



**QNC**  
corporation

No.:

/NQ-ĐHCD

CÔNG TY CỔ PHẦN XI MĂNG VÀ XÂY DỰNG QUẢNG NINH

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Quang Ninh, April 2025

DRAFT

## RESOLUTION

### ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025 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 2025 Annual General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company dated / /2025.

## RESOLVE:

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

### Content 1:

Agree to approve the results of production and business activities in 2024 and the results of production and business activities in the period of 2020 - 2024, including:

1. Production and business results in 2024:

No.	INDICATORS	UNIT	RESULT
			IN 2024
<b>1</b>	<b>Consolidated business results</b>		
+	Total revenue	Billion VND	1.624,3
+	Total accounting profit before tax	Billion VND	54,8
+	Profit after tax of parent company shareholders	Billion VND	43,1
<b>2</b>	<b>Parent company business results</b>	Billion VND	
+	Total revenue	Billion VND	1.623,4
+	Total accounting profit before tax	Billion VND	54,9
+	Profit after tax of parent company	Billion VND	43,2



	shareholders		
3	Submit budget	Billion VND	135,3
4	Average income	Million VND/person/month	13,3

## 2. Production and business results achieved (2020 -2024)

No	INDICATORS	UNIT	RESULT				
			2020	2021	2022	2023	2024
1	Revenue	Billion VND	1.545	1.252	1.513	1.472	1.623
2	Total profit before tax	Billion VND	85,6	99,2	114,9	94,8	54,9
3	Profit after corporate income tax	Billion VND	85,6	91,24	89,5	72,5	43,2
4	Submit budget	Billion VND	58,2	95	131	102,3	135,3
5	Average income	Million VND	9,9	10,7	10,8	12,3	13,3

## 5-YEAR SUMMARY (2020 – 2024)

NO	INDICATORS	UNIT	TOTAL 5 YEARS	YEARLY AVERAGE
1	Revenue	Billion VND	7.405,49	1481,1
2	Total profit before tax	Billion VND	446,49	89,2
3	Submit budget	Billion VND	521,86	104,3
4	Average income	Million VND		11

### Content 2:

Approval of the report of the Board of Directors and the Board of General Directors of the Company on the results of operations in 2024, term 2020 - 2025; directions and tasks of production and business activities in 2025 and term 2025 - 2030

### Content 3:

Approval of the Company's Board of Supervisors' report on the results of operations in 2024, term 2020 - 2025; directions and tasks in 2025 and term 2025 - 2030; Proposal to select an auditing unit for the 2025 Financial Report

### Content 4:

Approval of the 2025 production and business plan and the 2025 - 2030 production and business plan, including:

#### 1. Main production and business targets for 2025

No.	Content	Unit	Plan in 2025
1	Revenue	Billion VND	1.580
2	Submit budget	Billion VND	80
3	Average income	Million VND	13,5
4	Profit from production and business before corporate income tax	Billion VND	25,49
5	Profit from production and business after corporate income tax	Billion VND	20,39
5	Dividend 2025 (Form of dividend payment: In cash or in shares)	%	Expected minimum 5%

2. Other plans/tasks: According to the content of the reports of the Board of Directors, Board of Management and Board of Supervisors on the direction and tasks for 2025.

3. Plans and targets for the following years to 2030:



Based on the targets for 2025, the following years::

- + Proactively/flexibly innovate the management model, organizational structure/human resources towards streamlining, effectiveness, efficiency, maintain stable production, ensure productivity/product quality, jobs, income for workers, actively participate in social security work/community responsibility.

- + Focus on implementing production investment according to the model: Green Economy, Circular Economy, Renewable Energy.

- + Deploying digital transformation programs, implementing investments, innovating, renovating modern equipment lines, applying advanced technologies to ensure quality capacity, reducing energy consumption, saving resources, and protecting the environment.

- + Focus on implementing residual heat power generation projects and supporting projects/works, contributing to increasing the value of the Company's production and business activities.

**Content 5:**

Approval of the 2024 financial statements audited by AASC Auditing Company Limited signed on March 26, 2025, including the separate financial statements and the consolidated financial statements.

**Content 6:**

Approval of remuneration payment to the Board of Directors and the Board of Supervisors of the Company in 2024:

According to the Resolution of the 2024 General Meeting of Shareholders, the Company plans to pay remuneration to members of the Board of Directors and the Board of Supervisors of the Company at a rate of 1.5% of profit after tax. Although the results in 2024 were profitable, however, due to the fact that the production and business situation in 2024 is still very difficult, especially in the field of construction materials production. Therefore, the meeting agreed not to pay remuneration to the Board of Directors and the Board of Supervisors of the Company in 2024.

**Content 7:**

Approving the signing of contracts and transactions between Quang Ninh Cement and Construction Joint Stock Company (QNC) and related parties arising in 2025, including the following contents:

1. Agree to approve the signing of contracts and transactions between Quang Ninh Cement and Construction Joint Stock Company (QNC) and related parties arising in 2025 in accordance with the provisions of the Charter of QNC Company and relevant legal documents, the value of each transaction is under the authority of the Board of Directors and the General Meeting of Shareholders in accordance with the provisions of the Charter of QNC Company on the basis of fairness, not causing disadvantage and ensuring safety for QNC Company, the types of contracts and transactions include:

- Borrowing/lending, loan guarantees and other loan security measures (pledge/mortgage).

- Lease/lease assets, purchase and sale of assets; purchase and sale of products, supplies, goods, raw materials, etc.

- 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/General Meeting of Shareholders according to the provisions of the Enterprise Law and the Charter of QNC Company.

2. Implementation period from January 1, 2025 until the Annual General Meeting of Shareholders of the following year.

3. List of implementing units signed with Quang Ninh Cement and Construction Joint Stock Company includes:

No.	COMPANY NAME	TAX CODE/ADDRESS	CONTENT	NOTE
1	Tam Van Ha Long Joint Stock Company	Tax Code 5701734329 Noi Hoang Dong Village, Hoang Que Commune, Dong Trieu, Quang Ninh	Buying and selling materials, goods and services for blasting	Related to Vice Chairman of the Board of Directors
2	Cai Lan Industrial Park Joint Stock Company - QNC	Tax Code 5701939492 Cai Lan Industrial Park, Gieng Day Ward, Ha Long City, Quang Ninh	Providing services	Related to Vice Chairman of the Board of Directors
3	Nam Phuong Investment and Trading Company Limited	Tax Code 2700281328 Nam Phuong Supermarket, 3rd Floor, No. 154 Tran Hung Dao Street, Binh Chuong Street, Ninh Khanh Ward, Ninh Binh City, Ninh Binh Province	Buying and selling, Providing services, petrol	Related to the Chairman of the Board
4	Nam Phuong Export Company Limited	Tax Code 2700669128 Nam Phuong Supermarket, 3rd Floor, No. 154 Tran Hung Dao Street, Binh Chuong Street, Ninh Khanh Ward, Ninh Binh City, Ninh Binh Province	Buying and selling cement, clinker, coal, providing other goods and services.	Related to the Chairman of the Board
5	Omanco Material Vietnam Company Limited	Tax Code 1001064569 No. 16, Road 17, Pham The Hien Street, Group 4, Tran Hung Dao Ward, Thai Binh City, Thai Binh Province	Buying and selling cement, clinker, coal, gypsum, providing other goods and services.	Related to Board members, General Director
6	Vawaz Vietnam Investment Company Limited	Tax Code 1001059456 2nd floor, Viettel Thai Binh building, 431 Tran Hung Dao street, Tran Hung Dao ward, Thai Binh city.	Buying and selling cement, clinker, coal, gypsum, providing other goods and services.	Related to Board members, General Director

4. Agree to authorize the General Director of the Company to carry out the negotiation, signing, and execution of contracts and transactions with the above-mentioned related parties (including but not limited to cancellation, termination, liquidation...) in accordance with the regulations of QNC Company and the provisions of law; based on the actual situation of QNC Company; on the principle of ensuring the interests of QNC Company and shareholders.

#### **Content 8:**

Approval of the Company's Board of Supervisors' Proposal List on selecting one of the following auditing companies to audit the 2025 Financial Statements (Submission No.: 508/TT-DHCD dated March 31, 2025 of the Company's Board of Supervisors):

1. AASC Auditing Company Limited Head office: No. 1 Le Phung Hieu, Hoan Kiem District, Hanoi City.

2. Vietnam Auditing and Valuation Company Limited (AVA) Head office: 14th Floor, SUDICO Building, Me Tri Street, My Dinh 1 Ward, Nam Tu Liem District, Hanoi City.



3. RSM Vietnam Auditing and Consulting Company Limited - Hanoi Branch, Head office: Cau Giay District, Hanoi City.

4. Deloitte Vietnam Company Limited (Deloitte), Head office: 15th Floor, Vinaconex Building, 34 Lang Ha, Lang Ha Ward, Dong Da District, Hanoi City.

With the criteria:

- Approved to conduct audits for public interest entities in 2025.
- Honesty and upholding professional ethics, having reputation and prestige in the auditing industry.
- Appropriate audit costs.

Based on the list of auditing units mentioned above, after being approved by the 2025 Annual General Meeting of Shareholders. The General Meeting of Shareholders authorizes the Board of Directors to select one of the above auditing companies to independently audit the Company's semi-annual reviewed financial statements and 2025 financial statements in accordance with the law.

#### **Content 9:**

Agree to authorize and assign the Board of Directors and the Executive Board to:

1. Continue to proactively review and evaluate all assets, resources, minerals, infrastructure projects, etc. of the Company, capital contributions, QNC's investments in subsidiaries, and financial investments. Decide to implement plans such as investment, sale, liquidation, transfer, business cooperation, leasing, transfer (divestment) ... to strengthen finance for production and business activities, bringing economic efficiency to the Company.

2. Implement the consolidation, arrangement, and rearrangement of the organizational structure and personnel at all levels to ensure streamlining, effectiveness, efficiency, and suitability with the Company's actual production and business model and requirements.

#### **Content 10:**

Agreeing to approve the 2025 Dividend Distribution Plan as follows:

Expected dividend payment rate: Minimum 5% in cash or shares.

Agree to authorize the Board of Directors to:

- Consider and decide on the specific payment method and rate depending on the production and business situation.
- Develop a plan to issue shares to pay/prepay dividends and carry out other necessary procedures to successfully implement the issuance.
- Register to increase charter capital, at the same time amend the Company's Charter and handle related issues to ensure compliance with the provisions of law.
- Register for depository and additional listing of all newly issued shares in accordance with regulations.
- Carry out other tasks to complete the issuance of shares to pay dividends in 2025 in accordance with regulations.
- Depending on each specific case, the Board of Directors is authorized to the General Director to perform the tasks related to paying dividends for 2025 as mentioned above.

#### **Content 11:**

Approval of remuneration payment for members of the Board of Directors and Board of Supervisors of the Company in 2025, not exceeding 1.5% of profit after tax



**Content 12:**

Agree to dismiss all members of the Board of Directors and members of the Supervisory Board for the 2020-2025 term, due to the expiration of the term.

**Content 13:**

Agree on the structure of the number of members of the Board of Directors and the Supervisory Board of Quang Ninh Cement and Construction Joint Stock Company for the term 2025 -2030, specifically:

- + The Board of Directors of the Company is: 05 (five) members;
- + The Supervisory Board of the Company is: 03 (three) members

**Content 14:**

Approving the amendment and supplementation of the Company Charter according to the submission No. 507/TT-DHCD dated March 31, 2025 of the Board of Directors of the Company, specifically:

1/ Amending Clause 2, Article 39 of the Charter:

Current content:

2. The term of the General Director is three (03) years and can be reappointed.

The appointment may expire based on the provisions of the labor contract.

Amended content:

2. The term of the General Director is five (05) years and can be reappointed.

The appointment may expire based on the provisions of the labor contract.

2/ Agreeing to approve the content of the registration of additional business lines of the Company including:

TT	INDUSTRY NAME	INDUSTRY CODE
1	Basic Chemical Production: Details: Industrial Gas Production	2011
2	Other support services related to transportation	5229

3/ Agree to amend/supplement Clause 2, Article 39 and Clause 1, Article 4 of the Company's Charter (according to the above-mentioned amendments and supplements); Agree to authorize and assign the Company's Legal Representative to carry out the procedures for registering additional business lines according to regulations.

**Content 15:**

Approval of the list of candidates to elect members of the Board of Directors/Board of Supervisors of the Company for the term 2025-2030 and approval of reappointment to the position of General Director of the Company.

**Content 16:**

Approval of the Plan for issuing shares to pay dividends in 2024 according to the report No. 509/TT-DHCD dated March 31, 2025 of the Company's Board of Directors

**Content 17:**

Approval of the 2024 after-tax profit distribution plan according to the report No. 510/TT-DHCD dated March 31, 2025 of the Company's Board of Directors

**Content 18:**

Approve the Internal Governance Regulations, the Board of Directors' operating regulations, and the Company's Supervisory Board's operating regulations for the term 2025-2030.

Based on the content of the amendments and supplements to the Company's Charter and Internal Governance Regulations, the Board of Directors' operating



regulations, and the Company's Supervisory Board's operating regulations after being approved at the General Meeting of Shareholders. Agree to authorize and assign the Company's Legal Representative; Chairman of the Board of Directors/Head of the Company's Supervisory Board to complete, promulgate, and apply according to regulations.

**Content 19:**

Agreed to approve the Authorization and assign the Board of Directors, the Executive Board, and the Supervisory Board of the Company to continue to request relevant units and individuals to handle and resolve existing issues related to the Company's production and business activities according to the content of the Resolution/Decision/Request of the Board of Directors and the General Meeting of Shareholders, according to the Company's regulations and current laws.

**Content 20:**

Agree to approve the results of the election of members of the Board of Directors/members of the Board of Supervisors of the Company for the term 2025-2030, approve the reappointment of the position of General Director of the Company, including:

**I. Board of Directors of the Company for the term 2025 - 2030:**

1. Mr .....,
2. Mr .....,
3. Mr .....,
4. Mr .....,
5. Mr .....,

**II. Company Board of Supervisors for the term 2025 - 2030:**

1. Mr .....,
2. Mr .....,
3. Mr .....,

**III. Approval of reappointment to the position of General Director of the Company:**

Mr .....,

**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**