

No: 2451/CBTT-QNC

Quang Ninh, October 9, 2026

HOÀN
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EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange (HNX)

1. Name of the organization:

Quang Ninh Cement and Construction Joint Stock Company

- Stock Code: QNC
- Address: Bach Dang Area, Yen Tu Ward, Quang Ninh Province, Vietnam
- Tel: (+84) 2033 668355 ; Fax: (+84) 2033 668354

2. Type of information disclosure:

- ☒ Within 24 hours ☐ Within 72 hours ☐ Upon request ☐
Extraordinary ☐ Periodic

3. Contents of information disclosure:

Quang Ninh Cement and Construction Joint Stock Company (QNC) hereby discloses the contents of Resolution No. 2459/NQ-HĐQT dated October 9, 2026, issued by the Company's Board of Directors, approving the addition of the following document to the materials for the 2026 Extraordinary General Meeting of Shareholders:

The Proposal regarding the approval for Bluecem Vietnam Investment Company Limited to acquire voting shares without being required to conduct a mandatory public tender offer in accordance with applicable regulations.

The following documents are attached to Resolution No. 2459/NQ-HĐQT dated October 9, 2026:

- Proposal No. 2448/TTr-ĐHCD dated October 9, 2026;
- Agenda of the 2026 Extraordinary General Meeting of Shareholders No. 2340/CT-ĐHCD dated September 29, 2026; and
- Draft Resolution of the 2026 Extraordinary General Meeting of Shareholders.

4. Publication of information:

This information has been published on the Company's website at:
<https://cement.com.vn/>

We hereby certify that the information provided above is true and accurate, and we take full responsibility before the law for the contents of the disclosed information.

Recipients:

- As above (for reporting);
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Finance and Accounting Department;
- Archived at the Office.

GENERAL DIRECTOR



Số:2459/NQ-HĐQT

Quảng Ninh, ngày 09 tháng 10 năm 2026

**RESOLUTION OF THE BOARD OF DIRECTORS
BOARD OF DIRECTORS**

QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025, and relevant implementing regulations;
- The Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and relevant implementing regulations;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing and guiding the implementation of certain provisions of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;
- The Charter of Quang Ninh Cement and Construction Joint Stock Company (the "Company");
- Minutes No. 2458/BB-HĐQT dated October 9, 2026 of the Meeting of the Board of Directors of Quang Ninh Cement and Construction Joint Stock Company;
- The written request dated October 7, 2026 submitted by shareholder Bluecem Vietnam Investment Company Limited, requesting the General Meeting of Shareholders to approve its acquisition of voting shares without being required to conduct a mandatory public tender offer in accordance with applicable regulations;
- The functions and powers of the Chairman of the Company's Board of Directors.

HEREBY RESOLVES:

Article 1. Approval of the addition of the following document to the materials for the 2026 Extraordinary General Meeting of Shareholders:

Proposal regarding the approval for Bluecem Vietnam Investment Company Limited to acquire voting shares without being required to conduct a mandatory public tender offer in accordance with applicable regulations.

Article 2. Effectiveness and implementation

This Resolution shall take effect from the date of signing.

Members of the Board of Directors, the Supervisory Board, the Board of General Directors, Heads of departments and units, and relevant individuals shall be responsible for implementing this Resolution.

Recipients:

- As stated in Article 2;
- Filed at the Company Office.

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



ĐO HOANG PHUC



QNC
corporation

CÔNG TY CỔ PHẦN XI MĂNG & XÂY DỰNG QUẢNG NINH

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No.: 2448/TTr-HĐQT

Quang Ninh, October 9, 2026

PROPOSAL

**TO THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
Regarding Approval for Bluecem Vietnam Investment Company Limited to Acquire
Voting Shares without Being Required to Conduct a Mandatory Public Tender Offer**

**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, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025, and relevant implementing regulations;

Pursuant to The Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and relevant implementing regulations;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;

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

Pursuant to The written request dated October 7, 2026 from shareholder Bluecem Vietnam Investment Company Limited seeking approval to acquire voting shares without conducting a mandatory public tender offer.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders for consideration and approval the acquisition of voting shares by Bluecem Vietnam Investment Company Limited without being required to conduct a mandatory public tender offer, as follows:

1. Information on shareholders transferring/selling shares

No.	Transferring shareholder	Citizen Identity Card No., issuing authority and date	Shares to transfer	Ratio
1	To Quang Anh	034099012469, issued by the Police Department for Administrative Management of Social Order on March 23, 2023	2,356,400	3.93%
2	Dao Thuy Linh	034198011321, issued by the Police Department for Administrative Management of Social Order on September 16, 2021	570,985	0.95%
	TOTAL		2,927,385	4.88%

2. Information on the acquiring shareholder not required to conduct a mandatory public tender offer

Acquiring shareholder	Enterprise Registration No.	Current shares	Current ratio	Shares acquired	Shares after transaction	Ratio after transaction
Bluecem Vietnam Investment Company Limited	0109853856	14,727,106	24.55%	2,927,385	17,654,491	29.42%
TOTAL		14,727,106	24.55%	2,927,385	17,654,491	29.42%

(*) Shares held by persons affiliated with the acquiring shareholder: 0 shares.

3. Transaction approval

Bluecem Vietnam Investment Company Limited shall be permitted to acquire voting shares of Quang Ninh Cement and Construction Joint Stock Company from the shareholders specified in Section 1 of this Proposal, resulting in its direct or indirect ownership reaching or exceeding 25% of the voting shares, as provided in Clause 1, Article 35 of the Law on Securities No. 54/2019/QH14, without being required to conduct a mandatory public tender offer in accordance with applicable law.

4. Transaction method

The transfer shall be conducted through order-matching transactions and/or negotiated transactions in accordance with the regulations of the Hanoi Stock Exchange.

5. Expected transaction period

Following approval by the 2026 Extraordinary General Meeting of Shareholders, subject to the progress of negotiations between the parties and compliance with applicable laws.

6. Other provisions

Bluecem Vietnam Investment Company Limited and the transferring shareholders shall be responsible for completing share transfer procedures and information disclosure obligations in accordance with applicable laws.

The Board of Directors respectfully submits the above proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As addressed above;
- Filed at the Company Office.

FOR AND 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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No.:/NQ-ĐHDCĐ

Quang Ninh, date month year 2026

**DRAFT RESOLUTION
OF THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
QUANG NINH CEMENT AND CONSTRUCTION JOINT STOCK COMPANY**

Pursuant to:

- The Law on Enterprises No. **59/2020/QH14**, adopted by the National Assembly of the Socialist Republic of Vietnam on **June 17, 2020**;
- The Law on Securities No. **54/2019/QH14**, adopted by the National Assembly of the Socialist Republic of Vietnam on **November 26, 2019**;
- 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;
- Circular No. **116/2020/TT-BTC** dated **December 31, 2020** of the Minister of Finance providing guidance on certain matters regarding 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;
- The Charter of **Quang Ninh Cement and Construction Joint Stock Company**;
- The Minutes of the **2026 Extraordinary General Meeting of Shareholders of Quang Ninh Cement and Construction Joint Stock Company** dated/...../2026.

HEREBY RESOLVES:

Article 1. Approval of personnel matters falling within the authority of the General Meeting of Shareholders, comprising the following:

1. Approval of the dismissal of **Mr. Nguyen Van Kien** from the position of **Member of the Board of Directors of the Company for the 2025–2030 term**.
2. Approval of the dismissal of **Ms. Pham Thi Minh Hoa** from the position of **Member of the Supervisory Board of the Company for the 2025–2030 term**.
3. Approval of the results of the additional election of **01 Member of the Board of Directors and 01 Member of the Supervisory Board** for the remaining period of the **2025–2030 term**, based on the vote-counting results at the General Meeting, comprising:
 - 3.1. **Mr./Ms.** – **Member of the Board of Directors for the 2025–2030 term**.
 - 3.2. **Mr./Ms.** – **Member of the Supervisory Board for the 2025–2030 term**.

Article 2. Approval of the investment policy for certain projects serving the Company's production and business operations

1. Approval of the investment policy

The General Meeting of Shareholders approves the investment policy for **08 project groups**, with the preliminary total investment amount expected **not to exceed VND 1,980 billion**.

The approval under this Article constitutes approval of the **investment policy, overall direction and aggregate investment limit** and shall not substitute for an investment decision, project approval decision, or any specialized procedures required to be carried out in accordance with applicable laws.

List of Project Groups

No.	Project Group	Main Investment Objectives and Scope	Preliminary Value (VND billion)
1	Solar power system and auxiliary infrastructure	Supplement self-generated electricity; reduce electricity costs; improve energy efficiency; support green production and emission-reduction objectives.	100
2	Renovation of Clinker Kilns No. 1 and No. 2; upgrading of automation systems and laboratory equipment	Increase the productivity and operational stability of the two production lines; reduce consumption; increase the level of automation; enhance clinker and cement quality-control capacity to serve domestic production and exports.	400
3	Expansion of silo systems and storage infrastructure	Increase storage capacity for cement, clinker, fly ash, slag and other raw materials/additives; enhance flexibility and proactiveness in production management; reduce dependence on weather conditions and minimize production curtailments caused by insufficient storage capacity.	100
4	Blast-furnace slag grinding line with a targeted capacity of 1.5 million tonnes/year	Secure mineral additive supplies; develop higher value-added cement/slag products; increase grinding capacity and product supply capacity to serve market demand.	300
5	Port infrastructure and outbound logistics	Invest in a ship lock/basin of approximately 40 × 96 m, 04 port silos of approximately 6,000 tonnes/silo, conveyor systems, loading equipment and auxiliary facilities; increase storage, cargo-handling, vehicle/vessel turnaround and port-shipping capacity; reduce dependence on weather conditions.	150
6	Expansion of the packaging production line	Secure packaging supplies for domestic and export cement; increase production capacity for sling/JBB/cement bag products and expand the packaging business.	200
7	110 kV substation and connection infrastructure	Improve the stability, safety and capacity of electricity supply; reduce power losses; meet the electricity demand of the existing plant and expansion investment projects.	80
8	Investment in construction and infrastructure business of Lam Thach 1 Industrial Cluster (Lam Thach 1 IC)	Invest in a synchronous technical infrastructure system in accordance with the planning and legal dossiers approved by competent authorities; establish industrial infrastructure to attract appropriate industries; enhance connectivity and complementarity with neighboring industrial parks/clusters; expand infrastructure investment and business activities and create a long-term revenue source for the Company.	650
	TOTAL		1,980

2. Principles for adjustments during investment preparation and implementation

- The value of each project group specified in the table above is a **preliminary value at the time of submission to the General Meeting**. The Board of Directors is authorized to adjust the values among project groups, scale, capacity, structure of project components, technological solutions and implementation schedule where necessary, provided that such adjustments do not alter the core investment objectives of each project group and that the aggregate investment amount of the 08 project groups does not exceed **VND 1,980 billion**.
- For each individual project, where an investment decision, transaction, contract or capital-raising plan falls within the authority of the General Meeting of Shareholders under applicable laws, the Company's Charter or internal corporate governance regulations, the Board of Directors shall submit such matter to the General Meeting of Shareholders for consideration and approval prior to implementation.

3. Sources of funding

Funding for the projects shall be arranged from **owners' equity, undistributed profit after tax, borrowings and other lawful sources of capital**, as appropriate to the Company's financial position.

Any capital raising through the issuance of shares, convertible bonds, bonds with warrants or other forms falling within the authority of the General Meeting of Shareholders shall be submitted to the General Meeting of Shareholders for consideration and approval in accordance with applicable regulations.

4. Authorization of the Board of Directors to implement the investment policy

Within the scope of the investment policy and limits approved by the General Meeting of Shareholders under **Article 2**, the General Meeting of Shareholders hereby authorizes the **Board of Directors** to:

- Decide on the order of priority, investment phases, implementation timing and form of investment for each project in accordance with the Company's production and business requirements, financial capacity and actual conditions;
- Approve or decide, within its authority, on feasibility/research reports, investment plans, cost estimates/total investment amounts, designs, technologies, contractor selection plans, funding sources and other matters relating to each project;
- Adjust project names, scale, capacity, structure of project components, technical solutions, the value of each project group and implementation schedules within the limits stipulated in Clause 2, Article 2 of this Resolution;
- Decide on borrowings, execution of credit agreements, mortgages, security arrangements and other transactions serving the projects within the authority of the Board of Directors in accordance with applicable laws and the Company's Charter;
- Assign the General Director and/or a person authorized by the General Director to carry out investment procedures, contractor selection, negotiation, execution and performance of contracts, acceptance, finalization and other related activities in accordance with the Company's delegation of authority, internal regulations and applicable laws;
- Organize information disclosure and reporting and perform the obligations of a public company in accordance with the laws on securities and the securities market.

5. Compliance and implementation control requirements

- Each project may commence construction, procurement or execution of formally binding contracts only after completion of the corresponding mandatory legal conditions and procedures relating to **investment, construction, land, environment, fire prevention and fighting, electricity, infrastructure connection and other relevant specialized regulations**.
- The Board of Directors shall be responsible for overall supervision of implementation and shall periodically report to the General Meeting of Shareholders at the nearest Annual General Meeting of Shareholders on the implementation status, invested amounts, funding sources and material adjustments relating to the **08 project groups**.

Article 3. Approval for Bluecem Vietnam Investment Company Limited to Acquire Voting Shares without Being Required to Conduct a Mandatory Public Tender Offer in Accordance with Applicable Regulations:

1. Information on shareholders transferring/selling shares

No.	Transferring shareholder	Citizen Identity Card No., issuing authority and date	Shares to transfer	Ratio
1	To Quang Anh	034099012469, issued by the Police Department for Administrative Management of Social Order on March 23, 2023	2,356,400	3.93%
2	Dao Thuy Linh	034198011321, issued by the Police Department for Administrative Management of Social Order on September 16, 2021	570,985	0.95%
	TOTAL		2,927,385	4.88%

2. Information on the acquiring shareholder not required to conduct a mandatory public tender offer

Acquiring shareholder	Enterprise Registration No.	Current shares	Current ratio	Shares acquired	Shares after transaction	Ratio after transaction
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3. Transaction approval

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4. Transaction method

The transfer shall be conducted through order-matching transactions and/or negotiated transactions in accordance with the regulations of the Hanoi Stock Exchange.

5. Expected transaction period

Following approval by the 2026 Extraordinary General Meeting of Shareholders, subject to the progress of negotiations between the parties and compliance with applicable laws.

Article 4. Effectiveness

This Resolution shall take effect from the date of signing.

Article 5. Implementation

Members of the **Board of Directors, Supervisory Board, Board of General Directors, Heads of departments and units, and relevant individuals** shall be responsible for implementing this Resolution.

Recipients:

- As stated in Article 5;
- Filed at: Board of Directors; Company Office.

**FOR AND ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS**

DO HOANG PHUC