 5% to under 10% may nominate one (01) candidate; 10% to under 30% may nominate up to two (02) candidates;



30% to under 40% may nominate up to three (03) candidates; 40% to under 50% may nominate up to four (04) candidates; 50% to under 60% may nominate up to five (05) candidates; 60% to under 70% may nominate up to six (06) candidates; 70% to 80% may nominate up to seven (07) candidates; and from 80% to under 90% may nominate up to eight (08) candidates.

3. If the number of candidates via nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations following the mechanism specified in the Internal Regulations on Corporate Governance. This mechanism must be clearly disclosed and approved by the GMS before the nomination process begins.

#### **Article 30. Composition and Term of Office of the Board of Directors**

1. The Board of Directors shall consist of at least three (03) and no more than five (05) members, including at least one (01) non-executive member. The term of office shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. The Company shall minimize the number of Board members concurrently holding executive positions to ensure the Board's independence.

2. A member shall lose their status as a Board member in the following cases: a. No longer meeting the criteria under Article 28 of this Charter or being prohibited by law from being a Board member; b. Submission of a written resignation to the Company's head office; c. Suffering from a mental disorder with professional evidence proving a loss of capacity; d. Failure to attend Board meetings for six (06) consecutive months, except in cases of force majeure; e. Upon decision of the GMS; f. Other cases as prescribed by law. To ensure continuity, cases under points (a) to (e) shall be reviewed by the Board to reach a consensus on dismissal, which is then reported for approval at the nearest GMS.

3. The appointment of Board members must be disclosed in accordance with the laws on securities and the securities market.

#### **Article 31. Powers and Duties of the Board of Directors**

1. The Company's business activities and affairs must be under the supervision and direction of the Board of Directors. The Board is the management body with full authority to exercise all rights in the name of the Company, except for powers reserved for the GMS.

2. The Board is responsible for supervising the General Director and other executives.

3. Specific powers and duties include:

- a. Deciding on business development plans and annual budgets;
- b. Determining operational objectives based on strategic goals approved by the GMS;
- c. Deciding on investments or asset sales valued from 34% to under 35% of the total asset value in the most recent financial statements;



- d. Deciding on the establishment of subsidiaries, branches, representative offices, and capital contributions to other enterprises;
  - e. Resolving Company complaints against executives and selecting representatives for legal proceedings against them;
  - f. Proposing classes of shares and the total number of shares to be issued;
  - g. Proposing the issuance of convertible bonds and warrants;
  - h. Deciding the offering price of bonds, shares, and convertible securities when authorized by the GMS;
  - i. Electing, dismissing, or removing the Chairman; appointing or dismissing the General Director (ratified by the GMS);
  - j. Proposing annual dividends and determining interim dividends;
  - k. Proposing reorganization, dissolution, or bankruptcy;
  - l. Deciding on share repurchases under Clause 1, Article 133 of the Law on Enterprises;
  - m. Deciding on market development, marketing, and technology solutions;
  - n. Approving contracts (purchase, sale, loan) valued at 35% or more of total assets, except those under GMS jurisdiction;
  - o. Approving GMS meeting agendas and documents;
  - p. Submitting annual final financial reports to the GMS;
  - q. Issuing Board Operating Regulations, Internal Corporate Governance Regulations, Audit Committee Regulations, and Information Disclosure Regulations.
4. The following matters must be approved by the Board of Directors:
- a. Establishment of branches or representative offices of the Company;
  - b. Establishment of the Company's subsidiaries;
  - c. Within the scope of Clause 2, Article 153 of the Law on Enterprises, and except for cases prescribed in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises which require approval by the General Meeting of Shareholders, the Board of Directors shall decide from time to time on the execution, amendment, and termination of the Company's contracts;
  - e. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
  - d. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology, and technological know-how;
  - f. The Company's repurchase or redemption of no more than 10% of each class of shares;
  - g. Business matters or transactions that the Board determines require approval within its scope of authority and responsibility;
  - h. Deciding on the price for the repurchase or redemption of the Company's shares;
  - j. Business matters or transactions that the Board determines require approval within its scope of authority and responsibility.



5. The Board of Directors must report its activities to the General Meeting of Shareholders in accordance with **Article 280 of Decree No. 155/2020/ND-CP** dated December 31, 2020, providing detailed regulations on the implementation of certain articles of the Law on Securities.

6. Unless otherwise provided by law and the Charter, the Board of Directors may delegate authority to subordinate employees and executives to represent and handle affairs on behalf of the Company.

**Article 32. Remuneration, Bonuses, and Other Benefits of the Board of Directors**

1. Members of the Board of Directors (excluding authorized alternates) are entitled to receive remuneration for their work in their capacity as Board members. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the Board members as agreed within the Board or divided equally if no agreement is reached.

2. The total amount paid to Board members, including remuneration, expenses, commissions, share options, and other benefits received from the Company, its subsidiaries, associates, and other companies in which the Board member represents the Company's capital contribution, must be detailed in the Company's Annual Report.

3. Board members holding executive positions, serving on Board sub-committees, or performing other tasks deemed by the Board to be outside the scope of ordinary duties, may be paid additional remuneration in the form of a lump-sum fee, commission, percentage of profits, or other forms as decided by the Board of Directors.

4. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in fulfilling their responsibilities, including expenses for attending meetings of the Board, its sub-committees, or the General Meeting of Shareholders.

**Article 33. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman is responsible for convening and presiding over the General Meeting of Shareholders and Board meetings, and has other rights and responsibilities prescribed by this Charter and the Law on Enterprises.

4. The Chairman is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational reports, audit reports, and the Board's inspection reports to the shareholders at the General Meeting of Shareholders.



5. In the event the Chairman is absent or unable to perform their duties, they shall authorize another member in writing to exercise the rights and obligations of the Chairman. If no one is authorized, the remaining members shall elect one person among themselves to temporarily hold the position of Chairman based on a majority principle.

6. The Board of Directors may dismiss the Chairman or Vice Chairman when a majority of the attending members with voting rights approve and appoint a replacement. If the Chairman resigns or is dismissed, the Board must elect a replacement within 10 (ten) days.

#### **Article 34. Board of Directors Meetings**

1. The first meeting of a Board term to elect the Chairman and make other jurisdictional decisions must be conducted within 07 (seven) working days from the conclusion of the Board election for that term. This meeting shall be convened by the member who received the highest number or ratio of votes.

2. Regular Meetings: The Chairman must convene Board meetings, preparing the agenda, time, and location at least 07 (seven) days before the scheduled date, ensuring at least one meeting per quarter. Depending on specific conditions, meetings may be held via video conference, phone, or email... provided that the timing, format, and procedures comply with regulations.

3. Extraordinary Meetings: The Chairman shall convene extraordinary meetings when necessary for the Company's interests, or without delay when requested in writing by:

- a. The General Director or at least 02 (two) other executives;
- b. Two Board members;
- c. The Supervisory Board or an independent Board member.

4. Board of Directors meetings mentioned in Clause 3 of this Article must be conducted within 07 working days after the meeting proposal is made. In the event that the Chairman of the Board of Directors does not accept to convene the meeting as requested, the Chairman shall be held liable for any damages occurring to the Company; those who proposed the meeting as mentioned in Clause 3 of this Article may themselves convene the Board of Directors meeting.

5. Upon request by the independent auditing firm conducting the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a Board meeting to discuss the audit report and the Company's current status.

6. Meeting Venue: Board of Directors meetings shall be conducted at the Company's head office address or other addresses in Vietnam or abroad as decided by the Chairman and agreed upon by the Board of Directors.

7. Meeting Notice and Agenda: Notices of Board meetings must be sent to Board members at least 05 (five) days before the meeting date. Members may refuse the meeting invitation in writing, and such refusal may be changed or



canceled in writing by that Board member. The meeting notice must be made in Vietnamese and must fully state the agenda, time, and venue, accompanied by necessary documents regarding the matters to be discussed and voted on, as well as voting ballots for members. Notices shall be sent by post, fax, email, or other means, provided they reach the registered address of each Board member at the Company. The Chairman or the convener shall send the meeting notice and accompanying documents to the Supervisors in the same manner as to the Board members.

8. Quorum: The first Board of Directors meeting shall only proceed with decisions when at least three-quarters (3/4) of the total Board members are present. In the event of an insufficient number of attending members as prescribed, the meeting must be re-convened within 07 (seven) days from the intended date of the first meeting. The re-convened meeting shall proceed if more than half (1/2) of the Board members are present.

9. Attendance and Voting: A Board member is considered to have attended and voted at a meeting in the following cases: a. Attending and voting directly at the meeting; b. Authorizing another person to attend the meeting if approved by a majority of Board members; c. Attending and voting via video conference or other similar forms; d. Sending voting ballots to the meeting via mail, fax, or email. In case the meeting is held via video conference among members located at different places, it must be ensured that each participating member is able to:

Hear every other participating Board member speaking in the meeting;

Address all other participating members simultaneously. Discussion among members may be carried out directly via telephone or other means of communication or a combination thereof. Board members participating in such a meeting are considered "present". The meeting venue under this provision shall be the location with the largest number of Board members present, or the location where the Chairperson of the meeting is present. Decisions passed in a duly organized and conducted telephone meeting shall take effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes by all participating Board members. If sending a voting ballot via mail, the ballot must be placed in a sealed envelope and delivered to the Chairman no later than 01 (one) hour before the opening. Voting ballots must be opened in the presence of all attendees.

10. Voting: a. Except as provided in Point b, Clause 10 of this Article, each Board member or authorized representative present in person shall have one vote; b. A Board member shall not vote on contracts, transactions, or proposals in which such member or their related person has an interest that conflicts or may conflict with the Company's interests. Such member shall not be counted toward the minimum quorum required to conduct a Board meeting regarding decisions for which the member has no voting right; c. Pursuant to Point d, Clause 10 of this Article, when an issue arises in a Board meeting concerning the interest of a Board



member or their voting rights which is not resolved by the voluntary waiver of voting rights by the related member, such issue shall be referred to the Chairperson of the meeting, whose ruling shall be final and binding, except where the nature or scope of the interest of the related Board member has not been fully disclosed; d. A Board member benefiting from a contract as prescribed in Points a and b, Clause 5, Article 41 of this Charter shall be considered to have a material interest in that contract.

11. Board members who directly or indirectly benefit from a contract or transaction already signed or intended to be signed with the Company and are aware of their interest therein, are responsible for disclosing the nature and content of such interest at the meeting where the Board first considers the signing of such contract or transaction. If a member is unaware of their interest (or their related person's interest) at the time the contract/transaction is signed, they must disclose it at the first Board meeting held after they become aware of such interest.

12. The Board of Directors passes decisions and resolutions based on the approval of the majority of attending members (over 50%). In the event of a tie, the Chairman of the Board of Directors shall have the casting vote.

13. Resolutions by Written Opinion: Resolutions via written opinions are passed based on the approval of the majority of Board members with voting rights. Such resolutions have the same effect and validity as those passed at a conventionally convened and organized meeting.

14. The Chairman is responsible for sending the Board meeting minutes to members. The minutes serve as authentic evidence of the proceedings unless an objection to the content is made within ten (10) days of dispatch. Minutes must be prepared in Vietnamese and signed by the Chairperson and the minute-taker.

#### **Article 4. Board Sub-committees**

1. The Board may establish sub-committees for development policy, personnel, remuneration, and internal audit. Membership is decided by the Board (ideally at least 03 people), where independent/non-executive members should form the majority.

2. The execution of Board or sub-committee decisions must comply with current laws and this Charter.

#### **Article 5. Person in Charge of Corporate Governance**

1. The Board shall appoint at least one (01) person as the Person in Charge of Corporate Governance (who may concurrently serve as the Company Secretary) for a term of up to five (05) years.

2. Criteria: Must have legal knowledge and not simultaneously work for the Company's independent auditing firm.

3. Powers and Obligations: a. Advising on GMS organization and shareholder relations; b. Preparing meetings for the Board, Supervisory Board, and GMS; c. Advising on meeting procedures and resolution drafting; d. Providing



financial info and minutes to Board members and Supervisors; e. Monitoring and reporting on information disclosure; f. Acting as a liaison for stakeholders and maintaining confidentiality.

## **CHAPTER VIII: THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 37. Organizational Structure of Management**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and operates under the leadership of the Board of Directors. The Company shall have one (01) General Director, Deputy General Directors, one Chief Accountant, and other management positions. The appointment and dismissal of these positions are prescribed in this Charter.

### **Article 38. Executives**

1. The General Director shall employ necessary executives with the quantity and quality consistent with the Company's structure and management practices from time to time. Executives must exercise necessary diligence to ensure the Company's operations and organization achieve the set objectives.

2. The salaries, remuneration, benefits, and other terms in the labor contracts of employees and staff shall be decided by the General Director.

### **Article 39. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint a member of the Board of Directors or another person as the General Director upon approval by the General Meeting of Shareholders. The Board of Directors shall, on behalf of the Company, sign the contract which stipulates salary, remuneration, benefits, and other related terms. Information regarding the General Director's salary and allowances must be reported at the Annual General Meeting of Shareholders and stated in the Company's Annual Report.

2. The term of office of the General Director is five (05) years and they may be re-appointed. The appointment may terminate in accordance with the provisions of the labor contract.

3. The General Director must meet the following standards and conditions: a. Have full civil act capacity and not be subject to the prohibition from managing enterprises under Clause 2, Article 17 of the Law on Enterprises; b. Possess professional qualifications and experience in the Company's business administration, unless otherwise provided in the Charter.

4. Powers and Duties: The General Director has the following powers and responsibilities: a. Implement Resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders; b. Decide on all matters that do not require a Resolution of the Board of Directors, including signing contracts and transactions on behalf of the Company with a value of less than 34% of the total asset value recorded in the most recent financial



statements, except for cases that must be approved by the Board of Directors or the General Meeting of Shareholders; organize and manage daily business operations according to best management practices; c. Recommend the organizational structure and internal management regulations of the Company to the Board of Directors; d. Appoint, dismiss, remove, sign contracts, and decide on salaries, remuneration, benefits, and other terms for Deputy General Directors, the Chief Accountant, other executives, and other management positions, and report such actions to the Board of Directors; e. Decide on the number of employees throughout the Company; decide on their appointment, dismissal, salary, allowances, benefits, and other labor contract terms; decide on the Company's organizational structure and internal management regulations; f. Annually, submit a detailed business plan for the next fiscal year to the Board of Directors for approval based on appropriate budget requirements and the five-year financial plan; g. Propose measures to improve the Company's operations and management; h. Prepare long-term, annual, and quarterly estimates (hereinafter referred to as estimates) to serve the Company's management activities. Annual estimates (including the projected balance sheet, business performance report, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and include information required by Company regulations; i. Appoint and dismiss persons authorized as the Company's commercial representatives and legal counsels; j. Other rights and obligations as prescribed by this Charter, Company regulations, Resolutions of the Board of Directors, the General Director's labor contract, and the law.

5. Reporting to the Board of Directors and Shareholders: The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.

6. The General Director shall be dismissed or removed in the following cases: a. No longer meeting the standards and conditions of a General Director as prescribed in Clause 3 of this Article; b. Submission of a resignation letter; c. The Board of Directors may dismiss the General Director when a majority of the attending Board members with voting rights approve and appoint a new General Director as a replacement. The appointment, removal, and dismissal of the General Director must be ratified by the General Meeting of Shareholders.

## **CHAPTER IX**

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

#### **Article 40. Duty of Care**

Members of the Board of Directors, Supervisors, the General Director, and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, in a truthful manner and in a



way they believe to be in the best interests of the Company, and with the degree of care that a prudent person would reasonably exercise in a comparable position and under similar circumstances.

**Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose their related interests in accordance with Article 159 of the Law on Enterprises and other legal regulations.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives are not permitted to use business opportunities that could benefit the Company for personal purposes; nor shall they use information obtained by virtue of their positions for personal gain or to serve the interests of any other organization or individual.

3. Members of the Board of Directors, Supervisors, the General Director, and other executives are obligated to notify the Board of Directors of all interests that may conflict with the interests of the Company which they may enjoy through other economic legal entities, transactions, or individuals.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, and their related persons or legal entities in which these individuals have financial interests, except where the Company and the organization related to such members are companies within the same group or companies operating under a group of companies, including parent-subsidiary companies, economic groups, and specialized laws provide otherwise.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives, or their related persons, or companies, partners, associations, or organizations in which they are members or have related financial interests, shall not be voided in the following cases: a. For contracts with a value of less than 20% (twenty percent) of the total asset value recorded in the most recent financial statements, the material facts of the contract or transaction, as well as the relationships and interests of the executive or Board member, have been reported to the Board of Directors or the relevant sub-committee; and the Board of Directors or such sub-committee has authorized the execution of the contract or transaction in good faith by a majority vote of the Board members who do not have related interests; or b. For contracts with a value equal to or greater than 20% (twenty percent) of the total asset value recorded in the most recent financial statements, the material facts of the contract or transaction, as well as the relationship and interests of the executive or Board member, have been disclosed to the shareholders who do not have related interests and have the right to vote on the matter, and such shareholders have voted to approve the contract or transaction; c. The contract or transaction is deemed fair and reasonable by an independent consulting organization



in all respects concerning the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders. Members of the Board of Directors, Supervisors, the General Director, other executives, and their related persons must not use the Company's non-public information or disclose it to others to perform related transactions.

**Article 42. Liability for Damages and Indemnification**

1. Liability for Damages: Members of the Board of Directors, Supervisors, the General Director, and other executives who violate their duty of loyalty or fail to fulfill their obligations with due care, diligence, and professional competence shall be held liable for damages caused by their violations.

2. The Company shall indemnify any person who was, is, or may become a party to a claim, lawsuit, or prosecution (including civil and administrative cases, but excluding lawsuits where the Company is the plaintiff) if that person is or was a member of the Board of Directors, an executive, an employee, or an authorized representative of the Company, or is or was acting at the request of the Company in such capacity, provided that such person acted truthfully, prudently, and diligently in the interests of, or not against the best interests of the Company, in compliance with the law, and there is no evidence confirming that the person breached their responsibilities. Specifically, they shall be indemnified when: a. They acted truthfully, prudently, and diligently in the interests of and not in conflict with the interests of the Company; b. They complied with the law and there is no evidence confirming a failure to perform their responsibilities.

3. Indemnification costs include incurred expenses (including attorney fees), judgment costs, fines, and amounts actually and reasonably paid in settling such cases within the limits permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned indemnification liabilities.

**CHAPTER X**

**THE SUPERVISORY BOARD**

**Article 43. Nomination and Candidacy for Members of the Supervisory Board**

1. The nomination and candidacy for members of the Supervisory Board shall be implemented similarly to the provisions in Clause 1 and Clause 2, Article 29 of this Charter.

2. In the event that the number of candidates through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders (GMS) votes to elect members as prescribed by law.

**Article 44. Supervisors**



1. The number of Supervisors of the Company is 03 (three). Supervisors are elected by the GMS for a term not exceeding 05 (five) years and may be re-elected for an unlimited number of terms.

2. Standards and conditions for Supervisors: a. Have full civil act capacity and not be subject to the prohibition from establishing and managing enterprises under Clause 2, Article 17 of the Law on Enterprises; b. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business activities; c. Not be a family member of any member of the Board of Directors (BOD), the General Director, or other managers; d. Must not hold managerial positions in the Company; they are not required to be a shareholder or an employee of the Company; e. Must not work in the Company's accounting or finance departments; f. Must not be a member or employee of the independent auditing firm that audited the Company's financial statements in the preceding 03 years.

3. Supervisors shall elect one of them as the Head of the Supervisory Board. The Head must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities. The Supervisory Board may dismiss the Head of the Supervisory Board if a majority of the members attending the meeting with voting rights approve, and appoint a new member as a replacement. The Head of the Supervisory Board has the following rights and responsibilities: a. Convene meetings of the Supervisory Board; b. Request the BOD, General Director, and other executives to provide relevant information for reporting to the Supervisory Board; c. Prepare and sign reports of the Supervisory Board, after consulting with the BOD, to submit to the GMS.

4. A member of the Supervisory Board shall lose their membership status in the following cases: a. The member no longer meets the standards and conditions of a Supervisor or is prohibited by law from being a member of the Supervisory Board; b. The member resigns via a written notice sent to the Company's head office; c. The member suffers from a mental disorder and other members of the Supervisory Board have professional evidence proving that person no longer has civil act capacity; d. The member is absent from meetings of the Supervisory Board for six (06) consecutive months, except in cases of force majeure; e. The member may be removed or dismissed if a majority of members attending the meeting with voting rights approve; f. The member is removed from the Supervisory Board by a decision of the GMS. To ensure the Board's continuity, cases under points a, b, c, d, and e of Clause 4 shall be handled by a Supervisory Board meeting to agree on the dismissal, which is subsequently reported for approval at the nearest GMS.

#### **Article 45. The Supervisory Board**

1. The Supervisory Board has the powers and responsibilities prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including: a.



Proposing the selection of an independent auditing firm, audit fees, and related matters; b. Discussing with independent auditors the nature and scope of the audit before commencement; c. Seeking independent professional or legal advice and ensuring the participation of external experts with appropriate expertise if necessary; d. Reviewing annual, semi-annual, and quarterly financial statements before submission to the BOD; d. Discussing difficulties and findings from interim or final audits, as well as any matters the independent auditors wish to discuss; e. Reviewing the management letter from independent auditors and the Management's responses; g. Reviewing the Company's reports on internal control systems before BOD approval; h. Monitoring the Company's financial status and legal compliance by BOD members, the General Director, and other managers; i. Ensuring coordination with the BOD, General Director, and shareholders; j. Reviewing internal investigation results and Management responses; k. Upon detecting legal or Charter violations by management, notifying the BOD in writing within 48 hours, demanding cessation and remediation; l. Formulating Operating Regulations of the Supervisory Board for GMS approval; m. Reporting at the GMS as per Article 290 of Decree No. 155/2020/ND-CP; n. Accessing Company records at the head office, branches, and other locations during working hours; o. Requesting full, accurate, and timely information/documents regarding management and business activities.

2. BOD members, the General Director, and executives must provide all requested information. The Company Secretary must ensure that all financial and other information provided to the BOD, along with BOD meeting minutes, are provided to the Supervisory Board at the same time.

3. The Supervisory Board may issue regulations on its meetings and operations. It must meet at least twice a year, with a quorum of at least two-thirds (2/3) of the Supervisors.

4. Remuneration, salaries, and benefits are decided by the GMS. Supervisors shall be reimbursed for reasonable travel, hotel, and other expenses incurred during their duties.

#### **Article 46. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice (02) a year, with a quorum of at least 2/3 of its members. Minutes must be detailed and clear, signed by the minute-taker and attending members, and archived to determine individual responsibility.

2. The Supervisory Board has the right to request BOD members, the General Director, and audit representatives to attend and clarify matters.

#### **Article 47. Salaries, Remuneration, Bonuses, and Other Benefits**

1. Members are paid based on GMS decisions. The GMS decides the total annual budget for salaries, remuneration, and operating costs of the Supervisory Board.



2. Members are reimbursed for reasonable meal, accommodation, travel, and consultancy costs, within the approved annual budget.

3. These costs are recorded as business expenses in accordance with corporate income tax laws and must be presented as a separate item in the annual financial statements.

## **CHAPTER XI**

### **RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

#### **Article 48. Right to Inspect Books and Records**

1. Shareholders or groups of shareholders mentioned in Clause 3, Article 14 of this Charter have the right, directly or through an authorized representative, to send a written request to inspect the list of shareholders and minutes of the General Meetings of Shareholders, and to copy or extract such records during the Company's business hours at its head office. A request made by an authorized representative must be accompanied by a power of attorney from the shareholder being represented or a notarized copy thereof.

2. Members of the Board of Directors, Supervisors, the General Director, and executives have the right to inspect the Company's register of shareholders, list of shareholders, and other books and records for purposes related to their positions, provided that such information is kept confidential.

3. The Company must archive this Charter and its amendments, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Supervisory Board, annual financial statements, accounting books, and any other documents required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the storage location.

4. The Company's Charter must be published on the Company's website.

## **CHAPTER XII**

### **EMPLOYEES AND TRADE UNION**

#### **Article 49. Employees and Trade Union**

1. The General Director must develop plans for the Board of Directors' approval regarding matters related to recruitment, termination of employment, wages, social insurance, benefits, rewards, and discipline for employees and executives.

2. The General Director must develop plans for the Board of Directors' approval regarding matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, the Company's regulations, and current legal provisions.



## **CHAPTER XIII PROFIT DISTRIBUTION**

### **Article 50. Profit Distribution**

1. The General Meeting of Shareholders shall decide the dividend payout ratio and the form of annual dividend payment from the Company's retained earnings.

2. In accordance with the Law on Enterprises, the Board of Directors may decide on interim dividend advances if such payment is deemed consistent with the Company's profitability.

3. The Company shall not pay interest on dividend payments or any payments related to a class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividends in the form of shares, and the Board of Directors shall be the body to execute this decision.

5. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must make payments in Vietnamese Dong (VND). Payments may be made directly or through banks based on the bank details provided by shareholders. If the Company has transferred funds according to the exact bank details provided but the shareholder does not receive the money, the Company shall not be held liable for the funds transferred to the beneficiary shareholder. Dividend payments for shares listed on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository (VSD).

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific record date to finalize the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

7. Other matters related to profit distribution and the establishment of funds shall be implemented in accordance with the law.

## **CHAPTER XIV BANK ACCOUNTS, FISCAL YEAR, ACCOUNTING REGIME, AND AUDITING**

### **Article 51. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. Subject to prior approval from competent authorities, the Company may open offshore bank accounts in accordance with legal regulations if necessary.

3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where such accounts are opened.



#### **Article 52. Fiscal Year**

The Company's fiscal year shall begin on the first day of January each year and end on the 31st day of December of the same year. The first fiscal year shall begin from the date of issuance of the Enterprise Registration Certificate (or business license for conditional business lines) and end on the 31st day of December immediately following the date of issuance of said Certificate (or license).

#### **Article 53. Accounting Regime**

1. The accounting regime used by the Company shall be the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other specific accounting regimes issued by competent authorities and approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese and shall archive accounting records as prescribed by accounting laws and related regulations. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong (VND) as the currency unit for accounting. In cases where the Company's economic transactions arise primarily in a foreign currency, it may select that foreign currency as its accounting unit, bearing legal responsibility for such choice and notifying the direct tax management authority.

#### **Article 54. Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these entities to conduct the Company's audit for the next fiscal year based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. The independent auditing firm shall inspect, verify, and report on the annual financial statements reflecting the Company's income and expenditures, prepare an audit report, and submit said report to the Board of Directors.

3. A copy of the audit report shall be attached to the Company's annual financial statements.

4. The independent auditors performing the audit are permitted to attend the General Meetings of Shareholders and are entitled to receive notices and other information related to the General Meeting that shareholders are entitled to receive, and to express their opinions at the meeting on matters related to the audit.

### **CHAPTER XV**

#### **INFORMATION DISCLOSURE RESPONSIBILITIES**

##### **Article 55. Annual, Semi-annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements in accordance with the law as well as the regulations of the State Securities Commission (SSC). The



reports must be audited as prescribed in Article 54 of this Charter. Within the statutory timeline following the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the SSC, the Stock Exchange, the business registration authority, and the competent tax authority.

2. The annual financial statements must include a business performance report reflecting truthfully and objectively the profit and loss situation of the Company during the fiscal year, a balance sheet reflecting truthfully and objectively the Company's operations up to the time of reporting, a cash flow statement, and notes to the financial statements.

3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the regulations of the SSC and the Stock Exchange, and submit them to the relevant tax and business registration authorities as per the Law on Enterprises.

4. Audited financial statements (including the auditor's opinion), along with the Company's semi-annual and quarterly reports, must be published on the Company's website.

5. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements and the semi-annual and quarterly reports during the Company's business hours at the Company's head office, subject to a reasonable copying fee.

#### **Article 56. Annual Report**

The Company must prepare and disclose an Annual Report in accordance with the laws on securities and the securities market.

### **CHAPTER XVI CORPORATE SEAL**

#### **Article 57. Corporate Seal**

1. The Company has the right to decide on the form, quantity, and content of its corporate seal. The content of the seal must display the following information:

- a. Enterprise name;
- b. Enterprise code.

2. Before use, the Company is obliged to notify the seal sample to the business registration authority for public posting on the National Business Registration Portal.

3. The Board of Directors shall decide on the approval of the Company's official seal.

4. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.



## **CHAPTER XVII**

### **TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 58. Termination of Operations**

1. The Company may be dissolved or terminate its operations in the following cases:

- a. Expiration of the Company's operating term, including any extensions;
- b. The Court declares the Company bankrupt in accordance with current law;
- c. Early dissolution as decided by the General Meeting of Shareholders; d.

Other cases as prescribed by law.

2. The early dissolution of the Company (including extended terms) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as regulated.

#### **Article 59. Extension of Operations**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the end of the operating term so that shareholders can vote on the extension of the Company's operations as proposed by the Board of Directors.

2. The operating term shall be extended upon approval by at least 65% (sixty-five percent) of the total votes of shareholders with voting rights present in person or via authorized representatives at the General Meeting of Shareholders.

#### **Article 60. Liquidation**

1. At least 06 (six) months before the end of the Company's operating term or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 (three) members. Two members shall be appointed by the General Meeting of Shareholders, and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's personnel or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts.

2. The Liquidation Committee is responsible for reporting its establishment date and commencement date of operations to the business registration authority. From that moment, the Liquidation Committee shall represent the Company in all matters related to liquidation before the Court and administrative agencies.

3. Proceeds from liquidation shall be paid in the following order:

- a. Liquidation costs;
- b. Debts related to wages, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
- c. Tax debts;
- d. Other debts of the Company;



e. The remaining balance after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be prioritized for payment first.

## **CHAPTER XVIII INTERNAL DISPUTE RESOLUTION**

### **Article 61. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the Company's operations or the rights and obligations of shareholders arising from the Charter or any rights or obligations prescribed by the Law on Enterprises, other Laws, or administrative regulations, between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or executives.

The relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution and request each party to present factual factors within 60 (sixty) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman, any party may request the appointment of an independent expert to act as a mediator.

2. If a mediation decision is not reached within six weeks from the start of the process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to Economic Arbitration or an Economic Court.

3. The parties shall bear their own costs related to negotiation and mediation procedures. Court costs shall be implemented according to the Court's ruling.

## **CHAPTER XIX AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 62. Amendments and Supplements to the Charter**

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In the event that legal regulations related to the Company's operations are not mentioned in this Charter, or in the case of new legal regulations differing from the provisions herein, such legal regulations shall automatically apply and govern the Company's operations.

## **CHAPTER XX EFFECTIVE DATE**

### **Article 63. Effective Date**

1. This Charter consists of twenty (XX) chapters, sixty-three (63) articles, and 01 appendix, unanimously approved by the General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company on May 08, 2026. This Charter takes effect from the date of signing and issuance.



2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company Charter are valid when signed by the Legal Representative or at least two-thirds (2/3) of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE**  
**GENERAL DIRECTOR OF THE COMPANY**





**ANNEX 01**  
**DETAILS OF THE COMPANY'S CHARTER CAPITAL SINCE**  
**INCEPTION**

<b>No</b>	<b>Month</b>	<b>Charter Capital (VND)</b>	<b>Notes</b>
1	01/04/2005	56.644.700.000	
2	26/04/2006	71.495.100.000	
3	15/04/2007	125.000.000.000	
4	18/06/2009	133.694.890.000	
5	31/03/2010	170.907.290.000	
6	22/06/2011	184.511.090.000	
7	23/03/2017	251.811.090.000	Private placement of shares to increase charter capital by VND 67.300.000
8	22/12/2017	371.811.090.000	Private placement of shares to increase charter capital by VND 120.000.000.000
9	28/02/2020	387.219.090.000	Private placement of shares to increase charter capital by VND 15.408.000.000
10	01/02/2021	500.000.000.000	Private placement of shares to increase charter capital by VND 112.780.910.000
11	20/07/2022	600.000.000.000	Private placement of shares to increase charter capital by VND 100.000.000.000







## APPENDIX

### PROPOSED AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY (Attached to Submission No. 611/TTr-HĐQT of the Board of Directors dated April 10, 2026)

#### Notes:

- Articles not specifically mentioned in this Appendix remain unchanged.
- Proposed amendments in the section "Internal Regulations on Corporate Governance" are shown in **bold and underlined text**.
- Proposed revisions and additions in the section "Proposed Amendments" are shown in **bold text**.
- The Law on Enterprises refers to Law No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 adopted on January 11, 2022; Law No. 76/2025/QH15 adopted on June 17, 2025; and their guiding documents.
- The Law on Securities refers to Law No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019; as amended and supplemented by Law No. 56/2024/QH15 adopted on November 29, 2024; and their guiding documents.
- Decree No. 155/2020/NĐ-CP refers to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; as amended and supplemented by Decree No. 245/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP.
- Certain formal adjustments, including changes in numbering of clauses and sections due to additions or removals, are not detailed in the Appendix comparison table of these amended Regulations.

Current provisions under the Internal Regulations on Corporate Governance	Proposed amendments	Reasons for amendments
<b><u>No.: 808/QC-HĐQT</u></b> <b><u>Quang Ninh, April 25, 2025</u></b>	<b><u>No.: /QC-HĐQT</u></b> <b><u>Quang Ninh, May 8, 2026</u></b>	To update the reference number, date, and year of adoption of this Regulation.
Pursuant to:		
- Pursuant to the Law on Securities dated November 26, 2019;	- Pursuant to the Law on Securities dated November 26, 2019 and its amendments and supplements;	To supplement due to the Law on Securities No. 54/2019/QH14 having been amended and supplemented by Law No. 56/2024/QH15.
- Pursuant to the Law on Enterprises dated June 17, 2020;	- Pursuant to the Law on Enterprises dated June 17, 2020 and its amendments and supplements;	To supplement due to the Law on Enterprises No. 59/2020/QH14 having been amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15.
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;	To supplement due to Decree No. 155/2020/NĐ-CP having been amended and supplemented by Decree No. 245/2025/NĐ-CP.



- Pursuant to Resolution No. 656/NQ-ĐHCD of the General Meeting of Shareholders dated April 25, 2025;	- Pursuant to Resolution No. 619/NQ-ĐHCD of the General Meeting of Shareholders dated May 8, 2026;	To update the reference number, date, and year of the Resolution of the General Meeting of Shareholders approving this Regulation.
<b>Chapter I. GENERAL PROVISIONS</b>	<b>Chapter I. GENERAL PROVISIONS</b>	
<b>Article 1. Scope of regulation</b>	<b>Article 1. Scope of regulation and applicable entities</b>	
None	b) This Regulation applies to the Company, its shareholders, and organizations and individuals who are related persons of shareholders; members of the Board of Directors, members of the Supervisory Board, executive officers of the Company, and organizations and individuals who are related persons of these subjects; as well as organizations and individuals having interests related to the public company.	To align with Clause 2, Article 1 of Appendix II issued together with Circular No. 116/2020/TT-BTC.
<b>Article 2. Applicable entities</b>	<b>Article 2. Applicable entities</b>	
<u>This Regulation applies to members of the Board of Directors, the Supervisory Board, the General Director of the Company, and related persons.</u>	<p>The terms below shall be construed as follows:</p> <p>a) Corporate governance means a system of principles, including:</p> <ul style="list-style-type: none"> <li>• Ensuring a reasonable and effective governance structure;</li> <li>• Ensuring the effectiveness of the Board of Directors and the Supervisory Board; enhancing the responsibility of the Board of Directors towards the Company and its shareholders;</li> <li>• Ensuring shareholders' rights and equal treatment among shareholders;</li> <li>• Ensuring the role of investors, the securities market, and intermediaries in supporting corporate governance activities;</li> <li>• Respecting and ensuring the lawful rights and interests of stakeholders in corporate governance;</li> <li>• Ensuring timely, full, accurate, and transparent disclosure of the Company's operations; and ensuring equal access to information for shareholders.</li> </ul> <p>b) "Law on Enterprises" means Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;</p>	Supplement



	<p>c) "Law on Securities" means Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements;</p> <p>d) "Company" means Quang Ninh Cement and Construction Joint Stock Company;</p> <p>e) "Shareholder" means an individual or organization owning at least one share of a joint stock company;</p> <p>f) "Delegate" means a shareholder or an authorized representative of a shareholder attending the General Meeting of Shareholders;</p> <p>g) "Major shareholder" means a shareholder owning 5% or more of the voting shares of an issuing organization;</p> <p>h) "Enterprise manager" means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managerial positions as prescribed in the Company's Charter;</p> <p>i) "Executive officer" means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed in the Company's Charter;</p> <p>j) "Non-executive member of the Board of Directors" (hereinafter referred to as "non-executive member") means a member of the Board of Directors who is not the General Director, Deputy General Director, or other executives as prescribed in the Company's Charter;</p> <p>k) "Family-related persons" include: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-in-law, sisters-in-law, and siblings of spouse;</p> <p>l) "Related person" means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.</p>	
Chapter II. GENERAL MEETING OF SHAREHOLDERS	Chapter II. GENERAL MEETING OF SHAREHOLDERS	



None	Section 1. Roles, Rights, and Obligations of the General Meeting of Shareholders	Supplemented in accordance with the instructions in Clause 1, Article 2 of Appendix I issued under Circular No. 116/2020/TT-BTC.
Article 3. Roles, rights, and obligations of the General Meeting of Shareholders.	Article 3. Roles, rights, and obligations of the General Meeting of Shareholders.	
None	3. Regarding contents approved in previous Resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report them to the General Meeting of Shareholders at the nearest annual meeting. In case of any changes to contents within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such changes to the General Meeting of Shareholders for approval at the nearest meeting before implementation.	Supplemented in accordance with Clause 2, Article 272 of Decree No. 155/2020/ND-CP.
None	Article 4. Exercise of the right to attend the General Meeting of Shareholders	
	<p>Shareholders shall attend the General Meeting of Shareholders and exercise their voting rights through the following forms:</p> <p>a) Attending and voting in person at the meeting;</p> <p>b) Authorizing other individuals or organizations to attend and vote at the meeting;</p> <p>c) Attending and voting via online conferences, electronic voting, or other electronic forms;</p> <p>d) Sending voting ballots to the meeting via mail, fax, or email;</p> <p>e) Sending voting ballots by other means as prescribed in the Company's Charter.</p>	Supplemented in accordance with Clause 3, Article 144 of the Law on Enterprises and Clause 6, Article 13 of Appendix I issued under Circular No. 116/2020/TT-BTC.
None	Section 2. Order and procedures for convening the General Meeting of Shareholders to pass resolutions by way of direct voting at the meeting	



<p><u>Article 4. Order and procedures for the General Meeting of Shareholders to pass resolutions by way of voting at the meeting</u></p>	<p>Removed</p>	
<p><u>Dưới đây là bản dịch tiếng Anh chuyên ngành cho nội dung về trình tự, thủ tục họp Đại hội đồng cổ đông (ĐHĐCĐ), phù hợp với các quy định tại Luật Doanh nghiệp 2020 và Thông tư 116/2020/TT-BTC:</u></p> <p><u>1. Authority to convene the General Meeting of Shareholders</u> The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in cases stipulated in the Company's Charter.</p> <p><u>2. Preparation of the list of shareholders entitled to attend the meeting</u> The list of shareholders eligible to attend and vote at the General Meeting of Shareholders shall be prepared. This list must be established no more than 10 days prior to the date of sending the notice of the General Meeting of Shareholders.</p> <p><u>3. Notification of the record date for the list of shareholders entitled to attend the meeting</u> The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date (record date).</p> <p><u>4. Notice of convening the General Meeting of Shareholders</u> The meeting notice shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and simultaneously published on the websites of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener</p>		



must send the notice to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda and documents related to the matters to be voted on shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not attached to the notice, the notice must clearly state the URL link to all meeting documents for shareholders' access, including:

- a) The meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or the Board of Commissioners;
- c) Voting ballots;
- d) Draft resolutions for each matter on the meeting agenda.

5. Agenda and content of the General Meeting of Shareholders (The person responsible for preparing the agenda and content; regulations on shareholder proposals for the agenda shall be implemented in accordance with the Company's Charter).

6. Authorization for representatives to attend the General Meeting of Shareholders The authorization for representatives to attend the General Meeting of Shareholders shall be implemented in accordance with Article 18 of the Company's Charter.

7. Registration for attendance at the General Meeting of Shareholders Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and continue such registration until all attending shareholders entitled to attend have completed their registration.



8. Conditions for proceeding with the meeting

- a) A General Meeting of Shareholders shall be conducted if the attending shareholders represent more than 50% of the total voting shares.
- b) If the first meeting fails to meet the conditions as prescribed in Clause 1, Article 21 of the Company's Charter, the notice for the second meeting must be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted if the attending shareholders represent at least 33% of the total voting shares.
- c) If the second meeting fails to meet the conditions as prescribed in Clause 2, Article 21 of the Company's Charter, the notice for the third meeting must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

9. Form of adopting resolutions of the General Meeting of Shareholders The form of adopting resolutions shall comply with the provisions in Article 23 of the Company's Charter.

10. Voting method The voting method at the General Meeting of Shareholders shall comply with the provisions in Article 23 of the Company's Charter.

11. Vote counting method The vote counting method at the General Meeting of Shareholders shall comply with the



<p>provisions in Article 23 of the Company's Charter.</p> <p><u>12. Conditions for resolutions to be adopted</u> The conditions for the General Meeting of Shareholders' resolutions to be adopted shall comply with the provisions in Article 24 of the Company's Charter.</p> <p><u>13. Notification of vote counting results</u> The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.</p> <p><u>14. Procedures for opposing resolutions of the General Meeting of Shareholders</u> The procedures for opposing resolutions of the General Meeting of Shareholders shall be implemented in accordance with Article 132 of the Law on Enterprises.</p> <p><u>15. Minutes of the General Meeting of Shareholders</u> The General Meeting of Shareholders must be recorded in minutes in accordance with Article 23 of the Company's Charter.</p> <p><u>16. Disclosure of Resolutions of the General Meeting of Shareholders</u> Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of registered shareholders with signatures, letters of authorization, all documents attached to the Minutes (if any), and documents attached to the meeting notice must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the Company's headquarters.</p>		
None	Article 5. Convening the General Meeting of Shareholders	
	1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated	- Amended in accordance with Clause 1, Article 140 of the Law on Enterprises and Clause 1, Article 18 of Appendix I issued under Circular No. 116/2020/TT-BTC.



	<p>in Clause 3 and Clause 4, Article 16 of the Company's Charter.</p> <p>2. The annual General Meeting of Shareholders shall be held once (01) every year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the time for holding the annual General Meeting of Shareholders when necessary, but for no more than six (06) months from the end of the fiscal year.</p> <p>3. The annual General Meeting of Shareholders shall not be held in the form of collecting written opinions from shareholders.</p> <p>The convener of the General Meeting of Shareholders must perform the tasks as prescribed in Clause 2, Article 20 of the Company's Charter.</p>	- Amended in accordance with Clause 1 and Clause 2, Article 139 of the Law on Enterprises.
	4. The convener of the General Meeting of Shareholders must perform the tasks as prescribed in Clause 2, Article 20 of the Company's Charter.	
None	Article 6. Preparation of the list of shareholders entitled to attend the meeting	
	<p>The convener of the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established based on the Company's Register of Shareholders. This list must be established no earlier than ten (10) days prior to the date of sending the first invitation to the General Meeting of Shareholders.</p> <p>The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and number of legal identification documents for individual shareholders; the name, enterprise identification number or number of legal identification documents of the organization, and head office address for institutional shareholders; the number of</p>	Amended in accordance with Point a, Clause 5, Article 140 of the Law on Enterprises; Point a, Clause 2, Article 18 of Appendix I issued under Circular No. 116/2020/TT-BTC; and with reference to Clause 2, Article 141 of the Law on Enterprises.



	shares of each class, and the number and date of shareholder registration for each shareholder (if any).	
None	Article 7. Notification of the record date for the list of shareholders entitled to attend the General Meeting of Shareholders	
	The Company must disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the final registration date.	Amended in accordance with Clause 1, Article 273 of the Draft Decree No. 155/2020/ND-CP.
None	Article 8. Notice of convening the General Meeting of Shareholders	
	The notification of convening the General Meeting of Shareholders shall be carried out in accordance with the Law on Enterprises and Clause 3, Article 20 of the Company's Charter. The documents for the General Meeting of Shareholders must be uploaded and updated with any amendments and supplements (if any) until the conclusion of the General Meeting of Shareholders.	Amended in accordance with Point a, Clause 3, Article 10 of Circular No. 96/2020/TT-BTC.
None	Article 9. Agenda and content of the General Meeting	
	a) The convener of the General Meeting of Shareholders must prepare the meeting agenda and content. b) Shareholder proposals for items to be included in the meeting agenda shall be implemented in accordance with the provisions of Clause 4, Clause 5, and Clause 6, Article 20 of the Company's Charter.	Amended in accordance with Article 142 of the Law on Enterprises and the Company's Charter.
None	Article 10. Authorization for representatives to attend the General Meeting of Shareholders	
	Shareholders entitled to attend the General Meeting of Shareholders in accordance with the law may authorize an individual or an organization as a representative to attend. The authorization for representatives to attend the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 18 of the Company's Charter.	Amended in accordance with Article 16 of Appendix I issued under Circular No. 116/2020/TT-BTC and Article 144 of the Law on Enterprises.
None	Article 11. Procedures for registration to attend the General Meeting of Shareholders	
	1. Shareholders or their authorized representatives may register to attend the meeting via mail, fax, email, or other electronic forms. The specific procedures for registration	Amended in accordance with Article 146 of the Law on Enterprises, Article 20 of Appendix I issued under Circular No.



	<p>shall be stipulated in the notice of the General Meeting of Shareholders.</p> <p>2. When attending the meeting, shareholders or their authorized representatives must present valid identification documents as specified in the notice of the General Meeting of Shareholders to verify their status as Delegates.</p> <p>3. Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and shall continue the registration until all attending shareholders entitled to participate have completed their registration.</p> <p>4. Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card and/or voting ballots and/or election ballots, which specify the registration number, full name of the shareholder or authorized representative, and the number of votes or election units held by such shareholder or authorized representative.</p> <p>5. Shareholders or authorized representatives arriving after the meeting has opened are entitled to register immediately and subsequently participate and vote at the meeting right after registration. The Chairperson is not responsible for pausing the meeting for late arrivals to register, and the validity of any matters previously voted upon shall remain unchanged.</p>	116/2020/TT-BTC, and in consistency with the Company's Charter.
None	Article 13. Conditions for conducting the General Meeting of Shareholders	
	<p>1. Procedures for conducting the meeting and voting at the General Meeting of Shareholders shall comply with Article 22 of the Company's Charter. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by raising voting cards, casting ballots into ballot boxes, or other methods as detailed in the Regulations on Organizing the General Meeting of Shareholders for each specific meeting.</p> <p>2. The General Meeting shall elect persons responsible for counting votes or supervising the vote counting based on</p>	Amended in accordance with Article 146 of the Law on Enterprises and Article 20 of Appendix I issued under Circular No. 116/2020/TT-BTC.



	<p>the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders upon the Chairperson's proposal.</p> <p>3. When voting by raising voting cards at the meeting, "For" votes shall be counted first, followed by "Against" votes, and finally "Abstention" votes. In the event a delegate raises their card more than once among the three options, the final raise shall be considered valid. The total number of "For", "Against", and "Abstention" votes for each matter shall be announced by the Chairperson or the Head of the Vote Counting Committee immediately after the results are available.</p> <p>4. When voting by secret ballot, shareholders or their authorized representatives shall cast their ballots into sealed ballot boxes for the Vote Counting Committee to perform the count. The Vote Counting Committee is responsible for reconciling the number of collected ballots against the number of issued ballots and verifying the validity of the collected ballots. The number of "For", "Against", "Abstention", and invalid votes for each voting item shall be summarized separately and clearly recorded in the vote counting minutes.</p> <p>5. The election of members of the Board of Directors and the Supervisory Board must be conducted according to the methods stipulated in Clause 5, Article 23 of the Company's Charter. The election procedures shall be detailed in the election regulations at the General Meeting of Shareholders. These election ballots shall also be cast into sealed ballot boxes by shareholders or their authorized representatives for counting by the Vote Counting Committee.</p> <p>6. The vote counting results shall be announced by the Chairperson or the Head of the Vote Counting Committee immediately after the voting or election concludes, or according to the actual progress of the meeting.</p>	
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None	Article 14. Forms of adopting resolutions of the General Meeting of Shareholders	
	<p>The forms of adopting resolutions of the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 23 of the Company's Charter. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by way of voting at the General Meeting of Shareholders:</p> <p>a) Amendments and supplements to the contents of the Company's Charter;</p> <p>b) Development orientations of the Company;</p> <p>c) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;</p> <p>d) Decisions on investments or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, unless the Company's Charter stipulates a different percentage or value;</p> <p>e) Approval of annual financial statements.</p>	
None	Article 15. Conditions for resolutions to be adopted at the General Meeting of Shareholders	
	The conditions for resolutions to be adopted at the General Meeting of Shareholders are stipulated in Article 23 of the Company's Charter.	Supplemented in consistency with the Company's Charter.
None	Article 16. Requests for cancellation of resolutions of the General Meeting of Shareholders	
	Requests for cancellation of Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 26 of the Company's Charter.	Supplemented in consistency with the Company's Charter.
	Article 17. Preparation of resolutions and minutes of the General Meeting of Shareholders	
	The preparation of resolutions and minutes of the General Meeting of Shareholders shall be implemented in accordance with Article 25 of the Company's Charter.	Supplemented in consistency with the Company's Charter.



	Article 18. Disclosure of Minutes and Resolutions of the General Meeting of Shareholders	
	1. Resolutions and Minutes of the General Meeting of Shareholders must be fully disclosed on the Company's website and the Stock Exchange within twenty-four (24) hours of their adoption by the General Meeting of Shareholders and in compliance with the Law on Enterprises. Resolutions, Minutes of the General Meeting of Shareholders, the approved appendix of the list of registered shareholders attending the meeting, and related documents attached to the meeting invitation notice must be archived at the Company's head office.	Reference: Clauses 5 and 6, Article 150 of the Law on Enterprises and Clauses 4, 5, and 6, Article 23 of Appendix I issued under Circular No. 116/2020/TT-BTC.
	Article 19. Effectiveness of Resolutions of the General Meeting of Shareholders	
	<p>1. Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date specified in such resolutions.</p> <p>2. A resolution of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares shall be legal and effective even if the sequence and procedures for convening the meeting and adopting such resolution violate the provisions of the Law on Enterprises and the Company's Charter.</p> <p>3. In the event that a shareholder or group of shareholders requests a Court or Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Article 26 of the Company's Charter, such resolution shall remain effective until the decision to cancel the resolution by the Court or Arbitration takes effect, except in cases where temporary emergency measures are applied under a decision of a competent authority.</p>	Amended in accordance with Articles 151 and 152 of the Law on Enterprises.
None	Article 20. Sequence and procedures for the General Meeting of Shareholders to adopt Resolutions via online conferences or in-person meetings combined with electronic voting.	
	<b>1. Convening the General Meeting of Shareholders</b>	Supplemented in consistency with Appendix I issued under Circular No. 116/2020/TT-BTC



The convening of the General Meeting of Shareholders via online conferences or in-person meetings combined with electronic voting shall be implemented similarly to the provisions of Article 5 of this Regulation.

**2. Establishing the List of Shareholders entitled to attend the meeting and sending the Notice of Meeting a)**

The establishment of the list of shareholders entitled to attend the General Meeting of Shareholders via online or in-person meetings combined with electronic voting, and the notification of the record date for the list of shareholders entitled to attend the meeting, shall be implemented similarly to the provisions of Article 6 and Article 7 of this Regulation.

b) The notification of convening the General Meeting of Shareholders via online or in-person meetings combined with electronic voting shall be carried out in accordance with Article 8 of this Regulation. The meeting notice must clearly specify the methods for registration and attendance via online or in-person meetings combined with electronic voting, the electronic voting procedures, and must clearly provide the link to all meeting documents for shareholders' access.

**3. Procedures for registration to attend the General Meeting of Shareholders** Shareholders or authorized representatives (if any) attending via online conferences or in-person meetings combined with electronic voting shall access the electronic voting system to perform registration. The Company will provide each shareholder with one (01) username and a corresponding password to access the aforementioned system. Detailed instructions will be provided in the Notice of the General Meeting of Shareholders and the Regulations on organizing the General Meeting of Shareholders.

**4. Authorization of representatives to attend the General Meeting of Shareholders**



	<p>The authorization of representatives to attend the General Meeting of Shareholders via online conferences or in-person meetings combined with electronic voting shall be carried out in accordance with Article 18 of the Company's Charter and the methods specified in the meeting notice.</p> <p><b>5. Conditions for conducting the General Meeting of Shareholders</b></p> <p>The General Meeting of Shareholders held via online conferences or in-person meetings combined with electronic voting shall be conducted provided that the requirements stipulated in Article 21 of the Company's Charter are satisfied.</p> <p><b>6. Procedures for voting, counting votes, and announcing vote counting results</b></p> <p>a) Detailed procedures for voting at the General Meeting of Shareholders via online conferences or in-person meetings combined with electronic voting shall be specified in the Regulations on organization of the General Meeting of Shareholders for each specific meeting.</p> <p>b) Shareholders attending via online conferences or in-person meetings combined with electronic voting shall access the electronic voting system specified in Clause 3 of this Article to perform voting/election. When a shareholder casts an electronic vote, the number of "Approve", "Disapprove", and "Abstain" opinions for each voting item and the number of votes for each candidate shall be recorded on the electronic voting system.</p> <p>c) Vote counting results shall be announced by the Chairperson or the Head of the Vote Counting Committee immediately after the results are available.</p> <p><b>7. Forms and conditions for adoption of resolutions of the General Meeting of Shareholders</b></p>	
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a) The forms for adopting resolutions of the General Meeting of Shareholders shall be implemented similarly to the provisions of Article 14 of these Regulations.

b) The conditions for resolutions to be adopted at the General Meeting of Shareholders are stipulated in Article 23 of the Company's Charter.

**8. Preparation of resolutions and minutes of online General Meetings of Shareholders**

The preparation of resolutions and minutes of the General Meeting of Shareholders shall be implemented in accordance with Article 25 of the Company's Charter.

**9. Requests for cancellation of resolutions of the General Meeting of Shareholders**

Requests for cancellation of resolutions of the General Meeting of Shareholders shall be implemented in accordance with Article 26 of the Company's Charter.

**10. Disclosure of Minutes and Resolutions of the General Meeting of Shareholders**

The disclosure of resolutions and minutes of the General Meeting of Shareholders shall be implemented similarly to the provisions of Article 18 of these Regulations.

**11. Validity of Shareholders' General Meeting Resolutions**

Resolutions adopted at a Shareholders' General Meeting held online or in person combined with electronic voting, using electronic voting, have the same validity as resolutions adopted at a Shareholders' General Meeting held in person and are effective as stipulated in Article 19 of these Regulations.



None	Section 4. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions via written ballots	
<p><u>Article 22. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions via written ballots</u></p> <p><u>1. Cases eligible and ineligible for written ballots</u></p> <p><u>The Board of Directors has the right to solicit shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for the following cases:</u></p> <p><u>a) Amendments or supplements to the Company's Charter;</u></p> <p><u>b) Developmental orientations of the Company;</u></p> <p><u>c) Classes of shares and the total number of shares of each class;</u></p> <p><u>d) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;</u></p> <p><u>d) Decisions on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Company's Charter stipulates a different percentage or value;</u></p> <p><u>e) Approval of annual financial statements;</u></p> <p><u>g) Reorganization or dissolution of the Company.</u></p>	Removed	



<p><u>2. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions via written ballots</u></p> <p><u>The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions, and send them to all shareholders with voting rights at least 10 days prior to the deadline for returning the opinion forms. Requirements and methods for sending opinion forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of the Company's Charter.</u></p>		
<p><b>None</b></p>	<p><b>Article 21. Cases where written ballots are allowed or not allowed</b></p>	
	<p>Except for the matters that must be voted on directly at a meeting (as listed in Article 14 of this Regulation), the Board of Directors can ask for shareholders' opinions in writing to pass a resolution if they feel it is better for the company.</p>	<p>Amended based on Article 149 of the Law on Enterprises and the Company's Charter.</p>
<p><b>None</b></p>	<p><b>Article 22. Steps and procedures for the General Meeting of Shareholders to pass Resolutions by collecting written opinions.</b></p>	<p>Amended based on Article 149 of the Law on Enterprises and the Company's Charter.</p>
	<p>1. Preparing Documents The Board of Directors must prepare opinion forms, draft resolutions, and explaining documents. These must be sent or published to shareholders within a reasonable time so they can review and vote as regulated in Clause 3 of this Article. The opinion forms must follow the rules in Clause 3, Article 24 of the Company's Charter.</p> <p>2. Announcing the Shareholder List for Written Ballots The company must announce the list of shareholders eligible to attend the meeting at least twenty (20) days before the "final registration date." The list for sending written ballots follows the Law on Enterprises. This list must be created no more than ten (10) days before sending the documents. It must include: names, contact addresses,</p>	<p>Amended based on Articles 141 and 149 of the Law on Enterprises, Article 22 of Appendix I issued with Circular 116/2020/TT-BTC, and Article 273 of Decree 155/2020/NĐ-CP.</p>



	<p>nationalities, and ID/passport numbers (for individuals) or business codes and headquarters addresses (for organizations), along with the number and type of shares held.</p> <p><b>3. Sending Documents and Opinion Forms</b> The requirements and methods for sending these documents are the same as sending meeting invitations, as described in Clause 3, Article 20 of the Company's Charter.</p> <p><b>4. Receiving Completed Opinion Forms</b> The completed forms must be signed by:</p> <ul style="list-style-type: none"> <li>a) The individual shareholder;</li> <li>b) The legal representative of an organization shareholder;</li> <li>c) An authorized person; or</li> <li>d) The legal representative of an authorized organization.</li> </ul> <p>Forms can be returned to the Company using the methods listed in Clause 5, Article 24 of the Charter.</p> <p><b>5. Counting Votes and Creating Minutes</b> The Board of Directors counts the votes and writes a report (minutes) under the supervision of the Supervisory Board or a shareholder who does not hold a management position. The report must include the details required by the Charter. Everyone involved in counting and supervising is responsible for the honesty and accuracy of the results and must pay for any damages caused by incorrect counting.</p> <p><b>6. Conditions to Pass a Resolution</b> A resolution is passed if it is approved by shareholders holding more than fifty percent (50%) of the total voting shares (except for specific cases in the Charter). These resolutions have the same legal value as those passed at an in-person meeting.</p> <p><b>7. Announcing the Results</b></p>	
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	<p>The counting report and the resolution must be posted on the company's website within twenty-four (24) hours after the counting ends.</p> <p>8. Requesting to Cancel a Resolution Any request to cancel a resolution must follow Article 26 of the Company's Charter.</p> <p>9. Keeping Records All completed forms, counting reports, resolutions, and related documents must be kept at the company's main office.</p>	
None	<b>Section 5. Regulations on mandatory reports to be submitted to the Annual General Meeting of Shareholders</b>	
None	<b>Article 23. Report on the activities of the Board of Directors at the Annual General Meeting of Shareholders</b>	Reference: Article 280 of Decree No. 155/2020/ND-CP
	<p>The Board of Directors' activity report submitted to the Annual General Meeting of Shareholders must follow the Law on Enterprises and the Company's Charter, including these main points:</p> <p>1. Remuneration and Expenses Salaries (remuneration), operating costs, and other benefits of the Board of Directors and each member, as required by the Law on Enterprises and the Company's Charter.</p> <p>2. Meeting Summary A summary of all Board of Directors' meetings and the decisions made during those meetings.</p> <p>3. Related Party Transactions Reports on deals (transactions) between the company (including its subsidiaries or companies where it owns more than 50% capital) and:</p> <p>Board members or their related persons.</p> <p>Companies where a Board member was a founder or a manager in the last 3 years.</p>	



	<p>4. Sub-committees Activities of any sub-committees under the Board of Directors (if any).</p> <p>5. Supervision of the General Director Results of monitoring and supervising the General Director's performance.</p> <p>6. Supervision of Other Managers Results of monitoring and supervising other executives/managers in the company.</p> <p>7. Future Plans Upcoming plans and strategies for the future.</p>	
None	Article 24. Report on the activities of the Supervisory Board at the Annual General Meeting of Shareholders	Amended based on Article 290 of Decree No. 155/2020/ND-CP
	<p>The Supervisory Board's activity report submitted to the Annual General Meeting of Shareholders must follow the Law on Enterprises and include these main points:</p> <p>1. Remuneration and Expenses Salaries (remuneration), operating costs, and other benefits of the Supervisory Board and each member, as required by the Law on Enterprises and the Company's Charter.</p> <p>2. Meeting Summary and Recommendations A summary of the Supervisory Board's meetings, along with their conclusions and specific recommendations.</p> <p>3. Financial and Operational Oversight Results of monitoring the company's business operations and financial health.</p> <p>4. Related Party Transactions Report An evaluation report on deals (transactions) between the company (including its subsidiaries or companies where it owns more than 50% capital) and:</p> <p>Board members, the General Director, or their related persons.</p>	



	<p>Companies where a Board member was a founder or a manager in the last 3 years.</p> <p>5. Supervision of Management Results of monitoring and supervising the Board of Directors, the General Director, and other company managers.</p> <p>6. Coordination Assessment Evaluation of how well the Supervisory Board worked together with the Board of Directors, the General Director, and the shareholders.</p>	
<u>Article 6. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions via online meetings</u>	Removed	
<u>Article 7. Sequence and procedures for the General Meeting of Shareholders to pass Resolutions via a combination of in-person and online meetings</u>	Removed	
<b>Chapter III. THE BOARD OF DIRECTORS</b>	<b>Chapter III. THE BOARD OF DIRECTORS</b>	
<u>Article 8. Roles, rights, and obligations of the Board of Directors; responsibilities of Board members</u>	<b>Article 25. Roles, rights, and obligations of the Board of Directors; responsibilities of Board members</b>	
2. Rights and obligations of the Board of Directors	2. Rights and obligations of the Board of Directors	
<p>h) Approve contracts for buying, selling, borrowing, lending, and other transactions worth <u>from 35% to less than 51% of the company's total asset value</u> (based on the latest financial statements).</p> <p>This excludes contracts and transactions that fall under the authority of the General Meeting of Shareholders as regulated in Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises.</p>	<p>h) Approve contracts for buying, selling, borrowing, lending, and other transactions <b>worth 35% or more of the company's total asset value</b> (based on the latest financial statements).</p> <p>This excludes contracts and transactions that must be decided by the General Meeting of Shareholders according to Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises.</p>	To be consistent with the regulations in Article 31 of the Amended Charter.
None	j) Contracts and transactions regarding borrowing, lending, or selling assets worth 10% or less of the company's total asset value (as recorded in the latest financial statements)	Added in accordance with Clause 3, Article 167 of the Law on Enterprises.



	between the company and: Shareholders holding 51% or more of the total voting shares; or Related persons of those shareholders.	
s) Decide on investments or sales of assets valued <b>from 35% to less than 51%</b> of the Company's total assets as recorded in the latest financial statements.	s) Decide on investments or sales of assets valued <b>from 34% to less than 35%</b> of the Company's total assets as recorded in the latest financial statements.	To be consistent with the provisions in Article 31 of the Amended Charter.
<b>Article 9. Nomination, candidacy, election, dismissal, and removal of Board members</b>	<b>Article 26. Nomination, candidacy, election, dismissal, and removal of Board members</b>	
1. Term of office and number of Board members  a) Term of office: The term of office for Board members is 05 years, and they may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent Board Member for a maximum of 02 consecutive terms. If all Board members end their terms at the same time, they shall continue to serve until new members are elected and take over the work.  b) The number of Board members <b>is 05 people</b>	1. Term of office and number of Board members  a) Term of office: The term of office for Board members is 05 years, and they may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent Board Member for a maximum of 02 consecutive terms. If all Board members end their terms at the same time, they shall continue to serve until new members are elected and take over the work.  b) The number of Board members shall be <b>at least 03 (three) and at most 05 (five) people, of which at least one (01) member must be a Non-executive Board Member.</b>	
2. Composition, standards, and conditions for Board members	2. Composition, standards, and conditions for Board members	
a) Board members must meet the following standards and conditions:	a) Board members must meet the following standards and conditions:	
A Board member of the company may simultaneously be a Board member of other companies.	A Board member of the company may simultaneously be a member of the Board of Directors or the Members' Council of other companies, but in no more than 05 other companies.	To be consistent with the provisions in Article 28 of the Amended Charter.
<b>Chapter VII. IMPLEMENTATION PROVISIONS</b>	<b>Chapter VII IMPLEMENTATION PROVISIONS</b>	
<b>Article 37. Effectiveness</b>	<b>Article 37. Effectiveness</b>	
The Internal Regulations on Corporate Governance of Quang Ninh Cement and Construction Joint Stock Company, consisting of 07 Chapters and <b>20 Articles</b> , were	The Internal Regulations on Corporate Governance of Quang Ninh Cement and Construction Joint Stock Company, consisting of 07 Chapters and <b>37 Articles</b> , were unanimously approved by the General Meeting of	Update Resolution number and date of approval by the GMS



<p>unanimously approved by the General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company under Resolution <b>No. 656/NQ-DHCD dated April 25, 2025</b>. These regulations replace the Internal Regulations on Corporate Governance previously approved under <b>Resolution No. 829/NQ-DHCD dated June 11, 2021</b>, by the <b>2021</b> Annual General Meeting of Shareholders./.</p>	<p>Shareholders of Quang Ninh Cement and Construction Joint Stock Company under Resolution No. <b>/NQ-DHCD dated May 8, 2026</b>. These regulations replace the Internal Regulations on Corporate Governance previously approved under <b>Resolution No. 656/NQ-DHCD dated April 25, 2025</b>, by the <b>2025</b> Annual General Meeting of Shareholders./.</p>	
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Số: 620/QC-HĐQT

Quảng Ninh, May 8<sup>th</sup> 2026

## **INTERNAL REGULATION ON CORPORATE GOVERNANCE**

*Pursuant to the Law on Securities dated November 26, 2019 and its amendments and supplements;*

*Pursuant to the Law on Enterprises dated June 17, 2020 and its amendments and supplements;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter of Quang Ninh Cement and Construction Joint Stock Company.*

*Pursuant to Resolution of the General Meeting of Shareholders No.619/NQ-DHCD dated May 8, 2026;*

The Board of Directors hereby promulgates the Internal Regulation on Corporate Governance of Quang Ninh Cement and Construction Joint Stock Company.

Internal Regulation on Corporate Governance of Quang Ninh Cement and Construction Joint Stock Company includes the following contents:

### **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

a) This Internal Regulation on Corporate Governance stipulates the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director of Quang Ninh Cement and Construction Joint Stock Company; procedures for convening and conducting the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, Supervisory Board, General Director and other activities in accordance with the Company Charter and applicable laws.

b) This Regulation applies to the Company, its shareholders and organizations, individuals related to shareholders, members of the Board of Directors, members of the Supervisory Board, executive officers and related organizations and individuals; and other organizations and individuals having relevant interests in the public company.

#### **Article 2. Interpretation of terms**



The terms below shall be construed as follows:

- a) Corporate governance is a system of principles including:
  - Ensuring a reasonable and effective governance structure;
  - Ensuring effective operation of the Board of Directors and Supervisory Board; enhancing accountability of the Board of Directors with corporate and shareholders;
  - Ensuring shareholders' rights and equal treatment among shareholders;
  - Ensuring the role of investors, the securities market and intermediaries in supporting corporate governance;
  - Respecting and protecting legitimate rights and interests of parties with interests in corporate governance;
  - Ensuring timely, complete, accurate and transparent disclosure of company information; ensuring shareholders have fair access to information.
- b) "Law on Enterprises" means Law No. 59/2020/QH14 on Enterprises, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements;
- c) "Law on Securities" means Law No. 54/2019/QH14 on Securities, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements.
- d) "Corporate/Company" means Quang Ninh Cement and Construction Joint Stock Company.
- e) "Shareholder" means any individual or organization owning at least one share of joint stock company.
- f) "Delegate" means a shareholder or authorized representative of shareholder attending the General Meeting of Shareholders;
- g) "Major shareholder" means a shareholder holding 5% or more of the voting shares of an issuing organization.
- h) "Manager" means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other individuals holding managerial positions as prescribed in the Company's Charter;
- i) "Executive officer" includes General Director, Deputy General Directors, Chief Accountant and others as defined in the Charter;
- j) "Non-executive Board member" (hereinafter referred to as a "non-executive member") means a member of the Board of Directors who is not the General Director, Deputy General Director, or other executive officers as prescribed in the Company's Charter.
- k) "Family members" include: spouse; biological father and mother; adoptive father and mother; father-in-law and mother-in-law (of both husband and wife); biological children and adopted children; son-in-law and daughter-in-law; biological brothers and



sisters; brothers-in-law and sisters-in-law; and the biological brothers and sisters of the spouse.

l) "Related person" means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

## **Chapter II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Section 1. Roles, rights and obligations for General meeting of shareholders**

##### **Article 3. Roles, rights and obligations for General meeting of shareholders.**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.

2. The General Meeting of Shareholders shall have the following rights and obligations:

- a) Approve development orientation of Company;
- b) Decide on the types of shares and the total number of shares of each type authorized to be offered; determine the annual dividend rate for each type of shares;
- c) Elect, dismiss and remove members of the Board of Directors and Supervisors;
- d) Decide on investments or the sale of assets with a value of 51% or more of the total assets as recorded in the Company's most recent financial statements, unless the Company's Charter stipulates a different percentage or value;
- d) Decide on amendments to and supplements of the Company's Charter;
- e) Approve the annual financial statements;
- g) Decide on the repurchase of more than 10% of the total issued shares of each type;
- h) Consider and handle violations committed by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the Company;
- k) Decide on the budget or the total amount of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- l) Approve the Internal Corporate Governance Regulations; the operating regulations of the Board of Directors and the Supervisory Board;
- m) Approve the list of independent auditing firms; decide on the independent auditing firm to examine the Company's operations and dismiss the independent auditor when deemed necessary.

3. Any matters approved under previous Resolutions of the General Meeting of Shareholders that have not yet been implemented must be reported by the Board of Directors to the General Meeting of Shareholders at the nearest annual meeting. In case there are changes to matters falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such matters to the General Meeting of Shareholders for approval at the nearest meeting prior to implementation.

##### **Article 4. Exercise the right to attend the General Meeting of Shareholders.**

Shareholders attending the General Meeting of Shareholders and exercising their voting rights may do so through the following forms:



- a) Attend and vote directly at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting by mail, fax, or email;
- e) Send voting ballots by other means as prescribed in the Company's Charter.

## **Section 2. Procedures and formalities for convening the General Meeting of Shareholders and passing resolutions by direct voting at the General Meeting of Shareholders**

### **Article 5. Convening the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clauses 3 and 4, Article 16 of the Company's Charter.

2. The Annual General Meeting of Shareholders shall be held once a year. It must be convened within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders when necessary, but not exceeding six (06) months from the end of the fiscal year.

3. The Annual General Meeting of Shareholders shall not be conducted in the form of collecting shareholders' written opinions.

4. The person convening the General Meeting of Shareholders must perform the tasks as prescribed in Clause 2, Article 20 of the Company's Charter.

### **Article 6. Preparation of the list of shareholders entitled to attend the meeting**

The person convening the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the Company's shareholder register. Such list shall be made no earlier than ten (10) days prior to the date of sending the first notice of invitation to the General Meeting of Shareholders.

The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality and legal identification number (for individual shareholders); the name, enterprise code or legal identification number and head office address (for organizational shareholders); the number of shares of each class and the number and date of shareholder registration of each shareholder (if any).

**Article 7. Notice of the record date for determining the list of shareholders entitled to attend the General Meeting of Shareholders.**



The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

#### **Article 8. Notice of convening the General Meeting of Shareholders**

The notice of convening the General Meeting of Shareholders shall be made in accordance with the Law on Enterprises and Clause 3, Article 20 of the Company's Charter. Documents for the General Meeting of Shareholders must be published and updated with any amendments or supplements (if any) until the conclusion of the General Meeting of Shareholders.

#### **Article 9. Agenda and contents of the General Meeting**

a) The person convening the General Meeting of Shareholders must prepare the agenda and contents of the meeting.

b) The proposal of matters to be included in the meeting agenda by shareholders shall be carried out in accordance with Clauses 4, 5 and 6 of Article 20 of the Company's Charter.

#### **Article 10. Authorization of a representative to attend the General Meeting of Shareholders.**

Shareholders entitled to attend the General Meeting of Shareholders in accordance with the law may authorize an individual or organization to represent them at the meeting. Such authorization shall be carried out in accordance with Article 18 of the Company's Charter.

#### **Article 11. Method of registration for attending the General Meeting of Shareholders.**

1. Shareholders or their authorized representatives may register to attend the meeting by mail, fax, email, or other electronic means. The method of registration for attending the General Meeting of Shareholders shall be specifically stipulated in the notice of the General Meeting of Shareholders;

2. When attending the meeting, shareholders or their authorized representatives must bring the legally valid identification documents specified in the notice of the General Meeting of Shareholders to verify their status as delegates.

3. Before the opening of the meeting, the Company must carry out the shareholder registration procedure and continue the registration until all shareholders entitled to attend the meeting have completed their registration.

4. During the shareholder registration, the Company shall issue to each shareholder or their authorized representative entitled to vote a voting card and/or voting slips and/or



ballot papers, indicating the registration number, full name of the shareholder or the authorized representative and the number of voting rights or ballots of that shareholder or authorized representative.

5. Shareholders or their authorized representatives who arrive after the meeting has commenced have the right to register immediately and then participate and vote at the General Meeting of Shareholders as soon as they complete their registration. The chairperson is not obliged to suspend the meeting to allow late-arriving delegates to register and the validity of matters already voted on prior to their registration remains unaffected..

#### **Article 12. Conditions for holding the General Meeting of Shareholders**

The General Meeting of Shareholders shall be held when the conditions specified in Article 21 of the Company's Charter are met.

#### **Article 13. Meeting procedures and methods for voting, ballot counting and announcement of voting results**

1. The procedures for conducting the meeting and voting at the General Meeting of Shareholders shall be in accordance with Article 22 of the Company's Charter. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by raising voting cards, casting votes into ballot boxes, or by other methods specified in detail in the Rules for Organizing the General Meeting of Shareholders for each meeting.

2. The General Meeting of Shareholders shall elect the individuals responsible for counting or supervising the counting of votes based on the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders upon the Chairperson's recommendation.

3. When voting by raising voting cards at the General Meeting, the 'For' votes shall be counted first, followed by the 'Against' votes and finally the 'Abstain' votes. In cases where a delegate raises their card more than once among the three voting options, the last card raised shall be considered valid. The total number of 'For', 'Against' and 'Abstain' votes for each issue shall be announced immediately by the Chairperson or the Head of the vote-counting committee upon completion of the vote count.

4. When voting by ballot, shareholders or their authorized representatives shall cast their voting slips into sealed ballot boxes for the vote-counting committee to conduct the counting. The vote-counting committee is responsible for verifying the number of ballots collected against the number of ballots issued and checking the validity of the collected



ballots. The number of 'For', 'Against', 'Abstain' and invalid votes for each agenda item shall be compiled separately and clearly recorded in the vote-counting minutes.

5. Voting for the election of members of the Board of Directors and the Supervisory Board must be conducted in accordance with the methods stipulated in Clause 5, Article 23 of the Company's Charter. The procedures for the election shall be detailed in the election rules at the General Meeting of Shareholders. These ballot papers shall also be cast by shareholders or their authorized representatives into sealed ballot boxes for the vote-counting committee to carry out the counting.

6. The results of the vote count shall be announced by the Chairperson or the Head of the vote-counting committee immediately after the conclusion of the voting or election, or according to the actual progress of the General Meeting.

#### **Article 14. Forms of Adoption of Resolutions of the General Meeting of Shareholders**

The adoption of resolutions of the General Meeting of Shareholders shall be carried out in accordance with Article 23 of the Company's Charter. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting:

- a) Amendments and supplements to the provisions of the Company's Charter;
- b) The company's development orientation;
- c) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total assets recorded in the company's most recent financial statements, except where the Company's Charter stipulates a different ratio or value;
- e) Approval of the annual financial statements;

#### **Article 15. Conditions for Adoption of Resolutions at the General Meeting of Shareholders**

The conditions for a resolution to be adopted at the General Meeting of Shareholders are stipulated in Article 23 of the Company's Charter..

#### **Article 16. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

Requests for the cancellation of resolutions of the General Meeting of Shareholders shall be carried out in accordance with Article 26 of the Company's Charter.

#### **Article 17. Preparation of Resolutions and Minutes of the General Meeting of Shareholders**



The preparation of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with Article 25 of the Company's Charter.

**Article 18. Publication of the Minutes and Resolutions of the General Meeting of Shareholders**

1. Resolutions and minutes of the General Meeting of Shareholders must be fully published on the Company's electronic information portal and the Stock Exchange within twenty-four (24) hours from the time they are approved by the General Meeting of Shareholders, in accordance with the provisions of the Enterprise Law.

2. Resolutions and minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered to attend the meeting and related documents attached to the meeting notice must be kept at the Company's head office.

**Article 19. Effectiveness of Resolutions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date specified in the resolution.

2. A resolution of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares is valid and effective even if the procedure for convening the meeting and adopting the resolution violates the provisions of the Enterprise Law or the Company's Charter;

3. In the event that a shareholder or a group of shareholders requests a court or arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 26 of the Company's Charter, the resolution shall remain effective until the annulment decision by the court or arbitration takes effect, except in cases where temporary emergency measures are applied by the competent authority.

**Section 3. Procedures for the General Meeting of Shareholders to Adopt Resolutions via Online Conference or In-Person Meeting Combined with Electronic Voting**

**Article 20. Procedures for the General Meeting of Shareholders to adopt resolutions through an online conference or an in-person meeting combined with electronic voting**

**1. Convening the General Meeting of Shareholders**

The convening of the General Meeting of Shareholders via online conference or in-person meeting combined with electronic voting shall be conducted in accordance with the provisions of Article 5 of this Regulation.

**2. Preparation of the List of Shareholders Entitled to Attend and Notice of the Meeting**



a) The preparation of the list of shareholders entitled to attend the General Meeting via online conference or in-person meeting combined with electronic voting and the notice of the record date of shareholders entitled to attend, shall be carried out in accordance with Articles 6 and 7 of this Regulation.

b) The notice of convening the General Meeting via online conference or in-person meeting combined with electronic voting shall be made in accordance with Article 8 of this Regulation. The meeting notice must clearly specify the procedures for registering and attending the meeting, either online or in-person combined with electronic voting, the method of electronic voting and provide links to all meeting documents for shareholders' access.

### 3. Procedures for Registering to Attend the General Meeting of Shareholders

Shareholders or their authorized representatives (if any) attending via online conference or in-person meeting combined with electronic voting shall access the electronic voting system to register for the meeting. The Company shall provide each shareholder with a username and corresponding password to access the system. Detailed instructions shall be provided in the meeting notice and in the Rules for Organizing the General Meeting of Shareholders.

### 4. Authorization of Representatives to Attend the General Meeting of Shareholders

Authorization of representatives to attend the General Meeting via online conference or in-person meeting combined with electronic voting shall be carried out in accordance with Article 18 of the Company's Charter and as specified in the meeting notice.

### 5. Conditions for Holding the General Meeting of Shareholders

The online or in-person meeting combined with electronic voting shall be held when the conditions specified in Article 21 of the Company's Charter are satisfied.

### 6. Methods for Voting, Counting and Announcing Voting Results

a) The method of voting at the General Meeting via online conference or in-person meeting combined with electronic voting shall be detailed in the Rules for Organizing the General Meeting of Shareholders for each meeting.

b) Shareholders attending via online conference or in-person meeting combined with electronic voting shall access the electronic voting system provided under Clause 3 of this Article to cast their votes. When shareholders cast electronic votes, the number of "For", "Against" and "Abstain" votes for each agenda item, as well as votes for each candidate in an election, shall be recorded in the electronic voting system.

c) The vote-counting results shall be announced by the Chairperson or Head of the vote-counting committee immediately after the counting is completed.



7. Form and Conditions for Adoption of Resolutions of the General Meeting of Shareholders

a) The form of adopting resolutions shall be in accordance with Article 14 of this Regulation.

b) The conditions for a resolution to be adopted at the General Meeting shall be in accordance with Article 23 of the Company's Charter

8. Preparation of Resolutions and Minutes of the General Meeting of Shareholders

The preparation of resolutions and minutes shall be carried out in accordance with Article 25 of the Company's Charter.

9. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Requests for the cancellation of resolutions shall be made in accordance with Article 26 of the Company's Charter.

10. Publication of Minutes and Resolutions of the General Meeting of Shareholders

The publication of resolutions and minutes of the General Meeting shall be carried out in accordance with Article 18 of this Regulation.

11. Effectiveness of Resolutions of the General Meeting of Shareholders

Resolutions adopted at the General Meeting via online conference or in-person meeting combined with electronic voting through electronic voting shall have the same validity as resolutions adopted at an in-person meeting and shall take effect in accordance with Article 19 of this Regulation.

**Section 4. Procedures for the General Meeting of Shareholders to Adopt Resolutions by Written Consent**

**Article 21. Cases in Which Written Consent May or May Not Be Used**

Except for matters that must be approved by the General Meeting of Shareholders through voting at the meeting, as stipulated in Article 14 of this Regulation, the Board of Directors shall have the right to obtain shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary in the interest of the Company.

**Article 22. Procedures for the General Meeting of Shareholders to Adopt Resolutions by Written Shareholder Consent**

1. Preparation of Documents:

The Board of Directors must prepare the written consent forms, draft resolutions of the General Meeting of Shareholders and explanatory documents regarding the draft resolutions. The Board of Directors must ensure that these documents are sent and



published to shareholders within a reasonable period to allow them to review and vote, in accordance with Clause 3 of this Article.

The written consent forms must include the contents specified in Clause 3, Article 24 of the Company's Charter.

## 2. Notice of Record Date for Shareholders Eligible to Provide Written Consent

The Company shall announce the preparation of the list of shareholders entitled to attend the General Meeting at least twenty (20) days before the record date. The preparation of the shareholder list for sending written consent forms shall comply with Clauses 1 and 2, Article 141 of the Law on Enterprises. The list of shareholders entitled to vote to adopt resolutions by written consent shall be prepared based on the Company's shareholder registration records. The list must be prepared no more than ten (10) days before sending the documents and written consent forms to shareholders. The list of shareholders entitled to vote must include: full name, contact address, nationality and legal identification number for individual shareholders; name, business registration number or legal document number and registered office address for institutional shareholders; types and quantity of shares and shareholder registration number and date for each shareholder.

## 3. Sending Documents and Written Consent Forms to Shareholders

The requirements and methods for sending written consent forms and accompanying documents shall follow the same procedures as the notice of meeting under Clause 3, Article 20 of the Company's Charter.

## 4. Receiving Completed Written Consent Forms from Shareholders

Completed written consent forms must be signed by:

- a) Individual shareholders, or
- b) Legal representatives of institutional shareholders, or
- c) Individuals authorized by shareholders, or
- d) Legal representatives of institutions authorized by shareholders.

Written consent forms may be returned to the Company in the forms specified in Clause 5, Article 24 of the Company's Charter.

## 5. Vote Counting and Preparation of Vote-Counting Minutes

The Board of Directors shall organize vote counting and prepare vote-counting minutes under the observation and supervision of the Supervisory Board or shareholders not holding management positions in the Company. The vote-counting minutes must include the contents specified in Clause 6, Article 24 of the Company's Charter.



Members of the Board of Directors, vote counters and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and shall be jointly liable for any losses arising from decisions adopted due to dishonest or inaccurate vote counting.

#### 6. Conditions for Adoption of Resolutions by Written Shareholder Consent

Resolutions adopted by written shareholder consent must be approved by shareholders representing more than fifty percent (50%) of the total voting shares, except as otherwise provided in Clauses 3 and 5, Article 23 of the Company's Charter and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

#### 7. Announcement of Voting Results

Vote-counting minutes and resolutions must be published on the Company's electronic information portal within twenty-four (24) hours from the completion of vote counting;

#### 8. Request for Cancellation of Resolutions of the General Meeting of Shareholders

Requests for cancellation of resolutions shall be carried out in accordance with Article 26 of the Company's Charter.

#### 9. Retention of Documents

Completed written consent forms, vote-counting minutes, adopted resolutions and related documents accompanying the written consent forms must be kept at the Company's head office.

### **Section 5. Regulations on Certain Reports Required to Be Submitted to the Annual General Meeting of Shareholders**

#### **Article 23. Report on the Activities of the Board of Directors at the Annual General Meeting of Shareholders**

The report on the activities of the Board of Directors submitted to the Annual General Meeting of Shareholders shall comply with Clause 3(c), Article 139 of the Enterprise Law, the Company's Charter and must include the following contents:

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Clause 3, Article 163 of the Enterprise Law and the Company's Charter.

2. Summary of meetings of the Board of Directors and the decisions adopted by the Board of Directors.

3. Reports on transactions between the Company, its subsidiaries, or companies in which the public company holds more than fifty percent (50%) of charter capital and members of the Board of Directors and their related parties; as well as transactions



between the Company and companies in which a member of the Board of Directors is a founding member or a manager within the last three (03) years prior to the transaction.

4. Activities of other subcommittees under the Board of Directors (if any).
5. Results of supervision over the General Director.
6. Results of supervision over other executive officers.
7. Plans for the future.

#### **Article 24. Report on the Activities of the Supervisory Board Submitted to the Annual General Meeting of Shareholders**

The report on the activities of the Supervisory Board submitted to the Annual General Meeting of Shareholders shall comply with points (d) and (d), Clause 3, Article 139 of the Enterprise Law and must include the following contents:

1. Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board in accordance with Article 172 of the Enterprise Law and the Company's Charter.
2. Summary of meetings of the Supervisory Board and the conclusions and recommendations made by the Supervisory Board..
3. Results of supervision over the Company's operations and financial situation.
4. Assessment report on transactions between the Company, its subsidiaries, or companies in which the public company holds more than fifty percent (50%) of charter capital and members of the Board of Directors, the General Director and their related parties; as well as transactions between the Company and companies in which a member of the Board of Directors is a founding member or a manager within the last three (03) years prior to the transaction.
5. Results of supervision over the Board of Directors, the General Director and other executive officers.
6. Assessment of the coordination between the Supervisory Board, the Board of Directors, the General Director and the shareholders.

### **Chapter III BOARD OF DIRECTORS**

#### **Article 25. Roles, Rights and Obligations of the Board of Directors; Responsibilities of members of the Board of Directors**

##### **1. Role of the Board of Directors**

The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and perform the rights and obligations of the Company, except for those rights and obligations under the authority of the General Meeting of Shareholders.

##### **2. Rights and Obligations of the Board of Directors**

The rights and obligations of the Board of Directors are prescribed by law, the



Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- a) Decide on the strategy, medium-term development plan and annual business plan of the Company;
- b) Propose the types of shares and the total number of shares authorized for issuance for each type;
- c) Decide on the sale of unsold shares within the authorized number of shares for each type; decide on additional capital raising in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- d) Decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;
- e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on market development, marketing and technology solutions;
- h) Approve contracts for purchase, sale, borrowing, lending and other transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Company, except for contracts or transactions under the authority of the General Meeting of Shareholders pursuant to Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law;
- j) Contracts, borrowing, lending, or asset sale transactions with a value less than or equal to ten percent (10%) of the total assets recorded in the most recent financial statements between the Company and shareholders holding fifty-one percent (51%) or more of the total voting shares, or their related parties;
- i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, enter into, or terminate contracts with the General Director after approval by the General Meeting of Shareholders; appoint, dismiss, enter into, or terminate contracts with other key managers as stipulated by the Company's Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; authorize representatives to participate in the Board of Members or General Meetings of other companies and decide on their remuneration and other benefits;
- k) Supervise and direct the General Director and other managers in daily business operations of the Company;
- l) Decide on the organizational structure, internal management regulations of the Company, establish subsidiaries, branches, representative offices and capital contribution or purchase of shares in other enterprises;
- m) Approve programs and meeting documents for the General Meeting of Shareholders, convene the meeting, or obtain shareholder opinions for approval of resolutions;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend level; decide on the timing and procedures for dividend payment or handling losses arising during business operations;
- p) Propose reorganization, dissolution of the Company; request the Company's bankruptcy;



q) Decide to promulgate the Board of Directors' Operating Regulations, internal corporate governance regulations after approval by the General Meeting of Shareholders; decide to promulgate the Company's information disclosure regulations;

r) Members of the Board of Directors have full rights under the Securities Law, relevant laws and the Company's Charter, including the right to request the General Director, Deputy General Directors and other managers to provide information and documents on the financial status and business operations of the Company and its units;

s) Decide on investment or disposal of assets with a value from thirty-four percent (34%) to under thirty-five percent (35%) of total assets recorded in the most recent financial statements of the Company.

t) Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other relevant laws and the Company's Charter.

The Board of Directors must report to the General Meeting of Shareholders on its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

### **3. Responsibilities of Members of the Board of Directors**

Members of the Board of Directors have obligations under the Company's Charter and the following responsibilities:

a) Perform their duties honestly and diligently for the highest benefit of the shareholders and the Company;

b) Attend all meetings of the Board of Directors and provide opinions on the issues discussed;

c) Timely and fully report to the Board of Directors on remuneration received from subsidiaries, associates and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of charter capital and members of the Board of Directors and their related parties; as well as transactions between the Company and companies in which a member of the Board of Directors is a founding member or manager within the last three (03) years prior to the transaction;

d) Comply with information disclosure requirements when executing transactions involving the Company's shares in accordance with the law.

e) Independent members of the Board of Directors of listed companies must prepare reports evaluating the activities of the Board of Directors.

### **Article 26. Nomination, Candidacy, Election, Dismissal and Removal of Members of the Board of Directors**

#### **1. Term and Number of Members of the Board of Directors**

a) The term of office for members of the Board of Directors is five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors complete their term simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected and take over the responsibilities.



b) The number of members of the Company's Board of Directors shall be at least three (03) and at most five (05), including at least one (01) non-executive member

## **2. Structure, Standards and Conditions of Members of the Board of Directors**

a) Members of the Board of Directors must meet the following standards and conditions:

- Must not fall under the subjects specified in Clause 2, Article 17 of the Enterprise Law;

- Must have professional qualifications and experience in business management or in the field, industry, or business sector of the company and it is not required to be a shareholder of the company;

- A member of the Board of Directors may simultaneously be a member of the Board of Directors or Board of Members of other companies, but no more than five (05) other companies;

- Must not have a familial relationship with the General Director or other managers of the company, or with managers or those authorized to appoint managers of the parent company.

b) Standards and conditions for independent members of the Board of Directors

Unless otherwise prescribed by securities law, independent members of the Board of Directors under Point b, Clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

- Must not be currently working for the company, its parent company, or subsidiaries; must not have worked for the company, its parent company, or subsidiaries for at least three (03) consecutive years prior;

- Must not receive salary or remuneration from the company, except for allowances entitled under regulations

- Must not have a spouse, father, adoptive father, mother, adoptive mother, child, adopted child, sibling who is a major shareholder of the company; nor be a manager of the company or its subsidiaries;

- Must not directly or indirectly own at least one percent (1%) of the total voting shares of the company;

- Must not have been a member of the Board of Directors or Supervisory Board of the company for at least five (05) consecutive years prior, except in the case of continuous appointment for two consecutive terms.

## **3. Nomination and Candidacy of Members of the Board of Directors**

a) If candidates for the Board of Directors are identified, the Company must publish information about such candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Each candidate must provide a written commitment certifying the accuracy and truthfulness of the personal information disclosed and pledge to perform duties honestly, diligently and in the best interests of the Company if elected. Information disclosed about candidates shall include:

- Full name, date of birth;
- Professional qualifications;



- Work history;
- Other management positions (including positions on boards of other companies);
- Interests related to the Company and its related parties;
- Other information (if any) as prescribed in the Company's Charter;
- Public companies must disclose information about other companies in which the candidate holds Board of Directors positions, other management roles and related interests (if any).

b) Shareholders or shareholder groups holding at least ten percent (10%) of the total common shares have the right to nominate candidates for the Board of Directors under the Enterprise Law and the Company's Charter

c) If the total number of candidates nominated and self-nominated is still insufficient to meet the required number under Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall propose additional candidates or organize nominations according to the Company's Charter, internal corporate governance regulations and the Board of Directors' Operating Regulations. Any additional candidates proposed by the incumbent Board must be clearly announced before the General Meeting of Shareholders votes on the election of members of the Board of Directors in accordance with the law.

d) Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Enterprise Law and the Company's Charter.

#### **4. Method of Election of Members of the Board of Directors**

Members of the Board of Directors are elected by the General Meeting of Shareholders using the cumulative voting method. Under this method, each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected and the shareholder may allocate all or part of their votes to one or several candidates. Candidates are elected in descending order of the number of votes received until the number of members stipulated in the Company's Charter is met. In the event of a tie for the last position among two or more candidates, a re-election will be conducted among the tied candidates, or selection will follow criteria stipulated in the election regulations or Company Charter.

#### **5. Cases of Dismissal, Removal and Addition of Members of the Board of Directors**

a) The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

- Fails to meet the standards and conditions under Article 155 of the Enterprise Law;
- Submits a resignation that is accepted;
- Other cases prescribed in the Company's Charter.

b) The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

- Does not participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- Other cases prescribed in the Company's Charter.



## **6. Announcement of Election, Dismissal and Removal of Members of the Board of Directors**

The election, dismissal and removal of members of the Board of Directors must be publicly announced in accordance with the law on information disclosure in the securities market.

### **7. Method of Introducing Candidates for the Board of Directors**

a) If candidates have been identified, the Company must publish information about such candidates at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Each candidate must provide a written commitment certifying the accuracy and truthfulness of the personal information disclosed and pledge to perform duties honestly, diligently and in the best interests of the Company if elected. Information disclosed about candidates shall include:

- Full name, date of birth;
- Professional qualifications;
- Work history;
- Other management positions (including positions on boards of other companies);
- Interests related to the Company and its related parties;
- Other information (if any) as prescribed in the Company's Charter;
- Public companies must disclose information about other companies in which the candidate holds Board of Directors positions, other management roles and related interests (if any).

b) Shareholders or shareholder groups holding at least ten percent (10%) of the total common shares have the right to nominate candidates for the Board of Directors under the Enterprise Law and the Company's Charter.

c) If the total number of candidates nominated and self-nominated is still insufficient to meet the required number under Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall propose additional candidates or organize nominations according to the Company's Charter, internal corporate governance regulations and the Board of Directors' Operating Regulations. Any additional candidates proposed by the incumbent Board must be clearly announced before the General Meeting of Shareholders votes on the election of members of the Board of Directors in accordance with the law.

d) Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Enterprise Law and the Company's Charter.

### **8. Election, Removal and Dismissal of the Chairman of the Board of Directors.**

a) The Chairman of the Board of Directors is elected, removed, or dismissed by the Board of Directors from among its members.

b) The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the Board's election. This meeting is convened and chaired by the member with the highest number of votes or vote percentage. If there are multiple members with the same



highest number of votes or vote percentage, the members shall vote by majority to select one (01) person to convene the Board meeting.

#### **Article 27. Remuneration and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the Company's business results and performance.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to perform the duties of a member of the Board of Directors and the daily rate of remuneration. The Board of Directors shall propose the remuneration for each member on the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be recorded as part of the Company's business expenses under the law on corporate income tax, presented as a separate item in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions, or who serve on committees (if any) of the Board of Directors, or who perform tasks beyond the usual duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all reasonable travel, accommodation and other expenses incurred while performing their responsibilities as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees (if any) of the Board.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of Board members arising from violations of the law or the Company's Charter

#### **Article 28. Procedures and process for organizing Board of Directors meetings**

##### **1. Minimum number of meetings per month/quarter/year**

The Board of Directors must meet at least once per quarter and may hold extraordinary meetings as necessary.

##### **2. Cases requiring the convening of an extraordinary Board meeting**

The Chairman of the Board shall convene a Board meeting in the following cases:

a) Upon the request of the Supervisory Board or independent members of the Board of Directors;

b) Upon the request of the General Director or at least five (5) other managers;

c) Upon the request of at least two (2) members of the Board of Directors;

##### **3. Notice of Board meetings**

a) The Chairman of the Board or the person convening the Board meeting must



send the meeting notice no later than three (3) working days before the meeting date. The notice must specify the time and location of the meeting, agenda and issues to be discussed and decided. The notice must be accompanied by the meeting materials and members' voting ballots.

The notice of the Board meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated in the Company's Charter and must ensure delivery to the registered contact address of each Board member.

b) The Chairman or convener must send the notice and accompanying materials to members of the Supervisory Board in the same manner as for Board members.

#### **4. Right of Supervisory Board members to attend Board meetings**

Members of the Supervisory Board have the right to attend Board meetings; they may participate in discussions but do not have voting rights.

#### **5. Conditions for organizing Board meetings**

A Board meeting is valid if at least three-fourths (3/4) of the total members attend. If a meeting convened under this provision does not have enough members, a second meeting may be convened within seven (07) days from the original date. In this case, the meeting is valid if more than half of the Board members attend.

#### **6. Voting methods**

A Board member is considered present and entitled to vote in the following cases

- a) Attending and voting directly at the meeting;
  - Authorizing another person to attend and vote according to Article 34 of the Company's Charter;
- b) Attending and voting via online conference, electronic voting, or other electronic means;
- c) Sending a voting ballot to the meeting by mail, fax, or email;
- d) Sending a voting ballot by other methods prescribed in the Company's Charter.
- d) When sending voting ballots by mail, ballots must be placed in a sealed envelope and delivered to the Chairman of the Board no later than one (01) hour before the meeting starts. Ballots may only be opened in the presence of all attendees.

#### **7. Adoption of Board resolutions**

Resolutions and decisions of the Board are adopted if approved by the majority of attending members; in the case of a tie, the final decision belongs to the Chairman of the Board.

#### **8. Authorization for another person to attend Board meetings**

A Board member may authorize another person to attend and vote at the Board meeting if approved by the majority of the Board members.

#### **9. Preparation of minutes of Board meetings**

a) All Board meetings must have minutes recorded and may also be audio-recorded or stored electronically. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following main contents:

- Name, headquarters address and business registration code of the Company;
- Time and location of the meeting;
- Purpose, agenda and content of the meeting;



- Full names of attending members or authorized representatives and method of attendance; full names of non-attending members and reasons;
- Issues discussed and voted on;
- Summary of each member's statements in order of meeting proceedings;
- Voting results, including members who for, against, or abstained;
- Issues adopted and corresponding voting ratios;
- Names and signatures of the Chairperson and the secretary.

b) The Chairperson, secretary and those signing the minutes are responsible for the accuracy and truthfulness of the minutes.

c) Minutes and materials used in the meeting must be kept at the Company's headquarters.

d) Minutes in Vietnamese and (if applicable) in a foreign language have the same legal validity. In case of discrepancies, the Vietnamese version prevails.

#### **10. Cases where the Chairperson and/or secretary refuse to sign the minutes**

If the Chairperson or secretary refuses to sign the minutes but all other attending Board members approve the minutes and it contains all required content, the minutes are valid. The minutes must record that the Chairperson or secretary refused to sign. Those signing the minutes are jointly responsible for the accuracy and truthfulness of the content. The Chairperson and secretary are personally liable for any losses incurred by the Company due to refusal to sign the minutes under the Law on Enterprises, the Company's Charter and relevant laws.

#### **11. Notification of Board resolutions and decisions.**

Resolutions and decisions of the Board must be notified to relevant parties in accordance with the Company's Charter.

#### **Article 29. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be responsible for development policy, human resources, remuneration, internal audit and risk management. The number of members of each sub-committee is decided by the Board of Directors, with a minimum of three (3) members, including Board members and external members. Independent Board members/non-executive Board members should constitute the majority of the sub-committee and one of these members shall be appointed as the Head of the sub-committee by the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board. Resolutions of the sub-committee are valid only when approved by the majority of members present and voting at the sub-committee meeting.

2. The execution of decisions of the Board or its sub-committees must comply with current laws and the provisions of the Company's Charter and the internal corporate governance regulations.

3. The establishment and operation of sub-committees under the Board of Directors shall include the following main contents:

- a) Roles, responsibilities and authority of the sub-committees and of each member within the sub-committee;
- b) Nomination, candidacy, election, dismissal and removal of members of the



sub-committees:

- Term, number, standards and composition of the Board sub-committees;
- Procedures for election, candidacy, dismissal and removal of sub-committee members.

c) Activities of the Board sub-committees.

**Article 30. Selection, appointment and dismissal of the company secretary/person responsible for Corporate Governance**

**1. Standards of the Person Responsible for Corporate Governance**

The person responsible for corporate governance shall not simultaneously work for an approved audit organization currently conducting the audit of the Company's financial statements.

**2. Appointment of the Person Responsible for Corporate Governance**

The Board of Directors of the Company must appoint at least one (01) person responsible for corporate governance to support the Company's governance activities. The person responsible for corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

**3. Cases for dismissal of the Person Responsible for Corporate Governance**

The individual serving as the person responsible for corporate governance shall be dismissed in the following cases:

- a) Restricted civil act capacity; loss of civil act capacity; or difficulty in cognition or controlling behavior;
- b) Being subject to criminal prosecution, detained, serving a prison sentence, undergoing compulsory administrative measures at a rehabilitation center or compulsory educational institution, or prohibited by a court from holding a position, practicing a profession, or performing certain work;
- c) Submitting a resignation request as the person responsible for corporate governance;
- d) Other cases decided by the Board of Directors of the Company.

**4. Notification of appointment and dismissal**

The appointment or dismissal of the person responsible for corporate governance must be notified to relevant parties in accordance with the Company's Charter.

**5. Rights and obligations of the Person Responsible for Corporate Governance**

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) Advise on the procedures of the meetings;
- d) Attend meetings;
- đ) Advise on drafting resolutions of the Board of Directors in compliance with legal regulations;



- e) Provide financial information, copies of Board meeting minutes and other information to members of the Board of Directors and the Supervisory Board;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Serve as the primary contact with interested parties;
- i) Maintain confidentiality of information in accordance with the law and the Company's Charter;
- k) Other rights and obligations in accordance with legal regulations and the Company's Charter.

## **Chapter IV**

### **SUPERVISORY BOARD**

#### **Article 31. Role, Rights and Obligations of the Supervisory Board; Responsibilities of Members of the Supervisory Board**

The Supervisory Board shall have the rights and obligations as prescribed under Article 170 of the Enterprise Law and the following specific rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to conduct audits of the Company's financial statements; decide on the organization of approved audits to inspect the Company's operations; and dismiss approved auditors when deemed necessary.
2. Be responsible to the shareholders for the Supervisory Board's monitoring activities.
3. Supervise the Company's financial situation and ensure compliance with laws by members of the Board of Directors, the Chief Executive Officer and other managers.
4. Ensure coordination of activities with the Board of Directors, the Chief Executive Officer and shareholders.
5. In case of detecting violations of the law or the Company's Charter by members of the Board of Directors, the Chief Executive Officer, or other executive managers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violators to cease the violation and propose remedial measures.
6. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of certain provisions of the Securities Law.
8. Have the right to access the Company's records and documents maintained at the head office, branches and other locations; and the right to visit the workplaces of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the Chief Executive Officer and other managers to provide full, accurate and timely information and documents regarding management, administration and business operations of the Company.
10. Exercise other rights and perform other obligations as prescribed by law and



the Company's Charter.

## **Article 32. Term, Number, Composition and Structure of the Supervisory Board Members**

### **1. Term, Number, Composition and Structure of the Supervisory Board Members**

The Company's Supervisory Board shall consist of three (03) members. The term of a Supervisory Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

### **2. Standards and Conditions for Supervisory Board Members**

Members of the Supervisory Board must meet the standards and conditions prescribed under Article 169 of the Enterprise Law and must not fall under the following cases:

- a) Working in the Company's accounting or finance department;
- b) Being a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements within the previous three (03) consecutive years.

### **3. Nomination and Candidacy of Supervisory Board Members;**

a) The nomination and candidacy of Supervisory Board members shall be conducted similarly to the procedures for nomination and candidacy of Board of Directors members.

b) If the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the Company's Charter, internal corporate governance regulations and the Supervisory Board's operating regulations. Such additional nominations must be publicly disclosed before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with the law.

### **4. Election of Supervisory Board Members**

Members of the Supervisory Board shall be elected by the General Meeting of Shareholders using the cumulative voting method, whereby each shareholder has a total number of votes equivalent to the total number of shares owned multiplied by the number of members to be elected and the shareholder may allocate all or part of their votes to one or several candidates. The elected members of the Supervisory Board are determined from the highest number of votes downward until the required number of members as specified in the Company's Charter is reached. In the event that two or more candidates receive an equal number of votes for the last seat, a re-election shall be held among the candidates with equal votes, or the selection shall follow criteria prescribed in the election regulations or the Company's Charter.

### **5. Cases of Dismissal or Removal of Supervisory Board Members**

- a) A member of the Supervisory Board shall be dismissed in the following cases:
  - No longer meeting the standards and conditions to serve as a member of the Supervisory Board under clause 2 of this Article;
  - Submitting a resignation letter which is accepted;



- Other cases as provided in the Company's Charter.
- b) A member of the Supervisory Board shall be removed in the following cases:
  - Failing to complete assigned tasks or duties;
  - Failing to exercise rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - Committing multiple or serious violations of obligations as a Supervisory Board member under the Enterprise Law and the Company's Charter;
  - Other cases as decided by the General Meeting of Shareholders.

#### **6. Notification of Election, Dismissal, or Removal of Supervisory Board Members**

The election, dismissal, or removal of Supervisory Board members must be notified to relevant parties in accordance with the Company's Charter.

#### **7. Salary and Other Benefits of Supervisory Board Members.**

The salaries, remuneration, bonuses and other benefits of the members of the Supervisory Board shall be implemented as follows:

a) Members of the Supervisory Board shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.

b) Members of the Supervisory Board shall be reimbursed for reasonable expenses for accommodation, travel and independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

c) The salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations and must be presented as a separate item in the Company's annual financial statements.

### **Chapter V GENERAL DIRECTOR**

#### **Article 33. Role, Responsibilities, Rights and Obligations of the General Director**

1. The General Director shall be responsible for the day-to-day management of the Company's business operations; shall operate under the supervision of the Board of Directors; and shall be accountable to the Board of Directors and the law for the exercise of delegated rights and obligations.

2. The General Director shall have the following rights and obligations:

a) Decide on matters related to the Company's daily business operations that do not fall within the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the execution of the Company's business plans and investment schemes;



d) Propose plans regarding the organizational structure and internal management regulations of the Company;

d) Appoint, dismiss, or remove management positions within the Company, except for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees of the Company, including managers whose appointment falls under the authority of the General Director;

g) Recruit employees;

h) Propose plans for dividend distribution or handling business losses;

i) Exercise other rights and perform other obligations in accordance with applicable law, the Company's Charter and resolutions or decisions of the Board of Directors.

#### **Article 34. Appointment, Dismissal, Contracting and Termination of the General Director**

1. The Board of Directors shall appoint a member of the Board of Directors or hire another person as the General Director after approval by the General Meeting of Shareholders.

2. The General Director is responsible for the day-to-day management of the Company's business operations; shall operate under the supervision of the Board of Directors; and shall be accountable to the Board of Directors and the law for the exercise of delegated rights and obligations.

3. The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.

4. The General Director shall have the following rights and obligations:

a) Decide on matters related to the Company's daily business operations that do not fall within the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the execution of the Company's business plans and investment schemes;

d) Propose plans regarding the organizational structure and internal management regulations of the Company;

d) Appoint, dismiss, or remove management positions within the Company, except for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees of the Company, including managers whose appointment falls under the authority of the General Director;

g) Recruit employees;

h) Propose plans for dividend distribution or handling business losses;

i) Exercise other rights and perform other obligations in accordance with applicable law, the Company's Charter and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if a majority of the Board members with voting rights at the meeting approve such dismissal and may appoint a new General Director to replace the dismissed General Director after approval



by the General Meeting of Shareholders.

## **Chapter VI OTHER ACTIVITIES**

### **Article 35. Coordination of Activities among the Board of Directors, Supervisory Board and Chief Executive Officer**

1. Procedures for convening, notifying, recording minutes and reporting meeting outcomes among the Board of Directors, Supervisory Board and CEO:

Meetings attended by the Board of Directors, Supervisory Board and CEO shall be held regularly, at least once per quarter.

a) The Chairman of the Board of Directors shall organize the agenda, meeting content and send invitations to the Supervisory Board and the CEO.

b) Meeting notices, together with related documents, must be sent to members at least 5 working days prior to the meeting date.

c) For matters decided during the meeting, the Supervisory Board and the CEO have the right to discuss but do not have voting rights.

2. Notification of resolutions and decisions of the Board of Directors to the Supervisory Board:

The Board of Directors is responsible for notifying the members of the Supervisory Board of the resolutions and decisions of the Board in accordance with the Company's Charter.

3. Notification of resolutions and decisions of the Board of Directors to the CEO

The Board of Directors shall notify the Company's CEO of its resolutions and decisions in accordance with the Company's Charter.

4. Cases where the CEO and Supervisory Board propose convening Board meetings and matters requiring Board approval.

a) When a violation of Article 160 of the Law on Enterprises by a member of the Board of Directors or the CEO is detected, the Supervisory Board must immediately notify the Board in writing, require the violator to cease the violation and propose remedial measures.

b) The CEO may request a Board meeting to seek approval for business or investment policies within the Board's authority.

5. CEO reporting to the Board of Directors on performance of duties and authority

The CEO shall report quarterly to the Board of Directors on the execution of assigned duties, including detailed analysis of business performance in each area and the achievement rate compared to plans assigned by the General Meeting of Shareholders and the Board of Directors.

6. Evaluation of implementation of Board resolutions and other delegated matters to the CEO

a) The Board of Directors shall apply self-criticism and mutual evaluation methods



within the Company, enabling the CEO to recognize strengths and weaknesses and improve management.

b) Evaluation shall cover the process of executing assigned duties, responsibility, results and completion level of tasks.

7. Matters the CEO must report and provide information on and notification procedures to the Board and Supervisory Board

a) Propose the number and types of management and executive positions to be recruited for Board approval of appointments or removals.

b) Consult with the Board to decide on workforce size, salaries, allowances, benefits, appointment, removal and other terms of employment contracts.

c) Propose measures to improve company operations and management.

d) Report to the Board on the Company's business results.

d) Submit detailed business plans for the next financial year to the Board for approval.

e) Annual budget (including projected balance sheet, profit and loss statement and cash flow statement) must be submitted to the Board for approval.

g) Other matters in accordance with the law and the Company's Charter.

8. Coordination of control, management and supervision among the Board, Supervisory Board and CEO.

a) The Board of Directors supervises the activities of the CEO through participation in briefing meetings and periodic reports on business operations and financial status. The Supervisory Board may be invited to attend such meetings to provide observations and recommendations on the Company's financial situation.

b) Annually, the Supervisory Board shall organize at least two periodic meetings to monitor the Company's financial situation. The CEO is responsible for providing complete records and supporting the Supervisory Board in performing their duties

### **Article 36. Annual Evaluation Regulations on Reward and Discipline for Members of the Board of Directors, Members of the Supervisory Board, CEO and Other Company Executives**

#### **1. Rewards**

a) At the Annual General Meeting of Shareholders, the Board of Directors shall submit a proposal for the General Meeting's approval regarding the percentage (%) to be allocated from post-tax profits exceeding the plan for rewarding members of the Board of Directors and the Supervisory Board.

b) In cases where the Company achieves the plan set by the General Meeting of Shareholders, the Board of Directors shall prepare a proposal for the General Meeting to approve the corresponding bonus amount for rewarding the Company's Executives.

#### **2. Discipline:**

a) Pursuant to the Law on Enterprises and the Company's Charter, the Board of Directors shall review the status of members of the Board, the Executive Board and other managers to decide on disciplinary measures for each case of violation. Depending on



the severity of the violation, disciplinary measures may include warnings, reprimands, or removal from office.

b) Pursuant to the Law on Enterprises and the Company's Charter, the Supervisory Board shall review the status of its members to decide on disciplinary measures for each case of violation. Depending on the severity of the violation, disciplinary measures may include warnings, reprimands, or removal from office.

## **Chapter VII ENFORCEMENT**

### **Article 37. Effectiveness**

The internal governance regulations of Quang Ninh Cement and Construction Joint Stock Company, comprising 07 Chapters and 37 Articles, were unanimously approved by the General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company in Resolution No. 619/NQ-ĐHCD dated May 8, 2026, replacing the previous internal governance regulations approved in Resolution No. 656/NQ-ĐHCD dated April 25, 2025 of the Annual General Meeting of Shareholders 2025./

#### **Recipients:**

- As above;
- Board of Directors, Supervisory Board;
- CEO; Deputy CEOs;
- Archives: Office.

**ON BEHALF OF THE BOARD OF**

**DIRECTORS  
CHAIRMAN**



**Do Hoang Phuc**



No: 621/QC-HĐQT

Quang Ninh, 8<sup>th</sup> May 2026

**OPERATING REGULATIONS OF THE BOARD OF DIRECTORS  
QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**  
*(Promulgated with Resolution No 619/NQ-ĐHCD, dated May, 08 2026)*

**Chapter I: GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

These Regulations govern the organizational structure, operating principles, powers, functions, and duties of the Board of Directors (BOD) and its members to ensure compliance with the Company's Charter and current legal provisions.

These Regulations apply to all members of the Board of Directors of Quang Ninh Cement and Construction Joint Stock Company.

**Article 2. Legal Liability of the Board of Directors**

In performing its functions, rights, and obligations, the Board of Directors shall comply with the law, the Company's Charter, and Resolutions of the General Meeting of Shareholders (GMS), and shall be held liable in accordance with the Law on Enterprises.

**Article 3. Operating Principles of the Board of Directors**

The Board of Directors works on the principle of collectivism. Board members are personally responsible for their assigned tasks and are collectively responsible to the GMS and the law for the Board's resolutions and decisions regarding the company's development.

The Board of Directors assigns the General Director the responsibility of organizing and managing the implementation of the Board's resolutions and decision

**Chapter II: MEMBERS OF THE BOARD OF DIRECTORS**

**Article 4. Rights and Responsibilities of Board Members**

Board members have full rights and responsibilities as prescribed in Article 25 of the Internal Regulations on Corporate Governance, the Company Charter, and current law.

**Article 5. Term and Number of Board Members**

1. The Board shall consist of at least three (03) and at most five (05) members.
2. There must be at least one (01) non-executive Board member.
3. The term of a Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. If all members end their terms simultaneously, they shall continue as members until new members are elected and take over, unless the Charter provides otherwise.

**Article 6. Right to be provided with Information**

1. Board members have the right to request the General Director, Deputy General Directors, and managers of units to provide information and documents regarding the financial and business status of the company and its units.
2. Managers are required to provide information and documents promptly, fully, and accurately upon the request of Board members. The order and procedures for requesting and providing information shall be regulated by the Company's Charter.

**Article 7. Standards and Conditions for Board Members**





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1. Members must meet the criteria in Clause 1, Article 155 of the Law on Enterprises, the Charter, and Internal Corporate Governance Regulations.
  - a. Must have full civil act capacity and not be prohibited from managing an enterprise.
  - b. Must have professional qualifications and experience in business administration.
  - c. A Board member may concurrently serve on the Board of Directors/Members of no more than five (05) other companies.
2. Non-executive members are those who are not the General Director, Deputy General Director, Chief Accountant, or other executives as defined by the Charter.

**Article 8. Chairman of the Board of Directors**

1. The Chairman is elected, dismissed, or removed by the Board from among its members.
2. The Chairman shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Elaborating programs and operation plans of the Board of Directors.
  - b. Preparing the agenda, content, and documents for meetings; convening and presiding over meetings of the Board of Directors.
  - c. Organizing the adoption of resolutions and decisions of the Board of Directors.
  - d. Supervising the implementation of the Board of Directors' resolutions and decisions.
  - e. Presiding over the General Meeting of Shareholders.
  - f. Other rights and obligations prescribed by law and the Company's Charter.
4. In case the Chairman is absent or unable to perform his/her duties, he/she must authorize another member in writing to perform the Chairman's rights and obligations according to the principles prescribed in the Company's Charter. In cases where there is no authorized person or the Chairman is deceased, missing, detained, serving an imprisonment sentence, subject to administrative handling measures at compulsory detoxification or educational establishments, absconding from their residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is banned by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one person among them to hold the position of Chairman of the Board of Directors based on the majority rule until a new decision is made by the Board.
5. When deemed necessary, the Board of Directors shall decide to recruit a Company Secretary to support the Board and the Chairman in performing obligations within their competence as prescribed by law and the Company's Charter. The Company Secretary has the following rights and obligations:
  - a. Supporting the organization of convening the General Meeting of Shareholders and Board of Directors meetings; recording meeting minutes.
  - b. Assisting Board members in performing their assigned rights and obligations.
  - c. Assisting the Board of Directors in applying and implementing corporate governance principles.
  - d. Assisting the company in building shareholder relations and protecting the legal rights and interests of shareholders.
  - e. Assisting the company in complying with information provision, information disclosure obligations, and administrative procedures.





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6. The Chairman of the Board of Directors may be dismissed or removed by a decision of the Board of Directors. In case the Chairman resigns or is dismissed/removed, the Board of Directors must elect a replacement within 10 (ten) days.

**Article 9. Dismissal, Removal, and Addition of Board Members**

1. Members of the Board of Directors shall be dismissed or removed according to a Resolution of the General Meeting of Shareholders. The dismissal and removal of Board members are regulated by Article 26 of the Company's Internal Regulations on Corporate Governance, the Company's Charter, and the Law on Enterprises.
2. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following cases:
  - a. The number of remaining Board members is less than the minimum number required by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of members becomes insufficient.
  - b. The number of Board members is reduced by more than one-third ( $1/3$ ) of the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third.
  - c. Except for the cases above, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

**Article 10. Methods for Election, Removal, and Dismissal of Board Members**

1. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
2. If the number of candidates through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed in the Company's Internal Regulations on Corporate Governance. This nomination mechanism or method must be clearly announced and approved by the General Meeting of Shareholders before proceeding.
3. Unless otherwise regulated by the Company's Charter, the election of Board members must be conducted via cumulative voting. Under this method, each shareholder has a total number of votes corresponding to their total number of shares multiplied by the number of members to be elected, and shareholders have the right to cast all or part of their votes for one or several candidates. Successful candidates are determined based on the number of votes from high to low, starting from the candidate with the highest votes until the required number of members is reached. If two or more candidates receive equal votes for the final position, a re-election shall be held among them or a selection will be made based on the election regulation criteria.

**Article 11. Notification of Election, Removal, and Dismissal of Board Members**

1. If candidates are identified in advance, information related to them must be included in the General Meeting of Shareholders documents and published at least ten (10) days before the opening date of the meeting on the Company's website. Candidates must provide a written commitment regarding the honesty, accuracy, and reasonableness of their disclosed





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personal information and pledge to perform their duties honestly if elected. The minimum information to be disclosed includes:

- a. Full name, date of birth.
  - b. Professional qualifications.
  - c. Work history.
  - d. Other companies where the candidate holds Board memberships or management positions.
  - e. An assessment report on the candidate's contribution to the Company (if they are a current Board member).
  - f. Interests related to the Company (if any).
  - g. Name of the nominating shareholder or group of shareholders (if any).
  - h. The Company is responsible for disclosing information regarding other companies where the candidate holds positions and any related interests.
  - i. Other information (if any).
2. The election, appointment, removal, and dismissal of Board members must be disclosed in accordance with the laws on securities and the stock market.

### **Chapter III: THE BOARD OF DIRECTORS**

#### **Article 12. Powers and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the company, having full authority in the name of the company to decide and exercise the company's rights and obligations that do not fall under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the rights and obligations prescribed in Article 31 of the Company's Charter and Article 25 of the Internal Regulations on Corporate Governance.
3. The Board of Directors passes decisions by voting at meetings, obtaining written opinions, or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one vote.
4. In performing its functions, rights, and obligations, the Board of Directors shall comply with the law, the Company's Charter, and resolutions of the General Meeting of Shareholders. In the event that a resolution passed by the Board of Directors is contrary to the law, the Company's Charter, or a resolution of the General Meeting of Shareholders and causes damage to the company, the members who voted in favor of such resolution shall be jointly and personally liable and must compensate the company; members who opposed the resolution shall be exempt from liability. In this case, shareholders owning shares of the company have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution.

#### **Article 13. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts**

1. Decide on investments, purchases, or sales of assets valued from 34% to less than 35% of the total asset value recorded in the company's latest financial statements.
2. Approve contracts and transactions valued at less than 35% of the company's total asset value, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction being less than 35% of the total asset value in the latest financial statements, between the company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises.





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In this case, the company representative signing the contract must notify the Board members of the related parties regarding that contract or transaction, accompanied by the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Charter provides otherwise; members with related interests shall not have the right to vote.

3. Approve loan contracts, lending contracts, and asset sale transactions valued at 10% or less of the total asset value in the latest financial statements between the company and shareholders owning 51% or more of the total voting shares or their related persons.
4. Approve loan contracts, lending contracts, and other contracts/transactions valued at 35% or more of the total asset value in the latest financial statements, except for transactions specified in Points r and s, Clause 3, Article 17 of the Company's Charter.

**Article 14. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the interests of the Company;
  - b. The quarterly, semi-annual, or annual audited financial reports reflect that half of the equity has been lost (1/2 compared to the beginning of the period);
  - c. The number of members of the Board of Directors or Supervisory Board is less than the minimum required by law, or the number of Board members is reduced by more than 1/3 compared to the Charter. In this case, the meeting must be convened within 60 days from the date the number of members was reduced by more than 1/3;
  - d. Shareholders or groups of shareholders as prescribed in Clause 3, Article 14 of the Charter request a meeting in writing, stating the reason and purpose;
  - e. Upon request of the Supervisory Board, when there are grounds to believe that Board members or executives have seriously breached their obligations under Article 165 of the Law on Enterprises or the Board is acting ultra vires (beyond its authority);
  - f. Other cases as prescribed by law and the Company's Charter.
2. The Board of Directors must convene the meeting within thirty (30) days if the number of members falls below the legal minimum or upon receiving requests as specified in points (d) and (e) above.
3. If the Board of Directors fails to convene the meeting as regulated, the Chairman and Board members shall be legally liable and must compensate for any damages arising to the company.
4. The convener of the General Meeting of Shareholders must perform the following duties:
  - a. Establish a list of eligible shareholders (no earlier than 10 days before the notice); disclose information about the list at least 20 days before the final registration date;
  - b. Provide information and resolve complaints related to the shareholder list.
  - c. Prepare the agenda and content of the meeting;
  - d. Prepare meeting documents and draft resolutions;





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- e. Draft resolutions of the General Meeting of Shareholders based on the proposed agenda; the list and detailed information of candidates in the event of electing members of the Board of Directors and the Supervisory Board;
- f. Determine the time and venue;
- g. Send meeting invitations to all eligible shareholders;
- h. Other tasks serving the meeting.

**Article 15. Sub-committees Assisting the Board of Directors**

From time to time, the Board of Directors may establish or dissolve sub-committees to assist the Board in accordance with Article 35 of the Company's Charter and Article 29 of the Internal Regulations on Corporate Governance.

**Chapter IV: BOARD MEETINGS**

**Article 16. Meetings of the Board of Directors**

Meetings of the Board of Directors are specifically regulated in Article 34 of the Company's Charter and shall comply with current legal provisions.

**Article 17. Minutes of Board of Directors Meetings**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following main contents:
  - a. Name, head office address, and enterprise code;
  - b. Time and venue of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Full names of each attending member or their authorized representatives and the method of attendance; full names of members not attending and the reasons for their absence;
  - e. Issues discussed and voted on at the meeting;
  - f. A summary of the opinions expressed by each attending member in chronological order of the meeting proceedings;
  - g. Voting results, clearly stating the members who voted in favor, against, or had no opinion;
  - h. Issues passed and the corresponding approval voting ratio;
  - i. Full names and signatures of the chairperson and the person recording the minutes.
2. The chairperson, the person recording the minutes, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.
3. Minutes of the Board of Directors meetings and documents used in the meetings must be archived at the Company's head office.
4. Minutes prepared in Vietnamese and (in a foreign language when necessary) shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

**Chapter V: REPORTING AND DISCLOSURE OF INTERESTS**

**Article 18. Submission of Annual Reports**





1. At the end of the fiscal year, the Board of Directors (BOD) must prepare the following reports and documents for presentation at the Annual General Meeting of Shareholders (AGM):
  - a. The company's business performance report;
  - b. Audited financial statements;
  - c. Evaluation report on the company's management and administration.
2. The reports and documents specified in Clause 1 of this Article must be sent to the Supervisory Board or the Audit Committee for appraisal at least 30 days before the opening date of the AGM, unless the Company's Charter provides otherwise.
3. Reports and documents prepared by the BOD, the appraisal report of the Supervisory Board or Audit Committee, and the audit report must be available at the company's head office and branches at least 10 days before the opening date of the AGM.
4. Shareholders owning company shares for at least 01 consecutive year have the right, by themselves or together with a lawyer or a practicing accountant/auditor, to directly examine the reports specified in Clause 1 of this Article within a reasonable time.
5. In addition, the reporting of the BOD's activities at the AGM is regulated in Clause 1, Article 8 of the Company's Internal Regulations on Corporate Governance.

#### **Article 19. Remuneration, Salaries, and Other Benefits of Board Members**

The remuneration, salaries, and other benefits of Board members are regulated in Article 32 of the Company's Charter.

#### **Article 20. Disclosure of Related Interests**

The disclosure of interests and related persons of the company is carried out according to the following regulations:

1. The company must compile and update a list of related persons of the company as prescribed in Clause 23, Article 4 of the Law on Enterprises and their corresponding contracts and transactions with the company.
2. Board members must declare their related interests with the company, including:
  - a. Name, enterprise code, head office address, and business lines of the enterprises in which they own capital contributions or shares; the percentage and timing of such ownership.
  - b. Name, enterprise code, head office address, and business lines of the enterprises in which their related persons jointly or separately own more than 10% of the charter capital.
3. The declaration specified in Clause 2 must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the company within 07 working days.
4. The archiving, public disclosure, review, extraction, and copying of the list of related persons and related interests shall follow the procedures:
  - a. The company must report the list to the AGM at the annual meeting;
  - b. The list is kept at the head office and, if necessary, at the company's branches;
  - c. Shareholders, authorized representatives, Board members, the Supervisory Board, and Managers have the right to review and copy the declared content;





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d. The company must create the most favorable conditions for access; no obstruction is allowed.

5. Board members acting in their own name or in the name of others to perform work within the scope of the company's business must explain the nature and content of that work to the BOD and only proceed if approved by a majority of the remaining members. If performed without declaration or approval, all income derived from such activities belongs to the company.

**Chapter VI: RELATIONSHIPS OF THE BOARD OF DIRECTORS**

**Article 21. Relationship between Board Members**

1. The relationship between Board members is one of coordination; members are responsible for informing each other about relevant issues during the processing of assigned tasks.
2. If an issue involves a field handled by another member, the primary responsible member must proactively coordinate. In case of disagreement, it shall be reported to the Chairman for decision or to organize a meeting/collect opinions.
3. In case of reassignment, members must hand over work, files, and documents in writing and report to the Chairman.

**Article 22. Relationship with the Management Board**

In its governance role, the BOD issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the BOD inspects and supervises the implementation. Coordination is regulated in Article 35 of the Internal Regulations on Corporate Governance.

**Article 23. Relationship with the Supervisory Board**

1. This is a coordination relationship based on the principles of equality and independence, supporting each other in duty performance.
2. Upon receiving inspection minutes or general reports from the Supervisory Board, the BOD is responsible for directing relevant departments to develop plans and implement timely rectifications.

**Chapter VII: ENFORCEMENT PROVISIONS**

**Article 24. Validity**

1. This Regulation consists of 7 chapters and 24 articles, unanimously approved by the BOD of Quang Ninh Cement and Construction Joint Stock Company on May 08, 2026, at the 2026 AGM.
2. This Regulation is made in two originals of equal value and kept at the head office.
3. Copies or extracts are valid only when signed by the Chairman or at least one-half (1/2) of the total Board members.

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



**Do Hoang Phuc**



**CÔNG TY CỔ PHẦN XI MĂNG & XÂY DỰNG QUẢNG NINH**

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No: 612/TTr – HĐQT

Quảng Ninh, ngày 10 tháng 04 năm 2026

**PROPOSAL****(Re: Adjustment of the Company's Registered Business Lines)**

**To:** The General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam, as amended by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification;

Pursuant to the Charter of Quang Ninh Cement and Construction Joint Stock Company;

On September 29, 2025, the Prime Minister issued Decision No. 36/2025/QĐ-TTg promulgating the Vietnam Standard Industrial Classification, effective from November 15, 2025, replacing Decision No. 27/2018/QĐ-TTg dated July 6, 2018. This new Decision results in changes to the codes and names of certain registered business lines of Quang Ninh Cement and Construction Joint Stock Company (hereinafter referred to as the "Company").

To ensure uninterrupted production and business operations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the adjustment of the Company's registered business lines as follows:

**1. Adjustment of Registered Business Lines**

No.	Current Registered Business Lines	Adjusted Registered Business Lines
1	Code: 2394 Manufacture of cement, lime and plaster	Code: 2394 Manufacture of cement, lime and plaster
2	Code: 3511 Electricity generation	Code: 3511 Electricity generation from non-renewable sources Code: 3512 Electricity generation from renewable sources
3	Code: 3512 Electricity transmission and distribution (Excluding national grid dispatching and transmission)	Code: 3513 Electricity transmission and distribution (Excluding national grid dispatching and transmission)
4	Code: 0510 Mining and collection of hard coal	Code: 0510 Mining and collection of hard coal
5	Code: 0520 Mining and collection of lignite	Code: 0520 Mining and collection of lignite
6	Code: 5621 Event catering services under non-regular contracts	Code: 5621 Event catering services under non-regular contracts
7	Code: 5221 Service activities supporting railway and road transport	Code: 5221 Service activities supporting railway transport



No.	Current Registered Business Lines	Adjusted Registered Business Lines
8	Code: 2395 Manufacture of concrete and products from concrete, cement and plaster	Code: 2395 Manufacture of concrete and products from concrete, cement and plaster
9	Code: 7730 Renting and leasing of machinery, equipment and other tangible goods without operator	Code: 7730 Renting and leasing of machinery, equipment and other tangible goods without operator
10	Code: 4101 Construction of residential buildings	Code: 4101 Construction of residential buildings
11	Code: 4102 Construction of non-residential buildings	Code: 4102 Construction of non-residential buildings
12	Code: 4221 Construction of electrical works (excluding multi-purpose hydropower and nuclear power projects of special importance)	Code: 4221 Construction of electrical works (excluding multi-purpose hydropower and nuclear power projects of special importance)
13	Code: 4222 Construction of water supply and drainage works	Code: 4222 Construction of water supply and drainage works
14	Code: 4229 Construction of other utility projects	Code: 4229 Construction of other utility projects
15	Code: 4291 Construction of hydraulic works	Code: 4291 Construction of hydraulic works
16	Code: 4292 Construction of mining works	Code: 4292 Construction of mining works
17	Code: 4293 Construction of processing and manufacturing plants	Code: 4293 Construction of processing and manufacturing plants
18	Code: 4299 Construction of other civil engineering works	Code: 4299 Construction of other civil engineering works
19	Code: 5629 Other food service activities	Code: 5629 Other food service activities
20	Code: 5630 Beverage serving activities	Code: 5630 Beverage serving activities
21	Code: 5222 Service activities supporting water transport	Code: 5222 Service activities supporting water transport
22	Code: 7211 Scientific research and technological development in natural sciences	Code: 7211 Scientific research and technological development in natural sciences
23	Code: 7212 Scientific research and technological development in engineering and technology	Code: 7212 Scientific research and technological development in engineering and technology
24	Code: 7490 Other professional, scientific and technical activities n.e.c.	Code: 7490 Other professional, scientific and technical activities n.e.c. Code: 7430 Interpretation services



No.	Current Registered Business Lines	Adjusted Registered Business Lines
25	Code: 3830 Materials recovery (recycling) Details: 1/ Recycling of metal waste: 38301 - Mechanical processing of metal waste (cars, washing machines, bicycles...) with sorting; - Dismantling equipment for material recovery; - Shredding large metal parts (e.g., railway wagons); - Crushing scrap vehicles; - Other mechanical treatments (cutting, compressing); - Ship dismantling; 2/ Recycling of non-metal waste: 38302 - Recycling photographic materials; - Recycling rubber (used tires); - Plastic sorting and processing; - Processing plastic/rubber waste into pellets; - Glass crushing, cleaning and sorting; - Processing construction debris; - Recycling used oils and fats; - Processing food, beverage and tobacco waste	Code: 3830 Materials recovery (recycling) (Same details as current)
26	Code: 4312 Site preparation	Code: 4312 Site preparation
27	Code: 2393 Manufacture of other ceramic products	Code: 2393 Manufacture of other ceramic products
28	Code: 5210 Warehousing and storage (general goods)	Code: 5210 Warehousing and storage (general goods)
29	Code: 5229 Other transport support activities (excluding aviation)	Code: 5229 Other transport support activities (excluding aviation)
30	Code: 4661 Wholesale of fuels	Code: 4671 Wholesale of fuels
31	Code: 4543 Wholesale of motorcycle parts	Code: 4663 Wholesale of motorcycle parts Code: 4783 Retail of motorcycle parts Code: 4610 Agents, brokers, auctions
32	Code: 4330 Building completion and finishing	Code: 4330 Building completion and finishing
33	Code: 2391 Manufacture of refractory products	Code: 2391 Manufacture of refractory products
34	Code: 3700 Sewerage and wastewater treatment	Code: 3700 Sewerage and wastewater treatment
35	Code: 5022 Inland water freight transport	Code: 5022 Inland water freight transport
36	Code: 3312 Repair of machinery and equipment	Code: 3312 Repair and maintenance of machinery and equipment



No.	Current Registered Business Lines	Adjusted Registered Business Lines
37	Code: 3320 Installation of industrial machinery	Code: 3320 Installation of industrial machinery
38	Code: 4752 Retail of hardware, paints, glass and installation equipment	Code: 4752 Retail of hardware, paints, glass, materials and installation equipment
39	Code: 5224 Cargo handling (excluding airports)	Code: 5224 Cargo handling (excluding airports)
40	Code: 7110 Architectural and engineering consultancy	Code: 7110 Architectural and engineering consultancy
41	Code: 3314 Repair of electrical equipment	Code: 3314 Repair and maintenance of electrical equipment
42	Code: 0892 Extraction of peat	Code: 0892 Extraction of peat
43	Code: 4321 Electrical installation	Code: 4321 Electrical installation
44	Code: 5610 Restaurants and mobile food services	Code: 5610 Restaurants and mobile food services
45	Code: 0321 Marine aquaculture	Code: 0321 Marine aquaculture
46	Code: 4311 Demolition	Code: 4311 Demolition
47	Code: 4390 Other specialized construction activities	Code: 4390 Other specialized construction activities
48	Code: 2392 Manufacture of clay building materials	Code: 2392 Manufacture of clay building materials
49	Code: 4329 Other building installation activities	Code: 4329 Other building installation activities
50	Code: 4663 Wholesale of construction materials	Code: 4673 Wholesale of construction materials
51	Code: 5510 Short-term accommodation	Code: 5510 Hotels and similar accommodation Code: 5520 Other short-term accommodation
52	Code: 3319 Repair of other equipment	Code: 3319 Repair and maintenance of other equipment
53	Code: 1702 Manufacture of paper packaging	Code: 1702 Manufacture of paper packaging
54	Code: 2399 Other non-metallic mineral products	Code: 2399 Other non-metallic mineral products
55	Code: 4933 Road freight transport	Code: 4933 Road freight transport
56	Code: 7120 Technical testing (excluding certification services)	Code: 7120 Technical testing (excluding certification services)
57	Code: 0322 Inland aquaculture	Code: 0322 Inland aquaculture



No.	Current Registered Business Lines	Adjusted Registered Business Lines
58	Code: 0810 Quarrying of stone, sand, clay	Code: 0810 Quarrying of stone, sand, clay
59	Code: 2029 Other chemical products (excluding prohibited)	Code: 2029 Other chemical products (excluding prohibited)
60	Code: 6810 Real estate business	Code: 6810 Real estate business
61	Code: 7820 Temporary employment services	Code: 7821 Temporary employment and other HR supply
62	Code: 7710 Renting motor vehicles	Code: 7710 Renting motor vehicles
63	Code: 1104 Non-alcoholic beverages	Code: 1105 Non-alcoholic beverages
64	Code: 1701 Manufacture of pulp and paper	Code: 1701 Manufacture of pulp and paper
65	Code: 1709 Other paper products	Code: 1709 Other paper products
66	Code: 2023 Cosmetics and detergents	Code: 2023 Cosmetics, perfumes, detergents
67	Code: 3600 Water supply	Code: 3600 Water supply
68	Code: 3811 Collection of non-hazardous waste	Code: 3811 Collection of non-hazardous waste
69	Code: 3821 Treatment of non-hazardous waste	Code: 3821 Treatment of non-hazardous waste
70	Code: 2431 Casting of iron and steel	Code: 2431 Casting of iron and steel
71	Code: 2432 Casting of non-ferrous metals	Code: 2432 Casting of non-ferrous metals
72	Code: 2591 Forging and metal forming	Code: 2591 Forging and metal forming
73	Code: 2592 Machining and coating metals	Code: 2592 Machining and coating metals
74	Code: 2593 Manufacture of tools	Code: 2593 Manufacture of tools
75	Code: 2599 Other metal products	Code: 2599 Other metal products
76	Code: 2814 Gears and transmission parts	Code: 2814 Gears and transmission parts
77	Code: 0210 Forestry	Code: 0210 Forestry
78	Code: 3812 Collection of hazardous waste	Code: 3812 Collection of hazardous waste
79	Code: 3822 Treatment of hazardous waste	Code: 3822 Treatment of hazardous waste



No.	Current Registered Business Lines	Adjusted Registered Business Lines
80	Code: 3900 Environmental remediation	Code: 3900 Environmental remediation
81	Code: 5225 Support for road transport	Code: 5225 Support for road transport
82	Code: 4659 Wholesale of machinery	Code: 4659 Wholesale of machinery
83	Code: 5012 Sea freight transport	Code: 5012 Sea freight transport
84	Code: 1623 Wooden packaging	Code: 1623 Wooden packaging
85	Code: 2220 Plastic products	Code: 2220 Plastic products
86	Code: 2310 Glass products	Code: 2310 Glass products
87	Code: 1313 Textile finishing	Code: 1313 Textile finishing
88	Code: 3290 Other manufacturing	Code: 3290 Other manufacturing
89	Code: 2013 Plastic and synthetic rubber	Code: 2013 Plastic and synthetic rubber
90	Code: 4669 Other wholesale	Code: 4679 Other wholesale
91	Code: 0141 Cattle raising	Code: 0141 Cattle raising
92	Code: 0142 Horse raising	Code: 0142 Horse raising
93	Code: 0144 Goat, sheep, deer farming	Code: 0144 Goat, sheep, deer farming
94	Code: 0145 Pig farming	Code: 0145 Pig farming
95	Code: 0146 Poultry farming	Code: 0146 Poultry farming
96	Code: 0149 Other livestock	Code: 0149 Other livestock
97	Code: 0150 Mixed farming	Code: 0150 Mixed farming
98	Code: 0118 Vegetables and flowers	Code: 0118 Vegetables and flowers
99	Code: 0121 Fruit growing	Code: 0121 Fruit growing
100	Code: 0129 Other perennial crops	Code: 0129 Other perennial crops
101	Code: 3011 Shipbuilding	Code: 3011 Shipbuilding
102	Code: 3012 Boat building	Code: 3012 Boat building



No.	Current Registered Business Lines	Adjusted Registered Business Lines
103	Code: 3315 Repair of transport equipment	Code: 3315 Repair of transport equipment (excluding motor vehicles)
104	Code: 4520 Repair of motor vehicles	Code: 9531 Repair of motor vehicles
105	Code: 4730 Retail of fuel	Code: 4730 Retail of fuel
106	Code: 2011 Basic chemicals (industrial gas production)	Code: 2011 Basic chemicals (industrial gas production)
107	Code: 8129 Industrial cleaning Details: - Pest control - Fumigation	Code: 8129 Other cleaning services Details: - Pest control - Fumigation

## 2. Amendment to the Company Charter

Approval of the amendment to Clause 1, Article 4 of the Company Charter regarding business lines, in accordance with the contents presented in this Proposal.

## 3. Implementation

- Assign the Legal Representative to organize implementation, complete dossiers, and carry out procedures for notification of changes to the Company's registered business lines with competent state authorities, ensuring full compliance with applicable laws;
- Authorize the Board of Directors to update and amend the Company Charter to reflect the adjusted business lines after completion of the notification procedures with competent authorities.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration, voting, and approval of the above contents.

Sincerely yours!

ON BEHALF OF THE BOARD OF  
DIRECTORS CHAIRMAN



Do Hoang Phuc



No: 613/ TTr-HĐQT

Quang Ninh, April 10, 2026

## **PROPOSAL**

### **Re: Selection of the Auditing Firm for the 2026 Financial Statements**

**To: The General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Charter on organization and operation of Quang Ninh Cement and Construction Joint Stock Company;

The Supervisory Board respectfully submits to the Annual General Meeting of Shareholders 2026 the proposal for selecting an independent auditing firm to audit the Company's 2026 financial statements, with the following contents:

#### **I. Criteria for selecting the independent auditing firm:**

- Being approved to audit public interest entities in 2026;
- Having integrity, high professional ethics, good reputation and prestige in the auditing industry;
- Having reasonable audit fees.

#### **II. List of proposed auditing firms for the audit of the Company's 2026 financial statements:**

1. AASC Auditing Firm Company Limited (AASC)  
Head Office: No. 1 Le Phung Hieu Street, Hoan Kiem Ward, Hanoi City.
2. Vietnam Auditing and Valuation Company Limited (AVA)  
Head Office: 14th Floor, SUDICO Building, Me Tri Road, Tu Liem Ward, Hanoi City.
3. RSM Vietnam Auditing & Consulting Company Limited – Hanoi Branch  
Head Office: 25th Floor, Tower A, Discovery Complex, No. 302 Cau Giay, Cau Giay Ward, Hanoi City.
4. Deloitte Vietnam Company Limited (Deloitte)  
Head Office: 12th Floor, Diamond Park Plaza Building, 16 Lang Ha, Giang Vo Ward, Hanoi City.

Based on the above list of auditing firms, after being approved by the Annual General Meeting of Shareholders 2026,

The General Meeting of Shareholders authorizes the Board of Directors to select one of the above auditing firms to conduct the independent audit of the Company's semi-annual reviewed financial statements and annual financial statements for 2026 in accordance with applicable laws.

The Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval./.

- Recipients:
  - As directed;
  - Keep at the office.

**Head of Supervisory Board**



**Phạm Thị Minh Hoa**





**CÔNG TY CỔ PHẦN XI MĂNG & XÂY DỰNG QUẢNG NINH**

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Số: 614/TTr-BKS

*Quảng Ninh, ngày 10 tháng 04 năm 2026*

### **PROPOSAL**

## **Re: Amendments to the Regulations on the Operation of the Company's Supervisory Board**

**To: The Annual General Meeting of Shareholders 2026**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its relevant amendments;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its relevant amendments;

Pursuant to Decree No. 155/2020/NĐ-CP and Decree No. 245/2025/NĐ-CP amending Decree No. 155/2020/NĐ-CP;

Pursuant to the Charter of Quang Ninh Cement and Construction Joint Stock Company; Pursuant to the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board of the Company;

Pursuant to the practical requirements in the governance and management of the Company. Based on a review, the Supervisory Board has identified that certain provisions of the Regulations on the Operation of the Supervisory Board need to be amended and supplemented to ensure compliance with applicable laws as well as the Company's actual operational conditions.

The amended and supplemented contents, together with the draft Regulations, have been published on the Company's official website (<https://cement.com.vn>).

The Supervisory Board respectfully submits to the Annual General Meeting of Shareholders 2026 for consideration and approval of the proposed amendments.

**Attachments:** Full text of the Regulations and Appendix on amendments to the Regulations on the Operation of the Company's Supervisory Board.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**



**Phạm Thị Minh Hoa**



**APPENDIX**  
**PROPOSED AMENDMENTS AND SUPPLEMENTS**  
**TO THE REGULATIONS ON THE OPERATION OF THE SUPERVISORY BOARD**  
**OF QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**  
*(Attached to Submission No. 614/TTr-BKS of the Board of Controllers dated April 10, 2026)*

**Notes:**

- Provisions not specifically detailed in this Appendix remain unchanged.
- The proposed amendments in the section “Regulations on the Operation of the Supervisory Board” are indicated in **bold and underlined text**.
- The contents to be amended and supplemented in the section “Proposed Amendments” are shown in **bold text**.
- The Law on Enterprises refers to Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 passed on January 11, 2022, Law No. 76/2025/QH15 passed on June 17, 2025, and their implementing regulations;
- The Law on Securities refers to Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019; as amended and supplemented by Law No. 56/2024/QH15 passed on November 29, 2024, and its implementing regulations;
- Decree No. 155/2020/NĐ-CP refers to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; as amended and supplemented by Decree No. 245/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP;
- Certain formal adjustments, including changes in numbering of clauses and sections due to additions or removals of content, are not specifically listed in the Appendix Comparison Table of these amended Regulations.

Provisions under the current Regulations on the Operation of the Supervisory Board	Proposed Amendments	Reasons for Amendments
<b><u>No: 810/QC-BKS</u></b> <b><u>Quang Ninh, 25<sup>th</sup> April 2025</u></b>	No: /QC-BKS Quang Ninh, 8 <sup>th</sup> May 2026	Update the reference number, date, and year of adoption of this Regulation.
Pursuant to:		
<i>The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;</i>	<i>The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending and supplementing documents;</i>	Supplemented to reflect that the Law on Enterprises No. 59/2020/QH14 has been amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15.
<i>The Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;</i>	<i>The Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending and supplementing documents;</i>	Supplemented to reflect that the Law on Securities No. 54/2019/QH14 has been amended and supplemented by Law No. 56/2024/QH15.
<i>Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities</i>	<i>Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and its amending and supplementing documents;</i>	Removed “Pursuant to” for consistency, as the heading already states the legal basis.



<i><u>Pursuant to</u> Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities</i>	<i>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and its amending and supplementing documents;</i>	Removed "Pursuant to" for consistency, as the legal basis has already been stated in the heading.
<i><u>Pursuant to</u> the Charter on Organization and Operation of Quang Ninh Cement and Construction Joint Stock Company.</i>	<i>The Charter on Organization and Operation of Quang Ninh Cement and Construction Joint Stock Company.</i>	Removed "Pursuant to" for consistency, as the legal basis has already been stated in the heading.
<b>Chapter II. MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)</b>	<b>Chapter II. MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)</b>	
<b>Article 7. Nomination and Self-nomination of Members of the Supervisory Board</b>	<b>Article 7. Nomination and Self-nomination of Members of the Supervisory Board</b>	
<u>1. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to nominate candidates to the Supervisory Board.</u> The nomination of candidates to the Supervisory Board shall be conducted as follows:	<b>1. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates. The nomination of candidates to the Supervisory Board shall be conducted as follows:</b>	Amended in accordance with Clause 2, Article 29 of the Company's Charter.
<b>Article 10. Notification of Election, Dismissal, and Removal of Members of the Supervisory Board</b>	<b>Article 10. Notification of Election, Dismissal, and Removal of Members of the Supervisory Board</b>	
1. In cases where candidates for the Supervisory Board have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior	1. In cases where candidates for the Supervisory Board have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the	Updated for consistency with Clause 1, Article 29 of the Company's Charter



<p>to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review the candidates before voting. Candidates for the Supervisory Board must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Supervisory Board. Information relating to candidates for the Supervisory Board to be disclosed shall include:</p> <p>a) Full name; date of birth;  b) Professional qualifications;  c) Working experience;  d) <b>Other managerial positions held;</b>  e) Interests related to the Company and its related parties;  f) Other information (if any) as prescribed in the Company's Charter;  g) The Company shall be responsible for disclosing information on companies in which the candidates hold managerial positions and any interests of the candidates in relation to the Company (if any).</p>	<p>Company's website, so that shareholders may review the candidates before voting. Candidates for the Supervisory Board must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Supervisory Board. Information relating to candidates for the Supervisory Board to be disclosed shall include:</p> <p>a. Full name; date of birth;  b. Professional qualifications;  d. Working experience;  e. Companies in which the candidate currently holds positions as a member of the Board of Directors and other managerial positions;  f. Interests related to the Company and its related parties;  h. Full name(s) of the shareholder(s) or group of shareholders nominating such candidate (if any);  i. The Company shall be responsible for disclosing information on companies in which the candidate holds managerial positions and any interests of the candidate in relation to the Company (if any);  k. Other information (if any).</p>	
<b>Chapter III. THE SUPERVISORY BOARD</b>	<b>Chapter III. THE SUPERVISORY BOARD</b>	
<b>Article 11. Rights, Obligations and Responsibilities of the Supervisory Board</b>	<b>Article 11. Rights, Obligations and Responsibilities of the Supervisory Board</b>	
1. The Supervisory Board shall supervise the Board of Directors and the <b>Director</b> in the management and operation of the Company.	1. The Supervisory Board shall supervise the Board of Directors and the <b>General Director</b> in the management and operation of the Company.	Updated in accordance with the Company's Charter.
8. Upon detecting that a member of the Board of Directors or the <b>Director</b> has violated the provisions of Article 165 of the Law on Enterprises, the Supervisory Board must promptly notify the Board of Directors in writing, request the violating person to cease	8. Upon detecting that a member of the Board of Directors or the <b>General Director</b> has violated the provisions of Article 165 of the Law on Enterprises, the Supervisory Board must promptly notify the Board of Directors in writing, request the violating person to cease the violation, and take remedial measures to address the consequences.	Updated in accordance with the Company's Charter.



the violation, and take remedial measures to address the consequences.		
19. To supervise the Company's financial situation and the compliance with laws by members of the Board of Directors, the <b>Director</b> , and other managers in their activities.	19. To supervise the Company's financial situation and the compliance with laws by members of the Board of Directors, the <b>General Director</b> , and other managers in their activities.	Updated in accordance with the Company's Charter.
20. To ensure coordination of activities with the Board of Directors, the <b>Director</b> , and shareholders.	20. To ensure coordination of activities with the Board of Directors, the <b>General Director</b> , and shareholders.	Updated in accordance with the Company's Charter.
21. In case any violation of law or the Company's Charter by a member of the Board of Directors, the <b>Director</b> , or other executives is detected, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation, and take remedial measures to address the consequences.	21. In case any violation of law or the Company's Charter by a member of the Board of Directors, the <b>General Director</b> , or other executives is detected, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violating person to cease the violation, and take remedial measures to address the consequences.	Updated in accordance with the Company's Charter.
<b>Chapter IV. MEETINGS OF THE SUPERVISORY BOARD</b>	<b>Chapter IV. MEETINGS OF THE SUPERVISORY BOARD</b>	
<b>Article 14. Meetings of the Supervisory Board</b>	<b>Article 14. Meetings of the Supervisory Board</b>	
→ 1. The Supervisory Board must hold at least two (02) meetings per year. The number of members attending a meeting must be at least two-thirds (2/3) of the total number of members of the Supervisory Board.	→ 1. The Supervisory Board must hold at least two (02) meetings per year. The number of members attending a meeting must be at least two-thirds (2/3) of the total number of members of the Supervisory Board.	Amended in accordance with the Company's Charter and supplemented with additional forms of participation in Supervisory Board meetings.
→ 2. The Supervisory Board has the right to request members of the Board of Directors, the <b>Director</b> , and representatives of the approved auditing organization to attend its meetings and respond to issues that require clarification	→ 2. The Supervisory Board has the right to request members of the Board of Directors, the <b>General Director</b> , and representatives of the approved auditing organization to attend its meetings and respond to issues that require clarification.	
	→ 3. A Supervisor shall be deemed to attend and vote at a meeting in any of the following cases: a) Attending and voting in person at the meeting; b) Authorizing another person to attend and vote on his/her behalf; c) Attending and voting via online conference, electronic voting, or other electronic means; d) Sending voting ballots to the meeting by mail, fax, or email;	



	<p>e) Sending voting ballots by other means as prescribed in the Company's Charter.</p> <p>→ 4. Meetings of the Supervisory Board may be conducted in the form of an online conference among Supervisors when all or some members are located in different places, provided that each participating member is able to:</p> <p>a) Hear every other Supervisor speaking at the meeting;</p> <p>b) Speak to all other participants simultaneously.</p> <p>Discussions among members may be conducted directly via telephone or by other means of communication, or a combination thereof. Supervisors participating in such meetings shall be deemed to be "present" at the meeting. The venue of the meeting organized in accordance with this provision shall be the location where the largest number of Supervisors are present, or the location where the Head of the Supervisory Board is present.</p>	
<b>Chapter VII. IMPLEMENTATION PROVISIONS</b>	<b>Chapter VII. IMPLEMENTATION PROVISIONS</b>	
<b>Article 22. Effectiveness</b>	<b>Article 22. Effectiveness</b>	
The Regulations on the Operation of the Supervisory Board of Quang Ninh Cement and Construction Joint Stock Company consist of seven (07) chapters and twenty-two (22) articles and shall take effect from <u>April 25, 2025</u> .	The Regulations on the Operation of the Supervisory Board of Quang Ninh Cement and Construction Joint Stock Company consist of seven (07) chapters and twenty-two (22) articles and shall take effect from May 8, 2026.	Updated to reflect the number, date, and year of the Resolution of the General Meeting of Shareholders approving this Regulation.
<b>Amendment of terminology</b>		
<u>Director</u>	General Director	Terminology amended for consistency with the Company's Charter.



No: 622/QC-BKS

Quang Ninh, 08<sup>th</sup> May 2026

**OPERATING REGULATIONS OF THE SUPERVISORY BOARD  
QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**

**Pursuant to:**

*Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its guiding documents, amendments, and supplements;*

*Law on Securities No. 54/2019/QH14 adopted on November 26, 2019, and its amendments and supplements;*

*Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations on the implementation of several articles of the Law on Securities and its amendments and supplements;*

*Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding several articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations on the implementation of several articles of the Law on Securities and its amendments and supplements;*

*The Charter of Organization and Operation of Quang Ninh Cement and Construction Joint Stock Company.*

**Chapter I  
GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

1. Scope of Application: These Operating Regulations of the Supervisory Board govern the organizational structure, personnel, standards, conditions, rights, and obligations of the Supervisory Board and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal provisions.
2. Subjects of Application: These Regulations apply to the Supervisory Board and all members of the Supervisory Board.

**Article 2. Operating Principles of the Supervisory Board**

The Supervisory Board works on the principle of collectivism. Members of the Supervisory Board are personally responsible for their assigned tasks and are collectively responsible to the General Meeting of Shareholders and the law for the tasks and decisions of the Supervisory Board.

**Chapter II  
MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)**

**Article 3. Rights, Obligations, and Responsibilities of members of the Supervisory Board**

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.





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2. Exercise assigned rights and perform assigned obligations honestly, prudently, and in the best manner to ensure the maximum legitimate interests of the Company.
3. Be loyal to the interests of the Company and shareholders; do not abuse your position or title, or use information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as prescribed by the Law on Enterprises and the Company's Charter.
5. In case of violating the provisions of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, members of the Supervisory Board must be personally or jointly liable for compensation. Any income and other benefits obtained by a member of the Supervisory Board due to such violation must be returned to the Company.
6. In case a member of the Supervisory Board is found to have committed a violation in performing assigned rights and obligations, a written notice must be sent to the Supervisory Board, requesting the violator to cease the violation and remedy the consequences.

**Article 4. Term and Number of members of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) members. The term of office of a member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board are not required to be shareholders of the Company.
3. More than half of the members of the Supervisory Board must be permanent residents of Vietnam.
4. If the term of a member expires at the same time as the end of the Board's term but a new member has not yet been elected, the expired member shall continue to exercise their rights and obligations until a new member is elected and takes over the duty.

**Article 5. Standards and Conditions for members of the Supervisory Board**

Members of the Supervisory Board must meet the following standards and conditions:

- a. Have full civil act capacity and not be subjects prohibited from establishing and managing enterprises under Clause 2, Article 17 of the Law on Enterprises;
- b. Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable for the Company's business activities;
- c. Not be a family relative of any member of the Board of Directors, the General Director, or other managers;
- d. Not hold management positions in the company; not necessarily be a shareholder or employee of the company;
- e. Not work in the accounting or finance departments of the company;
- f. Not be a member or employee of the independent auditing firm that performed the audit of the company's financial statements in the 03 preceding years.

**Article 6. Head of the Supervisory Board**

1. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
2. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, or removal shall follow the majority principle.





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3. The rights and obligations of the Head of the Supervisory Board are prescribed in the Company's Charter.

#### **Article 7. Nomination and Candidacy for members of the Supervisory Board**

1. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares is entitled to nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates. The nomination of persons to the Supervisory Board shall be carried out as follows:
  - a. Common shareholders forming a group to nominate candidates must notify the group meeting to attending shareholders before the opening of the General Meeting of Shareholders (GMS);
  - b. Based on the number of members, the nominating shareholders/groups are entitled to nominate candidates as decided by the GMS. If the number of nominees is lower than the entitled number, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.
2. If the number of candidates is still insufficient, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the Charter and Internal Regulations on Corporate Governance.

#### **Article 8. Methods for Election, Dismissal, and Removal of members of the Supervisory Board**

1. The election, dismissal, and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders.
2. The voting to elect members of the Supervisory Board must be conducted via the cumulative voting method. Accordingly, each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and shareholders have the right to cast all or part of their total votes for one or several candidates. Successful candidates for the Supervisory Board are determined based on the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Supervisory Board, a re-election shall be held among those candidates with equal votes, or a selection will be made based on the criteria specified in the election regulations or the Company's Charter.

#### **Article 9. Cases for Dismissal and Removal of members of the Supervisory Board**

1. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:
  - a) No longer meets the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;





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- b) A resignation letter is submitted and approved;
  - c) Other cases as prescribed by the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:
- a) Failure to complete assigned tasks or duties;
  - b) Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c) Repeated or serious violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;
  - d) Other cases according to a Resolution of the General Meeting of Shareholders.

#### **Article 10. Notification of Election, Dismissal, and Removal of members of the Supervisory Board**

1. In case candidates for the Supervisory Board have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can study these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and pledge to perform their duties honestly, prudently, and for the best interests of the company if elected. The disclosed information related to the candidates includes:
- a. Full name, date of birth;
  - b. Professional qualifications;
  - d. Work history;
  - e. Other companies where the candidate holds the position of a member of the Board of Directors or other management titles;
  - f. Interests related to the Company and the Company's related parties;
  - h. Full name of the shareholder or group of shareholders nominating that candidate (if any);
  - i. The Company is responsible for disclosing information about the companies where the candidate holds management titles and the candidate's interests related to the Company (if any);
  - k. Other information (if any).
2. The notification of the results of the election, dismissal, or removal of members of the Supervisory Board shall be carried out in accordance with the guiding regulations on information disclosure.

### **Chapter III**

#### **THE SUPERVISORY BOARD**

##### **Article 11. Rights, Obligations, and Responsibilities of the Supervisory Board**

- 1. Supervise the Board of Directors and the General Director in the management and administration of the Company.
- 2. Inspect the reasonableness, legality, truthfulness, and level of prudence in business management and administration; ensuring the systematicity, consistency, and appropriateness of accounting, statistics, and financial reporting.





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3. Appraise the completeness, legality, and truthfulness of the Company's business performance reports, semi-annual and annual financial statements, and the Board of Directors' management evaluation reports; present appraisal reports at the Annual General Meeting of Shareholders (AGM). Review contracts and transactions with related parties under the approval authority of the Board of Directors or the AGM and provide recommendations.
4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company.
5. Examine accounting books, records, and other documents of the Company, as well as management and operational activities when deemed necessary or following a Resolution of the AGM or requests from shareholders/groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
6. Conduct inspections within 07 working days upon request from eligible shareholders. Report findings to the Board of Directors and requesting shareholders within 15 days after the inspection ends. Inspections must not hinder the normal operations of the Board of Directors or disrupt business activities.
7. Propose measures to the Board of Directors or the AGM to modify, supplement, or improve the management organizational structure, supervision, and administration of business activities.
8. Upon detecting violations by Board members or the General Director under Article 165 of the Law on Enterprises, immediately notify the Board of Directors in writing, requesting the violator to cease the violation and provide remedial solutions.
9. Attend and participate in discussions at the AGM, Board of Directors meetings, and other Company meetings.
10. Utilize independent consultants or the Company's internal audit department to perform assigned tasks.
11. Consult with the Board of Directors before submitting reports, conclusions, and recommendations to the AGM.
12. Inspect specific issues related to management and operations upon shareholder request.
13. Request the Board of Directors to convene an extraordinary AGM.
14. Replace the Board of Directors in convening the AGM within 30 days if the Board fails to do so as prescribed in Clause 3, Article 140 of the Law on Enterprises.
15. Request the Chairman of the Board of Directors to convene a Board meeting.
16. Review, extract, and copy the list of related persons and related interests as prescribed by law.
17. Propose and recommend that the AGM approve the list of authorized auditing organizations for the Company's financial statements.
18. Be held responsible to shareholders for supervisory activities.
19. Monitor the Company's financial status and compliance with the law by Board members, the General Director, and other managers.
20. Ensure coordination with the Board of Directors, the General Director, and shareholders.
21. In case of detecting any violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other corporate executives, the Supervisory





Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide remedial solutions.

22. Formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
23. Witness the vote-counting process and the preparation of vote-counting minutes if requested by the Board of Directors in cases where shareholders' opinions are solicited in writing to adopt resolutions of the General Meeting of Shareholders.
24. The Head of the Supervisory Board shall manage the process for the General Meeting of Shareholders to elect a meeting chairperson in the event that the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors fail to elect a chairperson. In this case, the individual who receives the highest number of votes shall serve as the meeting chairperson.
25. Exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

#### **Article 12. Right to be Provided with Information**

1. Documents and information must be sent to the Supervisory Board members at the same time and via the same methods as provided to Board members, including:
  - a) Meeting notices, opinion forms for Board members, and attached documents;
  - b) Resolutions, decisions, and minutes of the AGM and Board of Directors meetings;
  - c) Reports from the General Director to the Board or other documents issued by the Company.
2. Members have the right to access Company records at the head office, branches, and other locations during working hours.
3. The Board of Directors, its members, the General Director, and other managers must provide full, accurate, and timely information/documents regarding management and business activities upon request.

#### **Article 13. Responsibility in Convening Extraordinary General Meetings of Shareholders**

1. The Supervisory Board is responsible for replacing the Board of Directors to convene the AGM within 30 days if the Board fails to do so in the following cases:
  - a) The number of remaining Board or Supervisory Board members is less than the legal minimum;
  - b) Upon request of eligible shareholders/groups;
  - c) When the Board fails to execute the Supervisory Board's request for an extraordinary AGM.
2. If the Supervisory Board fails to convene the meeting as required, it must compensate the Company for any arising damages.
3. Expenses for convening and conducting the AGM as prescribed in Clause 1 shall be reimbursed by the Company.

### **Chapter IV: MEETINGS OF THE SUPERVISORY BOARD**

#### **Article 14. Meetings of the Supervisory Board**





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1. The Supervisory Board must meet at least twice (02) a year. The quorum for a meeting shall be at least two-thirds (2/3) of the total number of Supervisory Board members.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification.
3. A Supervisor is considered to have attended and voted at a meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another person to attend and vote;
  - c) Attending and voting via online conference, electronic voting, or other electronic forms;
  - d) Sending votes to the meeting via mail, fax, or email;
  - e) Sending votes by other means as prescribed in the Company's Charter.
4. Meetings of the Supervisory Board may be organized in the form of an online conference among Supervisors when all or some members are at different locations, provided that each participating member is able to:
  - a) Hear each of the other participating Supervisors speaking at the meeting;
  - b) Speak to all other attending members simultaneously. Discussions may be conducted directly via telephone or other communication means or a combination thereof. Supervisors participating in such a manner are considered "present" at the meeting. The meeting venue shall be the location where the largest number of Supervisors is gathered, or where the Head of the Supervisory Board is present.

**Article 15. Minutes of Supervisory Board Meetings**

Minutes of the Supervisory Board meetings shall be recorded in a detailed and clear manner. The person recording the minutes and the attending members of the Supervisory Board must sign the minutes. All meeting minutes of the Supervisory Board must be archived to determine the responsibility of each member.

**Chapter V**

**REPORTS AND DISCLOSURE OF INTERESTS**

**Article 16. Submission of Annual Reports**

Reports of the Supervisory Board at the Annual General Meeting of Shareholders (AGM) shall include the following:

1. Report on the Company's business results and the performance results of the Board of Directors and the General Director for approval by the AGM.
2. Self-assessment report on the performance of the Supervisory Board and its members.
3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each member.
4. Summary of the Supervisory Board's meetings, conclusions, and recommendations; results of the supervision of the Company's operations and financial status.
5. Evaluation report on transactions between the Company, its subsidiaries, or other companies in which the Company holds control of over fifty percent (50%) of the charter capital, and members of the Board of Directors, the General Director, and their related persons; and transactions between the Company and any company in which a Board





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member is a founding member or an enterprise manager during the three (03) years immediately preceding the transaction date

6. Results of supervision over the Board of Directors, the General Director, and other corporate executives.
7. Evaluation results of the coordination between the Supervisory Board and the Board of Directors, the General Director, and shareholders.
8. Proposals and recommendations for the AGM to approve the list of authorized auditing organizations.

**Article 17. Salaries and Other Benefits**

Salaries, remuneration, bonuses, and other benefits of the members of the Supervisory Board shall be implemented in accordance with the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the AGM. The AGM decides on the total annual budget for these costs.
2. Members shall be reimbursed for reasonable expenses for meals, accommodation, travel, and independent consultancy services. Total expenses must not exceed the approved annual budget unless otherwise decided by the AGM.
3. Salaries and operating expenses of the Supervisory Board are recorded as business expenses of the Company in accordance with corporate income tax laws and must be presented as a separate item in the annual financial statements.

**Article 18. Disclosure of Related Interests**

1. Members must declare their related interests to the Company, including:
  - a) Name, enterprise code, head office address, and business lines of enterprises they own or hold capital contributions/shares in; the ratio and timing of such ownership;
  - b) Similar information for enterprises where their related persons jointly or separately own more than 10% of the charter capital.
2. Declarations must be made within 07 working days from the date the interest arises; amendments must be notified within 07 working days.
3. Members and their related persons may only use information obtained through their positions to serve the Company's interests.
4. Members are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company (or controlled companies) and themselves or their related persons. The Company must disclose information regarding these approved resolutions per securities laws.
5. Members and their related persons must not use or disclose internal information to conduct related transactions.

**Chapter VI**

**RELATIONSHIPS OF THE SUPERVISORY BOARD**

**Article 19. Relationship among members of the Supervisory Board**

Members of the Supervisory Board maintain an independent relationship and are not subordinate to one another; however, they shall coordinate and collaborate in general tasks to ensure the proper fulfillment of the Board's responsibilities, rights, and duties as prescribed by law





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and the Company's Charter. The Head of the Supervisory Board acts as the coordinator for the Board's general activities but does not have the power to dominate or control other members.

#### **Article 20. Relationship with the Management Board**

The Supervisory Board maintains an independent relationship with the Company's Management Board, performing the function of supervising the activities of the Management Board.

#### **Article 21. Relationship with the Board of Directors**

The Supervisory Board maintains an independent relationship with the Company's Board of Directors, performing the function of supervising the activities of the Board of Directors.

### **Chapter VII**

### **ENFORCEMENT PROVISIONS**

#### **Article 22. Validity**

The Operating Regulations of the Supervisory Board of Quang Ninh Cement and Construction Joint Stock Company consist of 07 chapters and 22 articles, and shall take effect from May 08, 2026.

**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE BOARD**

**Phạm Thị Minh Hoa**





Số: 615/ TTr-HĐQT

Quang Ninh, April 10, 2026

## PROPOSAL

### Re: Approval of the private placement plan of shares

To: The 2026 Annual General Meeting of Shareholders  
Quang Ninh Cement and Construction Joint Stock Company

#### Bases:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022; Law No. 76/2025/QH15 dated June 17, 2025; and guiding documents;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019; amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024; and guiding documents;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities; amended and supplemented by Decree No. 245/2025/NĐ-CP dated September 11, 2025;
- The Charter of Quang Ninh Cement and Construction Joint Stock Company ("the Company").

The Board of Directors ("BOD") of Quang Ninh Cement and Construction Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders ("GMS") for approval of the private placement plan of shares with the following specific contents:

#### 1. Purpose of share offering:

Repayment of principal and loan interest to credit institutions in order to rebalance capital sources and improve the Company's financial situation.

#### 2. Offering plan:

- **Share name:** Shares of Quang Ninh Cement and Construction Joint Stock Company
- **Type of shares:** Ordinary shares
- **Par value:** VND 10,000/share
- **Total number of shares offered:** 11,500,000 shares
- **Total value of shares offered at par value:** VND 115,000,000,000  
(In words: One hundred fifteen billion Vietnamese Dong)
- **Offering method:** Private placement of shares
- **Number of investors:** Less than 100 investors, excluding professional securities investors

#### - Criteria for selecting investors:

- Domestic organizations and individuals being strategic investors – investors selected by the General Meeting of Shareholders based on criteria of financial capacity, technological level and having commitment to cooperate with the Company for at least 03 years.



- Domestic organizations and individuals being professional securities investors in accordance with current laws, belonging to one of the following subjects:
  - Companies with contributed charter capital of over VND 100 billion or listed organizations, registered trading organizations;
  - Persons holding securities practice certificates;
  - Individuals holding listed/registered securities portfolios with a minimum value of VND 2 billion as certified by a securities company at the time such individual is determined as a professional securities investor;
  - Individuals having taxable income in the most recent year of at least VND 1 billion at the time such individual is determined as a professional securities investor according to tax declaration dossiers submitted to tax authorities or tax withholding documents of paying organizations/individuals.
- Priority to traditional and potential partners of the Company;
- Having financial capability and ability to contribute capital quickly immediately upon registering to purchase shares;
- Other criteria deemed necessary by the BOD.
- List of participants in the private placement for charter capital increase:

**List of expected strategic investors participating in the offering:**

Name of Investor	ID/Passport/Enterprise Registration Certificate	Number of shares owned before the offering	Number of shares expected to be allocated (shares)	Expected ownership ratio after the offering (%)	Relationship with issuing organization, members of the BOD, Supervisory Board and Board of Management
Ngo Huu The	030083007517	0	6.000.000	8,39%	Deputy General Director – QNC
Ninh Xuan Quang	022082000163	0	4.000.000	5,59%	Deputy Director of Lam Thach Cement Plant – QNC
Do Hoang Phuc	037057001333	1.729.647	1.500.000	4,52%	Chairman of the Board of Directors - QNC

In case strategic investors approved by the General Meeting of Shareholders do not register to purchase all, the BOD shall distribute to other subjects being professional securities investors according to investor selection criteria approved by the General Meeting of Shareholders (including selecting and determining the number of shares offered to each investor) at a price of VND 10,000/share or cancel and terminate the offering. The selection of investors must ensure that the share offering complies with the maximum foreign ownership ratio at the Company in accordance with current laws;



**Transfer restriction:**

The trading and transfer of shares offered privately are restricted for 03 years for strategic investors and 01 year for professional securities investors from the completion date of the offering, except for cases of transfer among professional securities investors or implementation according to legally effective court judgments, arbitration decisions or inheritance in accordance with the law.

**Principles for determining offering price:**

Book value of shares of Quang Ninh Cement and Construction Joint Stock Company as of December 31, 2025 according to audited consolidated financial statements of 2025:

$$\begin{aligned}\text{Book value} &= \frac{\text{Equity} - \text{Intangible fixed assets}}{\text{Total number of outstanding shares}} \\ &= \frac{717.104.307.176}{59.932.000} \\ &= 11.965 \text{ VND/share.}\end{aligned}$$

Average market value of shares of Quang Ninh Cement and Construction Joint Stock Company traded on Hanoi Stock Exchange during 30 trading sessions from February 23, 2026 to April 3, 2026 is 5,667 VND/share.

Based on evaluation of the above price levels and factors and in order to ensure the success of the offering, ensure the interests of existing shareholders and avoid the risk of share dilution after completion of the offering, the Board of Directors proposes to determine the offering price as follows:

- Offering price: VND 10,000/share.
- Time of offering:

Expected in 2026, after obtaining written approval from the State Securities Commission regarding receipt of complete dossier for private placement of shares of the issuing organization.

- Plan to ensure compliance with foreign ownership ratio:

The investor selection criteria are domestic organizations and individuals, therefore the offering does not change the foreign ownership ratio, ensuring compliance with regulations.

**3. Plan for use of proceeds from the offering:**

Total expected proceeds from the private placement is **VND 115,000,000,000** (calculated at offering price), which will be allocated for repayment of principal and loan interest to credit institutions, specifically:

No.	CONTENT	AMOUNT	EXPECTED TIME OF USE
1	Joint Stock Commercial Bank for Investment and Development of Vietnam – Southwest Quang Ninh Branch	61.194.975.990	In Q3, Q4 of 2026 and 2027
2	Joint Stock Commercial Bank for Investment and Development of Vietnam – Ha Thanh Branch	8.805.024.010	In Q3, Q4 of 2026 and 2027
3	Vietnam Bank for Agriculture and Rural Development – Quang Ninh Branch	45.000.000.000	In Q3, Q4 of 2026 and 2027
	<b>TOTAL</b>	<b>115.000.000.000</b>	



#### **4. Amendment of Charter:**

The General Meeting of Shareholders authorizes the Board of Directors to update and amend contents related to charter capital, shares in Article 6 of the Company Charter in accordance with the charter capital after completion of the offering.

#### **5. Adjustment of registered securities and additional trading registration:**

All offered shares will be adjusted in registered securities quantity at Vietnam Securities Depository and Clearing Corporation and additionally registered for trading at the Stock Exchange after completion of the offering in accordance with current laws.

#### **6. Authorization:**

The General Meeting of Shareholders authorizes the Board of Directors to:

- Select appropriate time for implementation of the offering plan in accordance with the Company's needs while ensuring compliance with laws;
- In case strategic investors approved by the General Meeting of Shareholders do not fully subscribe, the Board of Directors shall distribute to other professional securities investors according to approved criteria (including selecting and determining allocation to each investor) at VND 10,000/share or cancel and terminate the offering;
- Detail the plan for use of proceeds; in case of necessary adjustments in accordance with laws and actual situation, the BOD shall adjust and report to the nearest General Meeting of Shareholders;
- Approve, adjust plans and carry out necessary procedures to ensure compliance with foreign ownership ratio;
- Prepare detailed offering dossier to submit to the State Securities Commission and competent authorities;
- Complete other contents related to the offering plan as required by competent authorities to ensure lawful capital mobilization;
- Update and amend contents related to charter capital, shares in the Company Charter after completion of the offering and adjust enterprise registration accordingly;
- Carry out procedures to adjust registered securities at Vietnam Securities Depository and Clearing Corporation and additional trading registration at the Stock Exchange after completion of the offering.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Do Hoang Phuc**



No: 616/TTtr- HĐQT

Quang Ninh, April 10, 2026

**PROPOSAL**  
**ON MATTERS PRESENTED TO THE GENERAL MEETING OF SHAREHOLDERS**  
**AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Content 1:**

To approve the results of production and business operations in 2025.

No. (TT)	Content	Unit	Actual Performance in 2025
<b>I.</b>	<b>Production Output Targets</b>		
1	Clinker Production	Tons	1.067.040
2	Cement Grinding (all types)	Tons	1.468.063
<b>II</b>	<b>Sales Volume Targets</b>		
1	Clinker	Tons	231.711
2	Cement	Tons	1.477.571
<b>III</b>	<b>Revenue and Profit Indicators</b>		
1	Total Revenue	Billion VND	1.918,7
2	State Budget Contribution	Billion VND	58
3	Average Salary	Million VND	14,8

**Content 2:**

To approve the reports of the Board of Directors and the Board of Management on the results of operations in 2025, and the directions and tasks for production and business activities in 2026.

**Content 3:**

To approve the report of the Supervisory Board on the results of its activities in 2025, the directions and tasks for 2026, and the proposal on the selection of the auditing firm for the 2026 financial statements.

**Content 4:**

To approve the production and business plan for 2026.

**1. Key Production and Business Targets for 2026**

No. (TT)	Content	Unit	2026 Business Plan
<b>I</b>	<b>Production Output Targets</b>		
1	Clinker Production	Tons	1.105.000



2	Cement Grinding (all types)	Tons	2.000.000
<b>II</b>	<b>Sales Volume Targets</b>		
1	Clinker	Tons	-
2	Cement	Tons	1.997.000
<b>III</b>	<b>Revenue and Profit Indicators</b>		
1	Total Revenue	Billion VND	2.222
2	State Budget Contribution	Billion VND	50
3	Average Salary	Million VND	15
4	Profit after Corporate Income Tax (CIT)	Billion VND	32,3

## 2. Other Plans/Tasks:

To be implemented in accordance with the reports of the Board of Directors, the Board of Management, and the Supervisory Board on orientations and tasks for 2026, specifically:

- Strive to produce over 2 million tons of cement of all types; achieve total revenue of over VND 2,000 billion (approximately 21.6% growth compared to 2025); ensure stable employment and an average income of over VND 15 million per employee per month (approximately 8.6% growth compared to 2025).
- Focus on accelerating investment in projects and works already approved by the Board of Directors and the General Meeting of Shareholders, in order to improve production efficiency, enhance competitiveness, and move towards sustainable development.
- Continue investing in and upgrading the dispatch/loading system and port silos, contributing to the completion of logistics infrastructure and improving product consumption and delivery capacity.
- Invest in upgrading the automation system and the Central Control Room towards a modern and synchronized direction, meeting requirements for accurate, safe, and efficient production management and operation.
- Put the waste heat recovery power generation project into operation, contributing to energy savings, cost reduction, and reinforcing the Company's orientation toward green and environmentally friendly development.
- Implement investment in upgrading the storage, classification system for ordinary industrial waste, and solid waste treatment at Lam Thach Cement Plant in compliance with regulations, thereby gradually enhancing treatment capacity, ensuring environmental compliance, and sustainable development.
- Promote digital transformation programs; invest in innovation, renovation, and modernization of production lines and equipment; apply advanced technologies to improve productivity and quality, reduce energy consumption, save resources, and protect the environment.
- Effectively implement environmental protection, occupational safety and hygiene, and fire prevention and fighting; enhance investment in protective equipment and tools; proactively coordinate with local authorities in



environmental protection, striving to develop Lam Thach Cement Plant into a “Green Factory – Green Products” model.

- Continue to innovate and improve the Company’s governance model toward a modern and efficient approach.
- Implement the plan for share issuance to increase charter capital in accordance with regulations.

#### **Content 5:**

To approve the 2025 financial statements audited by AASC Auditing Firm Company Limited, signed on March 27, 2026, including the Separate Financial Statements and the Consolidated Financial Statements.

#### **Content 6:**

To approve the payment of remuneration for the Board of Directors and the Supervisory Board in 2025:

According to the Resolution of the 2025 Annual General Meeting of Shareholders, the Company planned to pay remuneration to members of the Board of Directors and the Supervisory Board at a rate of 1.5% of profit after tax. Although the Company recorded profits in 2025, due to ongoing difficulties in production and business activities during the year, particularly in the construction materials sector, the General Meeting of Shareholders agreed not to pay remuneration to the Board of Directors and the Supervisory Board for 2025.

#### **Content 7:**

To approve the execution of contracts and transactions between Quang Ninh Cement and Construction Joint Stock Company (QNC) and related parties arising in 2026, including the following contents:

1. To approve the execution of contracts and transactions between QNC and related parties arising in 2026 in accordance with the Company’s Charter and relevant legal regulations, where the value of each transaction falls under the authority of the Board of Directors and/or the General Meeting of Shareholders as prescribed in the Company’s Charter, ensuring fairness, no prejudice, and safety for QNC. Such contracts and transactions include:
  - Borrowing/lending, loan guarantees, and other loan security measures (pledge/mortgage);
  - Leasing/letting of assets; purchase and sale of assets; trading of products, materials, goods, raw materials and fuels;
  - Service contracts/service provision; construction/installation contracts and other contracts serving the Company’s production and business activities;
  - Other contracts and transactions under the authority of the Board of Directors/the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company’s Charter.
2. Implementation period: from January 1, 2026 until the next Annual General Meeting of Shareholders.



3. List of entities entering into contracts and transactions with Quang Ninh Cement and Construction Joint Stock Company includes: ...

No.	Company Name	Tax Code / Head Office Address	Description	Notes
1	MTC Group Company	Tax Code: 5701734329, Noi Hoang Dong Area, Hoang Que Ward, Quang Ninh Province	Purchase of materials, goods; provision of blasting services	Related to the Chairman of the Board of Directors
2	Cai Lan Industrial Park Joint Stock Company - QNC	Tax Code: 5701939492, Cai Lan Industrial Park, Viet Hung Ward, Quang Ninh Province	Service provision	Related to the Chairman of the Board of Directors
3	Nam Phuong Investment and Trading Company Limited	Tax Code: 2700281328, No. 154 Tran Hung Dao Street, Binh Chuong Quarter, Hoa Lu Ward, Ninh Binh Province	Trading; provision of services; petroleum business	Related to the Chairman of the Board of Directors
4	Nam Phuong Import-Export Company Limited	Tax Code: 2700669128, Trinh Tu Street, Kim Da Quarter, Hoa Lu Ward, Ninh Binh Province	Trading of cement, clinker, coal; provision of goods and other services	Related to the Chairman of the Board of Directors
5	OMAMCO Vietnam Raw Materials Company Limited	Tax Code: 1001064569, No. 16, Alley 17, Pham The Hien Street, Group 4, Tran Hung Dao Ward, Hung Yen Province	Trading of cement, clinker, coal, gypsum; provision of goods and other services	Related to members of the Board of Directors and the General Director
6	Vawaz Vietnam Investment Company Limited	Tax Code: 1001059456, 2nd Floor, Viettel Thai Binh Building, No. 431 Tran Hung Dao Street, Tran Hung Dao Ward, Hung Yen Province	Trading of cement, clinker, coal, gypsum; provision of goods and other services	Related to members of the Board of Directors and the General Director

4. To approve the authorization of the General Director of the Company to organize and implement the negotiation, execution, and performance of contracts and transactions with the above-mentioned related parties (including but not limited to amendment, cancellation, termination, and liquidation), in accordance with the regulations of QNC and applicable laws; based on the actual situation of QNC; and on the principle of ensuring the interests of QNC and its shareholders.

**Content 8:**

To approve the list proposed by the Supervisory Board regarding the selection of one of the following auditing firms to audit the 2026 financial statements (Submission No. 613/TTr-HĐQT dated April 10, 2026 of the Supervisory Board):

1. AASC Auditing Firm Company Limited (AASC)  
Head Office: No. 1 Le Phung Hieu Street, Hoan Kiem Ward, Hanoi.
2. Vietnam Auditing and Valuation Company Limited (AVA)  
Head Office: 14th Floor, SUDICO Building, Me Tri Street, Tu Liem Ward, Hanoi.



3. RSM Vietnam Auditing and Consulting Company Limited – Hanoi Branch  
Head Office: 25th Floor, Tower A, Discovery Complex Building, No. 302  
Cau Giay, Cau Giay Ward, Hanoi.
4. Deloitte Vietnam Company Limited (Deloitte)  
Head Office: 12th Floor, Diamond Park Plaza Building, 16 Lang Ha, Giang  
Vo Ward, Hanoi.

**Selection criteria:**

- Approved to audit public interest entities in 2026;
- Integrity and high professional ethics; reputable and prestigious in the auditing industry;
- Reasonable audit fees.

Based on the above list of auditing firms, upon approval by the 2026 Annual General Meeting of Shareholders, the General Meeting of Shareholders authorizes the Board of Directors to select one of the above auditing firms to perform the independent audit of the Company's reviewed semi-annual financial statements and annual financial statements for 2026 in accordance with applicable laws.

**Content 9:**

To approve the authorization and assignment to the Board of Directors and the Executive Board to implement the following:

1. Continue to proactively review and assess all resources, including assets, natural resources, minerals, infrastructure projects, capital contributions, investments of QNC in subsidiaries, and financial investments; decide on implementation of plans such as investment, sale, liquidation, transfer, business cooperation, leasing, divestment, etc., in order to strengthen financial capacity for production and business activities and generate economic efficiency for the Company.
2. Implement the consolidation, arrangement, and restructuring of the organizational structure and personnel at all levels to ensure a streamlined, effective, and efficient apparatus, aligned with the Company's operational model and actual production and business requirements.

**Content 10:**

To approve the remuneration for members of the Board of Directors and the Supervisory Board in 2026, not exceeding 1.5% of profit after tax.

**Content 11:**

To Approval of the amendments and supplements to the Company's Charter and Regulations in accordance with Submission No. 611/TTr-HĐQT dated April 10, 2026 of the Board of Directors and Submission No. 614/TTr-BKS dated April 10, 2026 of the Supervisory Board.

**Content 12:**

To Approval of the private placement of shares in accordance with Proposal No. 615/TTr-HĐQT dated April 10, 2026 submitted by the Board of Directors of the Company.



**Content 13:**

To approve Submission No. 612/TTr-HĐQT dated April 10, 2026 of the Board of Directors regarding the adjustment of the Company's registered business lines.

**Content 14:**

To approve the authorization and assignment to the Board of Directors, the Executive Board, and the Supervisory Board to continue directing relevant units and individuals to handle and resolve outstanding issues related to the Company's production and business activities in accordance with the resolutions/decisions/requirements of the Board of Directors and the General Meeting of Shareholders, as well as the Company's regulations and applicable laws.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval in accordance with regulations.

**Recipients:**

- Shareholders of the Company;
- Members of the Board of Directors and Supervisory Board;
- Posted on the Company's Website;
- Archive: Office, Company Secretary.

ON BEHALF OF THE BOARD OF  
DIRECTORS CHAIRMAN



**Do Hoang Phuc**