

**RAILWAY CONSTRUCTION CORPORATION
JOINT STOCK COMPANY**



**REPORT
BUSINESS PRODUCTION RESULTS FOR 2024
BUSINESS PRODUCTION PLAN FOR 2025**

(Report at the Annual General Meeting of Shareholders in 2025 – 2nd time)

Hanoi, July 30, 2025

No: 01/2025/REP-RCC-GD

Hanoi, July 30, 2025

REPORT

BUSINESS PRODUCTION RESULTS FOR 2024 AND BUSINESS PRODUCTION PLAN FOR 2025

- Dear distinguished guests!

- Dear Shareholders!

On behalf of the Member Council, I would like to report the business production results for 2024 and present the business production plan for 2025 of the Joint Stock Company Railway Construction Corporation (abbreviated as RCC).

Part One

BUSINESS PRODUCTION RESULTS FOR 2024

I. Business production indicators:

1. Total production value:	807 billion VND (achieved 80.8% of the plan)
2. Revenue:	777 billion VND (achieved 78.5% of the plan)
3. Pre-tax profit:	9.5 billion VND
4. Capital collection:	491 billion VND
5. Completed construction volume not yet paid:	235 billion VND
6. Cash and cash equivalents:	11.6 billion VND
7. Loans and financial leases:	340.9 billion VND,

Including:

- Short-term loans:	340.6 billion VND
- Long-term loans:	0.3 billion VND

8. Accounts receivable from customers:	329.7 billion VND
9. Accounts payable to customers:	195.4 billion VND
10 Current rati:	1.17 times

(Ensuring the company's payment ability)

- 11. State budget contributions 27.4 billion VND
- 12. New investment and major equipment repairs: 3.39 billion VND
- 13. Average employee income: 12.2 million VND/person/month
- 14. Fully implementing policies for employees.

II. General assessment:

In 2024, the business production results did not meet the targets set by the 2024 General Meeting of Shareholders. The job search and signing of new contracts faced many difficulties due to objective conditions in the construction market and subjective factors such as: the organization of customer outreach was not deep and effective; member units were not proactive in finding jobs due to dependence or lack of bidding conditions... leading to production value and revenue not meeting the plan.

Besides positive factors contributing to development such as: the Government continued to implement macroeconomic regulation policies and issued specific, timely policies to support and remove difficulties for businesses; ministries, sectors, Vietnam Railway Corporation, and investors supported disbursement, adjusted capital plans for projects, and timely payment according to completed volumes... there were still objective factors hindering progress, such as delayed site clearance... However, with a spirit of utmost effort, the Member Council proactively coordinated with investors and supervisory consultants to promptly resolve difficulties, organized acceptance of completed items. Closely monitored fieldwork, issued decisive and timely directives to ensure progress, quality, and safety for RCC's ongoing projects.

Part Two

BUSINESS PRODUCTION PLAN FOR 2025

Entering 2025, RCC continues to face transitional difficulties from 2024 such as: lack of overlapping contracts, ongoing projects entering the final stage as required by investors, requiring abundant financial and human resources to meet progress..., but new opportunities are gradually opening up, bringing many development potentials for RCC. The Lao Cai – Hanoi – Hai Phong Railway Project will officially start at the end of 2025, expected to create many jobs for railway construction companies, including RCC. Besides, the Party and State have made important decisions, notably Resolution 68 to promote

private economic development and overall economic growth. To achieve GDP growth targets of over 8% this year and 10% in the coming years, the Government continues to boost public investment, infrastructure investment, urban transportation, railways, metro, seaports... With over 50 years of experience and high determination, we will seize these opportunities for RCC to make significant development strides in the near future.

I. Các chỉ tiêu sản xuất kinh doanh:

1. Total production value: 1,000 billion VND
2. Revenue: 900 billion VND
3. New contract value: over 750 billion VND
4. Pre-tax profit: 20 billion VND
5. New equipment investment: over 30 billion VND
6. Average employee income: 12.5 million VND/person/month
7. Fully implementing obligations to the State and policies for employees

II. Management measures:

To achieve the business production targets for 2025, the Member Council focuses on the following contents:

1. Strengthen the personnel team, promote project outreach, bidding, signing new contracts with high economic value and efficiency.
2. Coordinate with investors, relevant ministries and sectors to resolve capital allocation procedures for completed projects not yet allocated payment capital, such as Package 8 of the Phả Lại - Hạ Long - Cái Lân Project.
3. Focus on accelerating the construction progress of packages: Package XL01 Duong Railway Bridge, Package XL02 – Khe Net Bridge, Package XL02 Van Ninh - Cam Lo Expressway, Package XL11 Quy Nhon – Chi Thanh Expressway, Tam Giang Bridge Package... Enhance measures to improve quality and ensure safety.
4. Strengthen acceptance – payment work, complete documentation. Directly resolve payment procedures for completed construction volumes, actively urge debt recovery to ensure sufficient capital for the company's production activities.
5. Continue implementing solutions to improve corporate governance quality:
 - Complete the company's regulatory system and legal documents. Build, amend, and update to suit the current situation.
 - Innovate business organization models, construction organization, restructure member units. Build mechanisms to motivate member units to find jobs and generate profits.

- Strengthen management, control indirect and direct costs effectively in projects.
- Build a risk management and supervision system.
- Develop resource management software, unify management from the company to member units.

6. Ready resources to participate in major railway projects such as: Northern Railway (Hanoi – Lao Cai – Hai Phong), High-speed North – South Railway, and urban railways, specifically:

- Proactively seek, select, and establish cooperative relationships with domestic and foreign partners with capacity in the railway sector, promote international integration in investment, technology, and techniques, in line with the Government's sustainable transportation infrastructure development orientation.
- Implement training for management staff, technical staff, and skilled workers, ready to receive technology transfer from abroad.
- Invest in advanced equipment and technology to optimize construction solutions for railway infrastructure.

Above is the report on business production results for 2024 and the business production plan for 2025 of the company.

We request shareholders to contribute opinions as a basis for building resolutions and assigning the Member Council and the Member Council to organize implementation.

Wishing good health to distinguished guests and shareholders!

Thank you very much!

Recipients:

- *Shareholders;*
- *Archives: AD.*

GENERAL DIRECTOR



Vo Van Phuc

No: 307/2025/REP-RCC-MC

Hanoi, July 30, 2025

REPORT
Results of operations in 2024 and
Operational plan for 2025 of the Management Council
Railway Construction Corporation Joint Stock Company

Dear Shareholders!

In 2024, despite facing many challenges, the global economy maintained its growth momentum. According to the report of the Organization for Economic Cooperation and Development (OECD), the global GDP growth rate in 2024 is estimated at 3.2%, slightly higher than the 3.1% growth achieved in 2023. Inflation has cooled down, creating favorable conditions for central banks to lower interest rates and ease monetary policies to support growth and stabilize the global financial market.

For the Vietnamese economy, the economic growth rate for the whole year of 2024 is estimated to increase by 7.09%, exceeding the target (6-6.5%), the highest in ASEAN and among the top 5 highest growth rates in the world. The scale of Vietnam's economy is estimated to reach 476 billion USD, ranking 33rd in the world, up 1 place compared to 2023.

In 2024, the National Assembly of Vietnam passed 29 Laws and 42 important Resolutions, creating a synchronized legal corridor, removing barriers, and improving the investment-business environment. Based on the decisions of the National Assembly, the Government has resolved issues in many fields, notably the approval of the investment policy for the North-South high-speed railway project. In addition, the continued implementation of reasonable expansionary fiscal policies, with focus and coordination with proactive and flexible monetary policies and other macroeconomic policies, has contributed significantly to supporting production and business activities, promoting growth, and ensuring major economic balances. Fiscal supports such as tax deferral, reduction, and exemption continue to be implemented. Monetary policy maintains low interest rates, using various measures to alleviate exchange rate and gold price pressures; continues to allow debt restructuring and maintain debt groups until the end of 2024. These are favorable conditions to support the production and business activities of domestic enterprises.

However, major challenges for the Vietnamese economy in 2024 will continue into 2025, such as geopolitical tensions in the Middle East and Ukraine; increased competition in trade and technology, protectionism, and trade fragmentation; slow growth of major partners (such as Europe, China, Japan...) negatively affecting Vietnam's exports, investment attraction, and tourism; global inflation and interest rates decrease slower than expected due to US trade protection policies, increasing inflation, interest rate, and exchange rate pressures on Vietnam's financial and monetary market; risks of energy security, food security, cybersecurity, saline intrusion, and extreme weather remain constant. Therefore, business activities still face many difficulties and challenges.

With the main business of constructing railway and road infrastructure, the Railway Construction Corporation is greatly affected by public investment activities. In 2024, the Ministry of Transport was assigned to disburse 80% of the total budget of 60.2 trillion VND. The state budget has created many jobs for construction enterprises. However, competition among enterprises in the industry to access and secure jobs is very intense. Therefore, under such circumstances, the business targets of the Corporation last year did not achieve satisfactory results.

On behalf of the Management Council, I report the results of the Council's activities in 2024 and present the operational plan for 2025 as follows:

I. Activities of the Management Council in 2024.

1. Organization of the Management Council (MC):

In 2024, the Management Council continued to operate under the model with an Audit Committee and assigned members to oversee the Corporation's activities with a total of 05 members, including:

- Mr. Mai Thanh Phương – Chairman;
- Mr. Tạ Hữu Diễn – Vice Chairman;
- Mr. Võ Văn Phúc – Member of the MC, General Director;
- Mr. Phạm Hồng Thắng – Independent Member of the MC, Chairman of the Audit Committee;
- Mr. Phạm Ngọc Quốc Cường – Member of the MC, member of the Audit Committee.

2. Implementation of business targets according to the resolution of the General Meeting of Shareholders in 2024:

Target	Plan	Actual	% Actual/Plan
Value of new contracts signed (billion VND)	>500	250	50%

Value of production implemented (billion VND)	1,091	807	80.8%
Net revenue (billion VND)	989.8	777	78.5%
Profit before tax (billion VND)	24.74	9.5	37.8%

3. Financial targets:

Measurement: Billion VND

No.	Target	Actual
1	Net revenue from sales and services	776.6
2	Total accounting profit before tax	9.7
3	Profit after corporate income tax	3.7
	<i>Profit after tax of the parent company</i>	<i>1.4</i>
4	Basic earnings per share (VND/share)	117
5	TOTAL ASSETS	1,046.5
51	Short-term assets	743.8
5.2	Long-term assets	302.7
6	TOTAL LIABILITIES	1,046.5
6.1	Payables	635.3
6.2	Owner's equity	411.2

4. Implementation of the resolution of the annual General Meeting of Shareholders in 2024:

In addition to business targets, the Management Council has directed and implemented the contents of the resolution of the General Meeting of Shareholders on March 31, 2024. Specific results are as follows:

- Implemented the establishment of funds and distribution of profits, payment of remuneration, and allowances of the Management Council according to the plan approved by the General Meeting of Shareholders.
- The Management Council selected AASC as the audit unit from the list of audit organizations approved by the State Securities Commission.
- Implemented stock listing: the listing file is in the process of being completed to meet the listing conditions according to the law and the Stock Exchange. The Management Council is expected to submit the listing file as soon as the file meets all conditions.

5. Implementation of medium and long-term goals.

To maintain the leading position in the construction of railway transportation projects, develop road projects, the Management Council continues to direct and participate in accessing the Lao Cai – Hanoi – Hai Phong railway project, high-speed railway project, and other projects in the transportation sector.

Building a high-quality workforce with good professional skills and management skills.

Regarding management work: In July 2024, the Management Council directed the comprehensive reorganization and restructuring of the specialized departments of the Corporation to meet the requirements and tasks of production and business, along with the reorganization of key companies.

In the past year, in addition to maintaining relationships with project management boards of the Ministry of Transport, Vietnam Railway Corporation, the Management Council has promoted and strengthened relationships with some large private contractors and foreign contractors.

6. Other activities of the Management Council:

Continuing to improve the governance framework: building regulations and rules to adjust internal activities of the Corporation, the Corporation with external partners, and the Corporation with units invested by the Corporation.

Enhancing the role of representatives at units invested by the Corporation, controlling the activities of member units, ensuring the activities of these units follow the general direction of the Corporation while respecting the independence of the activities of member companies.

Regularly reviewing and evaluating production and business activities, seeking jobs, organizing personnel, restructuring at the Corporation's headquarters and member companies, handling and mobilizing capital to repay bank debts.

Members of Management Council regularly participate in monthly meetings with the General Director and other members of the Management Council, thereby understanding the Corporation's activities and providing appropriate directives, creating high consensus in management according to the goals set by the General Meeting of Shareholders. The Management Council, together with the General Director, directed the organization of the General Meeting of Shareholders of member companies, working with member companies on personnel organization, production and business plans, job search, and borrowing to solve difficulties for each unit.

7. Meetings of the Management Council, resolutions passed:

In 2024, the Management Council organized regular and business-related meetings. All meetings were attended by all MC members, conducted according to

the regulations of the Charter. The MC meetings were reported in the 2024 governance report. Specifically:

No.	MC Member	Number of attended	Attendance rate	Reason for not attending
1	Mr. Mai Thanh Phuong	11/11	100%	
2	Mr. Tạ Hữu Diễm	11/11	100%	
3	Mr. Võ Văn Phúc	11/11	100%	
4	Mr. Phạm Ngọc Quốc Cường	11/11	100%	
5	Mr. Phạm Hồng Thắng	11/11	100%	

The Audit Committee under the MC also held meetings, performing the function of supervising the management and operation of the MC, the Executive Board, and the production and business activities of the Corporation through participation and contributions at Management Council meetings and through quarterly and annual financial reports of the Corporation. Specifically, the meetings were organized as follows:

No.	MC Member	Number attended	Attendance rate	Voting rate	Reason for not attending
1	Mr. Phạm Hồng Thắng	3/3	100%	100%	
2	Mr. Phạm Ngọc Quốc Cường	3/3	100%	100%	

* Resolutions passed by the Management Council:

No.	Resolution/Decision No.	Date	Content
1	02/2024/RES-MC	20/02/2024	Regarding the convening of the annual General Meeting of Shareholders in 2024
2	04/DEC-RCC-MC	04/3/2024	Decision on investment and selection of Fortuner car supplier for production and business
3	05/2024/RES-MC	13/3/2023	Resolution on adjusting the plan for the General Meeting of Shareholders in 2024
4	06/DEC-RCC-MC	29/3/2024	Decision on increasing capital for Da Nang Railway Transport Co., Ltd.

5	09/2024/RES-MC	26/4/2024	Resolution on issuing regulations on Corporate Governance
6	10/2024/RES-MC	26/4/2024	Resolution on issuing regulations on the activities of the MC
7	11/DEC-RCC-MC	14/5/2024	Decision on liquidation of materials and equipment
8	13/RES-RCC-MC	14/6/2024	Resolution on selecting an independent audit company to audit and review the financial statements for the fiscal year 2024
9	15/RES-RCC-MC	19/06/2024	Resolution on reassigning within the MC
10	16/DEC-RCC-MC	22/6/2024	Decision on investment and selection of equipment package supplier for production and business
11	286/2024/RES-RCC-MC	28/6/2024	Resolution on approving the policy of borrowing from individuals
12	39/DEC-RCC-MC	19/7/2024	Resolution on issuing regulations on the activities of the General Director
13	40/DEC-RCC-MC	16/7/2024	Decision on issuing regulations on approval authority
14	19/2024/DEC-RCC-MC	19/7/2024	Decision on organizing and restructuring the Corporation's apparatus
15	138/2024/RES-RCC-MC	13/8/2024	Resolution on approving the policy of borrowing for production and business
16	42/2024/RES-RCC-MC	26/8/2024	Resolution on divesting from Hoang Mai Stone Joint Stock Company
17	43/2024/RES/RCC-MC	05/9/2024	Resolution on appointing the position of Deputy Director in charge of technical at Hoang Mai Stone Joint Stock Company
18	239/2024/RES-RCC-MC	23/9/2024	Resolution on transactions at the securities company
19	48/DEC-RCC-MC	04/10/2024	Decision on retirement for Mr. Nguyễn Thanh Bình
20	51/2024/RES-RCC-MC	21/10/2024	Resolution on personnel work at the Corporation and 798 Mechanical Construction Joint Stock Company
21	55/2024/DEC-RCC-MC	25/10/2024	Decision on issuing regulations on the Corporation's business expenses
22	57/2024/RES-RCC-MC	31/10/2024	Resolution on liquidation of equipment and investment plan for Q1/2025

8. Remuneration and allowances of MC members:

During the year, remuneration, allowances, operating costs, and other benefits of the MC and each MC member were implemented according to the resolution of the General Meeting of Shareholders and the Corporation's regulations. Specifically:

Name	Position	Remuneration, allowances (VND)
Mai Thanh Phương	Chairman	111,000,000
Tạ Hữu Diễn	Permanent Vice Chairman	954,660,000
Võ Văn Phúc	Member	566,862,600
Phạm Hồng Thắng	Independent Member	33,300,000
Phạm Ngọc Quốc Cường	Member	111,000,000

II. Operational plan of the Management Council in 2025.

1. Business environment in 2025:

In 2025, the Vietnamese Government approved the investment of 875,887 billion VND in public investment. Among them, the public investment capital for transportation infrastructure is very large. Notable is the Lao Cai – Hanoi – Hai Phong railway project with a total investment of 8.37 billion USD.

Besides opportunities, construction enterprises also face many challenges: the credit environment continues to tighten, affecting the ability to access loan capital; loan interest rates, foreign exchange rates, fuel prices, and construction material prices increase, leading to high costs for enterprises, affecting their production and business activities.

2. Activities of the MC:

- The MC continues to perform tasks within the authority stipulated in the Corporation's Charter and legal regulations.
- In 2025, the MC continues to focus on bidding, seeking contracts, implementing the reorganization plan approved, along with upgrading the management information system.

3. Main plan targets for 2025:

No.	Consolidated plan target	Value (billion VND/%)
1	Value of new contracts signed	>750
2	Value of production implemented (*)	1000
3	Net revenue (**)	900
4	Profit before tax	20
5	Dividend	5%

(*) *Value of production from railway construction, road construction, and industrial production activities.*

(**) *Including revenue from other activities (office rental, machinery and equipment rental, construction material trading, and other business activities).*

III. Implementation measures.

1. Expanding cooperation in bidding activities, besides self-seeking contracts and sales promotion.
2. Reorganizing the activities of the Corporation's invested companies.
3. Considering the gradual application of centralized resource management models, along with building mechanisms linking work efficiency with employee income.
4. Building financial, management, and work management information systems.
5. Considering options for exploiting existing land funds.
6. Strengthening cooperation with reputable domestic and foreign partners to participate in national key projects.

Above are the results of the Management Council' activities in 2024 and the plan for 2025. Respectfully submitted to the General Meeting for consideration and comments.

Sincerely./.

**ON BEHALF OF THE MANAGEMENT
COUNCIL
CHAIRMAN**



Mai Thanh Phuong

No: 02/2025/REP-AC

Hanoi, July 30, 2025

REPORT ON THE ACTIVITIES OF THE AUDIT COMMITTEE IN 2024

I. ACTIVITIES OF THE AUDIT COMMITTEE IN 2024

1. Summary of the meetings of the Audit Committee (AC)

No.	Member	Number of meetings attended	Attendance rate	Voting rate
1	Phạm Hồng Thắng	3	100%	100%
2	Phạm Ngọc Quốc Cường	3	100%	100%

- The remuneration of the members of the Audit Committee has been reported in the report of The Member Council (MC) of the Corporation.
- The members have no other interests related to the Corporation as prescribed by law and the Corporation's charter.

2. Activities of the Audit Committee in 2024

• Supervised and evaluated the implementation of the business plan compared to the plan approved by the General Meeting of Shareholders (ĐHĐCĐ) of the Corporation and its member companies. 2024 was a challenging year for the Corporation's activities. The Corporation participated in bidding for many projects but did not achieve the desired results. Member units depend on the work assigned by the Corporation. Ongoing projects faced many difficulties and delays. Key indicators such as revenue and profit of the Corporation did not meet the targets set by the General Meeting of Shareholders in 2024.

• Supervised the preparation of financial statements: The Corporation and its member units prepared and published periodic financial statements in accordance with the regulations applicable to public companies. The semi-annual financial statements for 2024 and the annual financial statements for 2024 were reviewed and audited by AASC Auditing Company with an unqualified opinion.

• Evaluated the internal control system: The Corporation's internal regulations in 2024 ensured the effectiveness of the internal control system. This

improved work efficiency and quality while monitoring and minimizing risks in the business activities of the Corporation and its member units.

- The members of the Audit Committee fully participated in the meetings of the Member Council, promptly reported to the Member Council on the activities of the Audit Committee and related recommendations. Participated in many meetings with the General Director to contribute opinions on setting and evaluating the implementation of the Corporation's goals and plans for the year.

II. SUPERVISION RESULTS FOR THE MEMBER COUNCIL AND THE GENERAL DIRECTOR:

1. Supervision results for the Member Council: The Member Council seriously and actively implemented the resolutions of the General Meeting of Shareholders in 2024. They performed well in guiding the development of the Corporation by continuing to restructure the Corporation's financial system. They focused resources on seeking new construction contracts and other opportunities to improve operational efficiency. The activities of the Member Council complied with state laws and the Corporation's charter. However, the effectiveness of bidding and job search activities did not meet the plan.

2. Supervision results for the General Director: The General Director seriously implemented the resolutions of the Member Council and performed well in managing operations according to the law and the Corporation's charter. Advised the Member Council on issuing policies related to the Corporation's business activities; regularly monitored the activities of the Corporation and its member companies to handle, report, and propose opinions to the Member Council periodically. The Corporation's financial situation remained weak due to previous backlogs, significantly affecting the General Director's management activities.

III. EVALUATION OF COORDINATION BETWEEN THE AUDIT COMMITTEE, THE MEMBER COUNCIL, THE GENERAL DIRECTOR, AND SHAREHOLDERS:

In 2024, the Audit Committee received close coordination and favorable conditions to perform its duties from the Member Council, the General Director, and the Corporation's management staff by being provided with all relevant reports and documents on the Corporation's governance, business activities, and financial situation.

IV. COMMENTS AND RECOMMENDATIONS

1. Comments:

- The Member Council and the General Director managed and operated the Corporation's activities according to the direction set by the General Meeting of Shareholders;
- Management and operation activities did not record any major violations or errors from regulatory agencies.

2. Recommendations: The Member Council should direct, establish mechanisms, allocate resources and budgets, and supervise the following:

- Re-evaluate the effectiveness of the internal control system. Strengthen and improve the effectiveness of the Corporation's internal control system;
- Raise awareness among personnel in building corporate culture and managing internal risks;

V. OPERATIONAL ORIENTATION OF THE AUDIT COMMITTEE IN 2025

- Continue to review, evaluate, and issue policies, regulations, and internal rules to adjust and supplement the operation and control activities of the Corporation;
- Supervise the activities of the Member Council and the General Director to optimize the Corporation's land, assets, and construction capacity. Optimize construction and financial costs to ensure decisions align with the Corporation's overall objectives.
- Focus on strategic control and compliance control at the Corporation and its member units.
- Appraise the 2024 financial statements and the semi-annual financial statements for 2025.
- Directly manage, operate, and supervise the activities of the internal audit department in 2025 based on the 2025 internal audit plan.
- Evaluate the activities of the Member Council, the General Director, and the executives;
- Inspect and supervise compliance with the law, adherence to the Corporation's charter, and implementation of the resolutions of the General Meeting of Shareholders by the Member Council, the General Director, and the executives in 2025.

This is the report on the activities of the Audit Committee in 2024 and the operational orientation for 2025, respectfully submitted to the 2025 Annual General Meeting of Shareholders for consideration and approval.

Respectfully,

**ON BEHALF OF THE AUDIT COMMITTEE
CHAIRMAN**

(Signed)

Pham Hong Thang



**RAILWAY CONSTRUCTION
CORPORATION J.S.C**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 01/2025/PRO-RCC-MC

Hanoi, July 30, 2025

PROPOSAL

Re: Approval of the 2024 Audited Financial Statements

To: The Annual General Meeting of Shareholders of the Corporation in 2025 (2nd time)

The Member Council respectfully submits to the General Meeting of Shareholders for approval the 2024 Financial Statements (including the separate financial statements and the consolidated financial statements) of the Corporation, which have been audited by AASC Auditing Firm Co., Ltd.

The 2024 Financial Statements have been published in accordance with regulations and posted on the Corporation's website, including:

1. Auditor's Report;
2. Balance Sheet as of December 31, 2024;
3. Income Statement for the year 2024;
4. Cash Flow Statement;
5. Notes to the Financial Statements.

We respectfully request the General Meeting of Shareholders to review and provide feedback.

Sincerely./.

Recipients:

- Shareholders;
- Archives: AD, MC Office.

**ON BEHALF OF THE MEMBER COUNCIL
CHAIRMAN**



Mai Thanh Phuong

No: 02/2025/PRO-RCC-MC

Hanoi, July 30, 2025

PROPOSAL**Re: Approval of the profit distribution plan for 2024**To: The Annual General Meeting of Shareholders of the Corporation in 2025 (2nd time)

Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Based on the Charter of organization and operation of the Joint Stock Company of the Railway Construction Corporation (Corporation);

Based on the 2024 Financial Report audited by AASC Auditing Firm Co., Ltd (AASC);

Considering the proposal of the General Director of the Corporation,

The Member Council of the Corporation respectfully submits to the Annual General Meeting of Shareholders in 2024 for approval of the post-tax profit distribution plan as follows:

According to the consolidated financial report for 2024 audited by AASC:

- Net revenue (VND): 776,639,692,661
- Post-tax profit (VND): 3,745,801,930
- Post-tax profit (PTP) of the parent company (VND): 1,373,313,619

Distribution plan

PTP for 2024 is distributed as follows:

Distribution content	Value (VND)
+ Allocation to reward and welfare fund	600.000.000
+ Retained earnings	773.313.619

Respectfully submitted to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

Recipients:

- Shareholders;
- Archives: AD, MC Office.

**ON BEHALF OF THE MEMBER COUNCIL
CHAIRMAN****Mai Thanh Phuong**

No: 03/2025/PRO-RCC-MC

Hanoi, July 30, 2025

PROPOSAL**Re: Approval of remuneration and allowances for the MC in 2024
and the plan for remuneration and allowances for the MC in 2025**To: Annual General Meeting of Shareholders of the Corporation in 2025 (2nd time)

Based on the Charter of organization and operation of the Railway Construction Corporation Joint Stock Company (Corporation);

Based on the 2024 Financial Report audited by AASC Auditing Company Limited (AASC),

The Member Council would like to report on the implementation of remuneration and allowances for the Member Council in 2024 and the plan for remuneration and allowances for the Member Council in 2025 as follows:

1/ Results of remuneration and allowances payment in 2024

- a/ Plan approved by the General Meeting of Shareholders: 2 billion VND
- b/ Remuneration and allowances exceeding profit plan: None
- c/ Implementation: as per the attached remuneration and allowances calculation table

2/ Plan for remuneration and allowances for the Member Council in 2025

- a/ Fixed remuneration and allowances: 2 billion VND
- b/ Remuneration and allowances exceeding profit plan: 10% of the value exceeding the pre-tax profit target.
- c/ Actual remuneration and allowances for the Member Council will be paid based on the audited consolidated financial report for 2025 and the actual number of Council members. The remuneration and allowances for each member will be decided by the Member Council.

Respectfully submitted to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

Recipients:

- Shareholders;
- Archives: AD, MC Office.

**ON BEHALF OF THE MEMBER COUNCIL
CHAIRMAN****Mai Thanh Phuong**

**CALCULATION TABLE OF REMUNERATION AND ALLOWANCES FOR
MC MEMBERS IN 2024**

MEMBER	AMOUNT (VND)	NOTE
Tạ Hữu Diễn	954.660.000	
Mai Thanh Phương	111.000.000	
Võ Văn Phúc	566.862.600	
Phạm Hồng Thắng	33.300.000	
Phạm Ngọc Quốc Cường	<u>111.000.000</u>	
TOTAL	1.776.822.600	

No: 04/2025/PRO-RCC-MC

Hanoi, July 30, 2025

PROPOSAL

Re: Approval of the selection of the auditing organization for the 2025 Financial Statements

To: The Annual General Meeting of Shareholders of the Corporation in 2025 (2nd time)

Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Based on the Charter of organization and operation of the Railway Construction Corporation (the Corporation);

Based on the list of auditing companies approved to audit for issuers, listed organizations, and securities business organizations in 2025 by the State Securities Commission,

The Member Council of the Corporation respectfully submits to the Annual General Meeting of Shareholders in 2025 for approval to authorize the Member Council to consider and select an independent auditing organization to review and audit the 2025 Financial Statements of the Corporation from a maximum of two of the following auditing companies:

1. AASC Auditing Firm Co., Ltd
2. UHY Auditing and Consulting Co., Ltd
3. A&C Auditing and Consulting Co., Ltd
4. AFC Vietnam Auditing Co., Ltd
5. International Auditing Company (ICPA)

The Member Council is assigned to direct the coordination with the selected auditing company in providing the necessary documents, materials, and information as required by the auditing company fully and on time to serve the audit work. The selected auditing company is responsible for ensuring the signing and issuance of the audited/reviewed financial statements in compliance with the time regulations specified in Articles 10, 11, and 14 of Circular No. 96/2020/TT-BTC dated November 16, 2020, guiding the disclosure of information on the securities market. This must be stipulated and reflected in the audit/review contract for the 2025 Financial Statements signed between RCC and the selected auditing company.

In case the above-mentioned auditing companies cannot perform the audit work according to legal regulations, the regulations of the State management agency, or RCC cannot reach an agreement on signing the audit contract, the General Meeting of Shareholders authorizes the Member Council to decide on the selection of another independent auditing company (the selected auditing company must meet the criteria as prescribed) to perform the audit of the 2025 Financial Statements in accordance with the law and report to the General Meeting of Shareholders at the nearest meeting.

Respectfully submitted to the General Meeting of Shareholders for consideration and comments.

Sincerely./.

Recipients:

- *Shareholders;*
- *Archives: AD, MC Office.*

**ON BEHALF OF THE MEMBER COUNCIL
CHAIRMAN**



Mai Thanh Phuong

No: 05/2025/PRO-RCC-MC

Hanoi, July 30, 2025

PROPOSAL

Re: Plan for private placement of shares

To: Annual General Meeting of Shareholders of the Corporation in 2025 (2nd time)

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Based on the Securities Law No. 54/2019/QH14 dated November 26, 2019; Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing several provisions of the Securities Law, Accounting Law, Independent Audit Law, State Budget Law, Management and Use of Public Assets Law, Tax Management Law, Personal Income Tax Law, National Reserve Law, Administrative Violation Handling Law;
- Based on Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of several provisions of the Securities Law;
- Based on Circular 118/2020/TT-BTC dated December 31, 2020 guiding several contents on offering, issuing securities, public tender offers, repurchasing shares, registering public companies and canceling public company status; Circular No. 19/2025/TT-BTC dated May 5, 2025 regulating the registration of public companies, canceling public company status, reporting on audited contributed charter capital;
- Based on the Charter of organization and operation of the Railway Construction Corporation Joint Stock Company.

With the goal of making the Railway Construction Corporation Joint Stock Company the number one unit in the field of railway and road infrastructure construction, contributing to the development of the National railway system, one of RCC's important strategies is to select and add shareholders who are financially strong investors to enhance financial capacity and management capacity, expand business markets, enhance RCC's reputation and position, and develop safely and sustainably.

Currently, there are several investors interested in becoming RCC's investors. Having financially strong investors as major shareholders of RCC aligns with strategic goals and benefits RCC's shareholders, partners, and customers.

To successfully achieve the above strategic goals, the Management Council of the Railway Construction Corporation Joint Stock Company respectfully submits to the General Meeting of Shareholders to vote on the Plan for private placement of shares, specifically as follows:

I. PLAN FOR PRIVATE PLACEMENT OF SHARES

1. Name of issued shares : Shares of Railway Construction Corporation J.S.C
2. Type of issued shares : Common shares
3. Par value of shares : 10.000 VNĐ (Ten thousand VNĐ/share)
4. Number of shares expected : **7,000,000** shares
to be offered

5. Value of offering at par : **70,000,000,000 VND**
value (expected)
6. Offering method : Private placement of shares
7. Offering target : Professional securities investors
8. Number of investors : Maximum of no more than 99 investors.
9. Investor criteria : Professional securities investors as defined in Securities Law No. 54/2019/QH14 dated November 26, 2019.
10. List of investors : The General Meeting of Shareholders authorizes the Management Council to select the list of professional securities investors ensuring compliance with the investor criteria approved by the General Meeting of Shareholders, while ensuring compliance with regulations on foreign investor ownership and cross-ownership of enterprises.
11. Principles for determining offering price and offering price :
 a. Principles for determining offering price:
 - *Book value of Railway Construction Corporation Joint Stock Company shares as of December 31, 2024 on the audited consolidated financial statements*

$$\text{Book value} = \text{Equity} / \text{Number of outstanding shares}$$

$$= 411,224,236,417 / 32,064,749$$

$$= 12,825 \text{ VND/share}$$
 - *Market value of Railway Construction Corporation Joint Stock Company shares traded on Upcom exchange: calculated based on the average closing price over 20 trading sessions (from May 5, 2025 to May 30, 2025) is 22,085 VND/share. However, the average trading volume is 940 shares, ~0.003% of the total number of outstanding shares. To determine a reasonable price based on book value, average trading price, average trading volume compared to the total number of outstanding shares,*
Weighted average share price according to two methods:

Method	Share price (VND/share)	Weight
Book value method	12,825	0.8
Market value method	22,085	0.2
Average price		14,677
- b. Determining offering price:
 The General Meeting of Shareholders authorizes the Management Council to decide the offering price with the condition that the offering price is not lower than **15,000 VND/share**.
12. Expected issuance time : Expected in 2025, after approval from the State Securities Commission.
13. Transfer restriction : Privately placed shares are restricted from transfer within 01 year from the completion date of the offering, except for transfers between professional securities investors or as per effective court judgments, arbitration decisions, or inheritance as per legal regulations.

14. Registration for additional trading/listing The General Meeting of Shareholders commits to register for additional trading/listing and additional deposit registration for the entire number of privately placed shares after the end of the offering as per current regulations.

II. PLAN FOR USING FUNDS FROM THE OFFERING

The total expected proceeds from the private placement of shares (tentatively calculated at the minimum offering price of 15,000 VND/share) is 105 billion VND, which will be used by Railway Construction Corporation Joint Stock Company (RCC) to supplement working capital. In case the offering price is higher than 15,000 VND/share, the additional proceeds will continue to be used to supplement working capital.

The General Meeting of Shareholders authorizes the Management Council to develop a detailed plan for using funds for each purpose and/or change the purpose of using funds as per legal regulations on securities offering.

III. AMENDING THE CHARTER ACCORDING TO THE NEW INCREASED CAPITAL SCALE AFTER COMPLETING THE OFFERING

Amending Clause 1, Article 6 of the Company's Charter according to the new capital scale after the end of the private placement of shares.

IV. APPROVING THE AUTHORIZATION TO THE MANAGEMENT COUNCIL TO IMPLEMENT

The General Meeting of Shareholders approves the authorization to the Company's Management Council to decide necessary matters to complete the issuance of shares to increase charter capital, specifically as follows:

- Deciding the number of professional securities investors; Deciding the number of shares offered to each professional securities investor;
- Selecting the list of professional securities investors ensuring compliance with the investor criteria approved by the General Meeting of Shareholders, while ensuring compliance with regulations on foreign investor ownership and cross-ownership of enterprises;
- Negotiating, selecting, deciding, signing contracts, and implementing tasks with investors participating in the share purchase;
- Deciding and implementing tasks and procedures related to completing the issuance of shares to increase charter capital;
- Supplementing, amending, completing, and/or approving/accepting/approving all documents adjusting/completing the capital increase plan, suitable to the Company's practical operational needs, complying with legal regulations, ensuring shareholder rights, following the guidance of State management agencies, submitting to State management agencies for approval and implementing issuance procedures as per regulations;
- Deciding the offering price;
- Approving the plan to ensure the share issuance meets regulations on foreign ownership ratio;
- Selecting the appropriate time to implement the share issuance;
- Implementing changes to the business registration certificate and amending related clauses on charter capital and shares in the Charter after completing the issuance according to the new increased charter capital scale and reporting to the General Meeting of Shareholders at the nearest meeting;

- Developing a detailed plan for using funds for each purpose obtained from the offering. Balancing and using funds suitable to the Company's business situation, ensuring effective use of funds and shareholder benefits; Adjusting the allocation of proceeds from the issuance for approved purposes and/or changing the purpose of using proceeds from the issuance suitable to the actual situation and reporting to the nearest General Meeting of Shareholders on the adjusted contents related to this fund usage plan;

- Depositing and registering additional trading/listing of newly issued shares as per legal regulations on securities and securities market;

- Besides the above authorization contents, during the implementation of the issuance plan, the General Meeting of Shareholders authorizes the Management Council to supplement, amend, complete the issuance plan (including deciding on contents not presented in this capital increase plan) as required by State management agencies so that the Company's capital mobilization is legally implemented, complying with regulations, ensuring shareholder rights and Company benefits.

The Management Council respectfully submits to the General Meeting of Shareholders to consider and vote on the Submission Plan of Railway Construction Corporation Joint Stock Company with the above contents.

Respectfully./.

**ON BEHALF OF THE MANAGEMENT COUCIL
CHAIRMAN**



Mai Thanh Phuong

No: 06/2025/PRO-RCC-MC

Hanoi, July 30, 2025

PROPOSAL
Regarding the approval of transactions with related parties

To: The Annual General Meeting of Shareholders of the Corporation in 2025 (2nd time)

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Based on the Decree detailing the implementation of certain provisions of the Securities Law No. 155/2020/ND-CP issued by the Government on December 31, 2020;
- Based on Circular No. 116/2020/TT-BTC of the Ministry of Finance dated December 31, 2020 guiding certain corporate governance provisions applicable to public companies under Decree No. 155/2020/ND-CP;
- Based on the amended Charter of the Railway Construction Corporation (Corporation) approved by the General Meeting of Shareholders,

The Management Council respectfully submits to the General Meeting of Shareholders for approval:

1. Transactions with related parties approved by the Management Council in fiscal year 2024 and explained in RCC's 2024 Audited Financial Statements.
2. Expected transactions (Economic contracts for production and business, payment transactions, money transfers, debt offsets, etc.) with related parties in fiscal year 2025

(According to the attached list) Sincerely./.

Recipients:

- Shareholders;
- Archives: AD, MC Office.

**ON BEHALF OF THE MANAGEMENT COUNCIL
CHAIRMAN**



Mai Thanh Phuong

LIST OF RELATED PARTIES

No	Related Party	Relationship
1	791 Construction J.S.C	Company with investment from the Corporation
2	792 Construction J.S.C	Company with investment from the Corporation
3	793 Construction J.S.C	Company with investment from the Corporation
4	796 Railway Construction J.S.C	Company with investment from the Corporation
5	798 Construction Investment J.S.C	Company with investment from the Corporation
6	875 Construction J.S.C	Company with investment from the Corporation
7	878 Mechanical and Construction J.S.C	Company with investment from the Corporation
8	879 Construction J.S.C	Company with investment from the Corporation
9	Hoang Mai Stone J.S.C	Subsidiary
10	Da Nang Railway Materials One Member L.L.C	Subsidiary

No: 07/2025/PRO-RCC-MC

Hanoi, July 30, 2025

PROPOSAL

Regarding the election of Member Council members for the term 2025-2030

To: The Annual General Meeting of Shareholders of the Corporation in 2025 (2nd time)

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Based on the Charter of organization and operation of the Railway Construction Corporation (the Corporation);

The term of office of some current members of the Member Council (MC) of the Corporation will end on the date of the Annual General Meeting of Shareholders in 2025.

The Member Council of the Corporation reports and submits to the General Meeting of Shareholders for approval the election of MC members for the term 2025-2030 as follows:

1. Dismissal of the following MC members due to the end of their term:
 - Mr. Mai Thanh Phuong, Position: Chairman of the MC
 - Mr. Tạ Hữu Diễn, Position: Permanent Vice Chairman of the MC
 - Mr. Phạm Ngọc Quốc Cường, Position: Member
 - Mr. Võ Văn Phúc, Position: Member – General Director
2. Approval of the number of MC members for the term 2025-2030 to be 05 members.
3. List of candidates: To be introduced directly at the General Meeting by shareholders or groups of shareholders as stipulated in the Election Regulations, with candidacy and nomination documents submitted to the Organizing Committee of the General Meeting before the opening of the General Meeting.

The election of MC members will be conducted by cumulative voting in accordance with the Enterprise Law, the Charter of organization and operation of the Corporation, and the Election Regulations of the Annual General Meeting of Shareholders in 2025.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

Recipients:

- *Shareholders;*
- *Archives: AD, MC Office.*

**ON BEHALF OF THE MEMBER COUNCIL
CHAIRMAN**



Mai Thanh Phuong



No: /RES-RCC-MC

Hanoi, August 22, 2025

DRAFT

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 (2nd time)

**GENERAL MEETING OF SHAREHOLDERS
RAILWAY CONSTRUCTION CORPORATION J.S.C**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the XIV National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Charter of the Railway Construction Corporation J.S.C;
- Based on the Minutes of the Annual General Meeting of Shareholders 2025 of the Railway Construction Corporation J.S.C on August 22, 2025.

RESOLVES:

- Article 1.** Approve the 2024 business results report and the 2025 plan.
- Article 2.** Approve the report on the activities of the Member Council.
- Article 3.** Approve the report on the activities of the Audit Committee.
- Article 4.** Approve the audited financial statements for 2024.
- Article 5.** Approve the plan for fund allocation and profit distribution according to Proposal No. 02/2025/PRO-RCC-MC.
- Article 6.** Approve the plan for remuneration and allowances of the Member Council for 2024 and the remuneration plan for the Member Council for 2025 according to Proposal No. 03/2025/PRO-RCC-MC.
- Article 7.** Approve the selection of the auditing firm for the 2025 financial statements according to Proposal No. 04/2025/PRO-RCC-MC.
- Article 8.** Approve the plan to increase the charter capital of the Corporation according to Proposal No. 05/2025/PRO-RCC-MC.
- Article 9.** Approve transactions with related parties according to Proposal No. 06/2025/PRO-RCC-MC.
- Article 10.** Approval of the election of members of the Member Council for the 2025-2030 term according to Proposal No. 07/2025/PRO-RCC-MC.
- Article 11.** Implementation Provisions:

This resolution was unanimously approved by the General Meeting of Shareholders in full text at the meeting and takes effect from June 30, 2025.

Members of the Member Council and members of the Executive Board are responsible for implementing this resolution./.

Nơi nhận:

- *As per Article 11;*
- *State Securities*
Commission, HNX;
- *Corporation's website;*
- *Archives: AD, Office of*
the MC

**ON BEHALF OF THE GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN**

Mai Thanh Phuong



Hanoi, July 30, 2025

DRAFT

WORKING REGULATIONS

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 (2ND TIME)

RAILWAY CONSTRUCTION CORPORATION JOINT STOCK COMPANY

Article 1. Legal basis

1. Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
2. Securities Law No. 54/2019/QH14 dated November 26, 2019, and guiding documents;
3. Charter of Railway Construction Corporation Joint Stock Company (RCC).

Article 2. Purpose, Scope of Adjustment, and Subjects of Application

These regulations are established to ensure the principles of transparency, fairness, and democracy, creating favorable conditions for organizing and conducting the General Meeting of Shareholders.

Article 3. Election Principles:

1. Compliance with laws and practices in Vietnam;
2. Compliance with the Charter and in accordance with these regulations;
3. Transparency, democracy, and ensuring the legitimate rights of all shareholders.

Article 4. Explanation of Terms and Abbreviations

1. "RCC": Railway Construction Corporation Joint Stock Company;
2. "Charter": The organizational and operational charter of RCC;
3. "GMS": General Meeting of Shareholders;
4. "MC": Management Council of RCC;
5. "Chairman": Chairman of the Management Council.

Article 5. Order of the GMS

1. Shareholders entering the meeting room must sit in the designated positions or areas as arranged by the Organizing Committee. Compliance with the seating arrangement of the Organizing Committee is required.

2. No private conversations, limited use of mobile phones during the meeting. All mobile phones must be turned off or set to silent mode.

3. Shareholders/representatives of shareholders are responsible for attending the General Meeting from the beginning to the end. In case a shareholder/representative of a shareholder has to leave the meeting due to unavoidable reasons, they must contact the Organizing Committee to notify and submit the Voting Card along with their voting opinions on the issues to be voted on at the meeting.

Article 6. Voting on Issues at the GMS

1. Principles:

a) Issues on the agenda of the meeting must be voted on directly at the meeting. Each shareholder is given a Voting Card. The Voting Card is stamped with the seal of RCC.

b) For issues where shareholders or authorized representatives attending the meeting have related interests not belonging to the rights of shareholders as stipulated in the Charter of RCC, shareholders or authorized representatives attending the meeting do not participate in the voting. The number of votes held by attending shareholders, the number of votes of authorized representatives attending the meeting are not counted in the total number of votes for issues where shareholders or authorized representatives attending the meeting have related interests.

2. Voting Methods:

a) Direct Voting at the Meeting

– Shareholders vote (agree, disagree, no opinion) on an issue by voting directly at the meeting.

– When voting on an issue proposed by the Meeting:

+/- For issues related to meeting procedures, shareholders use the **Voting Card**: according to the guidance of the Chairperson, shareholders agree to vote by raising the Voting Card and allowing the Vote Counting Committee members to collect voting opinions. Similarly, shareholders who disagree or have no opinion will be counted in turn.

+/- For issues discussed and solicited for opinions at the meeting, shareholders give their opinions on the **Voting Card**, submit it to the Vote Counting Committee for counting.

b) Voting by Sending Voting Cards via Mail, Fax, Email

– Shareholders vote (agree, disagree, no opinion) on an issue by marking the Voting Card according to the instructions sent with the Invitation Letter and sending it to the headquarters of RCC, ensuring the Organizing Committee receives it before the ballot box sealing time for counting.

– Voting Cards received by the Organizing Committee after the ballot box sealing time will not be counted.

3. Voting rule:

a) Each share owned or represented corresponds to one voting unit.

b) Decisions of the General Meeting of Shareholders are passed at the meeting when more than 50% of the total voting shares of shareholders with voting rights present directly or through authorized representatives attending and voting at the meeting agree, except for decisions stipulated in item c, clause 3 of this article.

c) Decisions of the General Meeting of Shareholders related to amendments and supplements to the Charter, types and quantities of shares offered, changes in the organizational structure of the company, changes in business sectors, reorganization, dissolution of the company, transactions of buying, selling assets of RCC or branches with a value of 35% or more of the total asset value of RCC according to the latest audited financial report are passed when 65% or more of the total voting shares of shareholders with voting rights present directly or through authorized representatives attending and voting at the meeting agree.

Article 7. Speaking at the GMS

1. Principles:

Shareholders attending the meeting register to speak according to the Speech Registration Form (if any) of the Organizing Committee or raise the Voting Card to request to speak and get the approval of the Chairperson. The Speech Registration Form will be distributed to each shareholder upon arrival at the meeting. Shareholders submit the Speech Registration Form to the Secretariat during the meeting. To ensure order during the meeting, shareholders registered to speak according to the Registration Form will be given priority to speak first, followed by shareholders raising the Voting Card to speak according to the arrangement of the Chairperson.

2. Speaking Methods:

Shareholders speak briefly and focus on the key points to be exchanged, in line with the agenda of the meeting. The Chairperson will arrange for shareholders to speak in the order of registration and answer shareholders' questions. The Chairperson has the right to remind or request shareholders to focus on the key points to save time and ensure the quality of the discussion.

Article 8. Rights and Responsibilities of the Chairperson

1. Conduct the meeting according to the agenda, rules, and regulations passed by the meeting. The Chairperson works on the principle of democratic centralism and decides by majority.

2. Guide the meeting to discuss and solicit voting opinions on issues within the agenda of the meeting and related issues throughout the meeting.

3. The Chairperson has the right to take necessary measures to conduct the meeting reasonably, orderly, according to the approved agenda, and reflect the wishes of the majority of attendees.

4. The Chairperson has the right to:

a) Require all attendees to undergo security checks or other security measures;

b) Request competent authorities to maintain order during the meeting; expel those who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security check requirements from the General Meeting of Shareholders.

c) The Chairperson has the right to postpone the General Meeting of Shareholders with enough registered attendees according to regulations to another time or change the meeting location in the following cases:

- The meeting location does not have enough convenient seating for all attendees;

- Attendees disrupt order, have the potential to prevent the meeting from being conducted fairly and legally;

d) The maximum postponement time is no more than 03 days from the scheduled opening date of the meeting;

5. Resolve other issues arising during the meeting.

Article 9. Responsibilities of the Secretariat

1. Record fully and honestly the entire content of the meeting and issues passed or noted at the meeting.

2. Draft the Meeting Minutes and Resolutions on issues passed at the meeting.

Article 10. Responsibilities of the Vote Counting Committee

1. Counting votes:

a) Determine the voting results of shareholders on issues passed at the meeting;

b) Quickly notify the Secretariat of the voting results;

c) Organize vote counting, draft the vote counting minutes, and announce the voting results of the GMS;

d) Collect Voting Cards before shareholders leave the meeting location;

e) Hand over the vote counting minutes and all Voting Cards to the Organizing Committee for storage according to regulations;

f) Review and report to the meeting on violations of election rules or complaints about the election.

2. Election vote counting (if any)

- a) Check and announce the list of candidates;
- b) Disseminate election rules and guide shareholders on how to vote;
- c) Distribute and collect election ballots;
- d) Check and supervise the voting of shareholders, representatives of shareholders;
- e) Conduct vote counting, draft the vote counting minutes, announce the vote counting results before the General Meeting of Shareholders;
- f) Hand over the vote counting minutes and all election ballots to the Organizing Committee for storage according to regulations.

Article 11. Meeting Minutes of the GMS

All contents at the General Meeting of Shareholders must be recorded by the Secretariat in the Meeting Minutes according to regulations. The Meeting Minutes must be read and passed before the closing of the meeting.

Above are the working regulations of the Annual General Meeting of Shareholders 2025 of TCT Railway Construction Joint Stock Company.

Respectfully submitted to the meeting for consideration and comments.

Sincerely./.

**ON BEHALF OF THE MC
CHAIRMAN**

Mai Thanh Phuong

REGULATIONS ON NOMINATION - CANDIDACY - ELECTION MANAGEMENT COUCIL MEMBERS FOR THE TERM 2025 - 2030

CHAPTER I GENERAL PROVISIONS

Article 1. Legal Basis

1. Enterprise Law No. 59/2020/QH14 dated June 17, 2020
2. Securities Law No. 54/2019/QH14 dated November 26, 2019;
3. Charter of the Railway Construction Corporation Joint Stock Company (RCC).

Article 2. Purpose, Scope of Adjustment, and Subjects of Application

These regulations specifically stipulate the principles and methods for nominating, candidating, and electing members of the Management Council of the Railway Construction Corporation Joint Stock Company for the term 2025 - 2030.

Article 3. Election Principles

1. Elections must comply with the laws and practices in Vietnam.
2. Elections must comply with the RCC's Charter and be consistent with these regulations.
3. Elections must ensure transparency, democracy, and the legitimate rights of all shareholders.
4. Elections must ensure the organizational stability of the General Meeting of Shareholders.

Article 4. Interpretation of Terms and Abbreviations

- "RCC": Railway Construction Corporation Joint Stock Company.
- "Charter": Charter of RCC.
- "GMS": General Meeting of Shareholders.
- "MC": Management Council of RCC.

CHAPTER II REGULATIONS ON NOMINATION AND CANDIDACY FOR MC MEMBERS

Article 5. Number and Standards of MC Members

1. The number of MC members to be elected is 05 (five) members.
2. Standards and conditions of MC members: MC members must meet the standards of MC members as stipulated in Article 151 of the Enterprise Law and the Charter, specifically as follows: 2.1. Have full civil capacity, not subject to restrictions on managing enterprises as stipulated in Clause 2, Article 18 of the Enterprise Law; 2.2. Have professional qualifications and experience in business management; 2.3. MC members must be shareholders of RCC.

Article 6. Nomination and Candidacy Rights for MC Members

1. Shareholders or groups of shareholders holding ordinary shares for at least six (06) consecutive months have the right to combine their voting rights to nominate MC candidates as follows: 1.1 From 09% to under 15% can nominate one (01) candidate; 1.2 From 15% to under 30% can nominate up to two (02) candidates; 1.3 From 30% to under 50% can nominate up to three (03) candidates; 1.4 From 50% to under 65% can nominate up to four (04) candidates; 1.5 From 65% or more can nominate all candidates. Shareholders voluntarily forming groups to meet the conditions for nominating MC members must notify the shareholders attending the meeting no later than the opening of the General Meeting of Shareholders.

2. In case the number of MC candidates nominated and candidated is still insufficient, the incumbent MC may nominate additional candidates or organize nominations according to the mechanism stipulated by RCC in the internal regulations on corporate governance. The procedure for the incumbent MC to introduce MC candidates must be clearly announced and approved by the GMS before proceeding with nominations according to legal regulations.

Article 7. Nomination and Candidacy Documents for MC Members

1. Nomination and candidacy documents for MC members include: 1.1. Application for candidacy or nomination of MC candidates (for individual shareholders meeting the ratio in Article 6) (according to the form); 1.2. Curriculum vitae self-declared by the candidate (according to the form); 1.3. Copy of ID card or Passport; 1.4. In case the candidate is authorized by the group, there must be a meeting minutes of the shareholder group and a list of shareholders attending the group meeting (according to the form).

2. Nomination and candidacy documents can be submitted directly or sent by registered mail to RCC before the opening of the General Meeting of Shareholders at the following address:

- Office of the Management Council of the Railway Construction Corporation.
- Address: Room 4th floor, No. 33 Lang Ha Street, Thanh Cong Ward, Ba Dinh District, Hanoi City.
- Phone: 0243.5145715

3. Only nomination and candidacy documents meeting the nomination and candidacy conditions and candidates meeting the corresponding conditions of MC members will be included in the list of candidates announced at the GMS.

CHAPTER III ELECTION

Article 8. Selection of Candidates

Based on the nomination and candidacy applications of shareholders, shareholder groups, and accompanying documents of candidates, the GMS Organizing Committee will compile a list of candidates meeting the stipulated conditions to be elected as MC members.

Article 9. Persons Eligible to Vote

Persons eligible to vote at the GMS are shareholders owning shares or persons authorized by shareholders owning shares, according to the list of shareholders of RCC finalized on June 04, 2025, present at the GMS (hereinafter referred to as Shareholders or authorized persons attending the meeting).

Article 10. Election Form and Method

1. The election of MC members of RCC will be conducted directly, by secret ballot at the General Meeting according to the cumulative voting method.

2. Each shareholder or authorized person attending the meeting has a total number of voting rights corresponding to the total number of shares with voting rights (including owned or authorized shares) multiplied by the number of MC members to be elected: Total number of voting rights = Total number of shares with voting rights x Number of MC members to be elected

3. Shareholders or authorized persons attending the meeting can allocate all their voting rights to one candidate or distribute them to more than one candidate.

4. The total number of voting rights for candidates of a shareholder must not exceed the total number of voting rights of that shareholder.

Article 11. Organization and Supervision of Elections

1. Election and vote counting committee: 1.1. The organization and supervision of elections are carried out by the Election and Vote Counting Committee on behalf of the GMS according to the regulations stipulated in these regulations; 1.2. The Election and Vote Counting Committee consists of one (01) Head and other members elected by the General Meeting based on the proposal of the Chairman of the meeting. 1.3. Members of the Election and Vote Counting Committee must not be candidates for MC members.

2. The Election and Vote Counting Committee must ensure integrity, objectivity, confidentiality of information about vote counting and elections.

3. Duties of the Election and Vote Counting Committee: 3.1. Check and announce the list of MC candidates. 3.2. Disseminate election regulations and guide shareholders on how to vote. 3.3. Distribute and collect ballots. 3.4. Check and supervise the voting process of shareholders and shareholder representatives. 3.5. Conduct vote counting, prepare vote counting minutes, announce vote counting results before the General Meeting of Shareholders. 3.6. Hand over the vote counting minutes and all ballots to the Secretary/Secretariat of the General Meeting. 3.7. And other related duties.

4. The Election and Vote Counting Committee is fully responsible before the law and the GMS for compliance with these regulations and the accuracy of the vote counting results.

Article 12. Ballots and How to Fill Out Ballots

1. Ballots: 1.1. Ballots are issued by the Organizing Committee, uniformly printed, with RCC's seal. The ballot clearly states the shareholder code, number of shares owned or represented, number of voting rights multiplied by the number of MC members to be elected, list of candidates nominated for MC members arranged in alphabetical order. 1.2. After the General Meeting approves the list of candidates for MC members and the election procedures, each shareholder or authorized person attending the meeting will be issued a ballot for MC members by the Organizing Committee. 1.3. Shareholders or authorized persons attending the meeting must check the information on the ballot, if there are errors, they must immediately notify the Election and Vote Counting Committee to exchange for another ballot;

2. Filling out the ballot: 2.1. Shareholders or authorized representatives of shareholders vote for a maximum number of candidates equal to the number of MC members to be elected. 2.2. How to fill out the ballot:

- Shareholders or authorized persons attending the meeting select candidates, mark (x) in the "Select candidate" box and write the number of votes for each selected candidate in the "Number of votes" box.

- In case shareholders or authorized persons attending the meeting only mark (x) in the "Select candidate" box without specifying the number of votes, it will be understood that the votes are equally divided among the selected candidates. 2.3. In case shareholders or authorized persons attending the meeting make mistakes while filling out the ballot, provided they have not yet placed it in the ballot box, they have the right to directly meet the Head of the Election and Vote Counting Committee to exchange for another ballot. 2.4. Shareholders or authorized persons attending the meeting must sign and write their full name under the ballot to confirm.

3. Valid ballots must meet the following conditions: 3.1. Ballots for candidates listed in the list and within the number of members to be elected approved by the GMS; 3.2. The

total number of votes is less than or equal to the total number of voting rights of that shareholder. 3.3. Not falling under the cases stipulated in Clause 4 of this Article.

4. Invalid ballots fall under one of the following cases: 4.1. Ballots not issued by the Organizing Committee or without RCC's seal; 4.2. Ballots with erasures, corrections, additions not according to regulations; 4.3. Ballots with additional or incorrect names, not in the list of candidates approved by the GMS before voting; 4.4. Ballots with a total number of voting rights exceeding the total number of voting rights of that shareholder; 4.5. Ballots not signed and with the full name of the shareholder or authorized representative of the shareholder; 4.6. Ballots voting for more candidates than the number to be elected; 4.7. Ballots not voting for any candidate (Blank ballots) 4.8. Ballots submitted to the Election and Vote Counting Committee after the voting ends and the ballot box has been sealed. Invalid ballots are not counted in the election results.

Article 13. Voting and Vote Counting

1. The Election and Vote Counting Committee will set up one (01) ballot box for MC members. The Election and Vote Counting Committee will check the ballot box in the presence of shareholders.

2. Voting begins when the distribution of ballots is completed and ends when the last shareholder places their ballot in the ballot box. After voting ends, the ballot box will be sealed by the Election and Vote Counting Committee in the presence of shareholders.

3. Vote counting must be conducted immediately after voting ends and the ballot box is sealed.

4. The Election and Vote Counting Committee may use electronic technical means and technical experts to assist in vote counting.

5. The vote counting results are prepared in writing, signed by the members of the Election and Vote Counting Committee, and announced by the Head of the Election and Vote Counting Committee before the General Meeting.

6. The Election and Vote Counting Committee must not erase or correct the ballots.

Article 14. Principles for Determining Election Results

1. The number of elected MC members is the candidates with the highest number of votes, starting from the candidate with the highest number of votes until the required number of members is reached.

2. In case there are two or more candidates with the same number of votes, priority will be given to the candidate with more shares.

3. In case the conditions of these candidates are still the same, the continuation of the election will be decided by the General Meeting and the Chairman of the General Meeting.

Article 15. Preparation and Announcement of Vote Counting Minutes

1. After vote counting, the Election and Vote Counting Committee must prepare the vote counting minutes.

2. The vote counting minutes must include the following main contents: 2.1. Time and place of preparing the vote counting minutes; 2.2. Composition of the Election and Vote Counting Committee; 2.3. Total number of shareholders present and authorized representatives voting at the General Meeting; total number of voting rights participating in the election; 2.4. Election results; 2.5. Signatures of the members of the Election and Vote Counting Committee.

3. The full text of the vote counting minutes must be announced by the Election and Vote Counting Committee before the General Meeting and recorded in the resolution of the General Meeting.

Article 16. Handling Complaints about Voting and Vote Counting

In case shareholders have complaints or need to re-examine the election results, the Management Council and the General Meeting Organizing Committee will check again. If intentional errors or fraud in vote counting are detected, the Election and Vote Counting Committee must take full responsibility. Complaints about voting and vote counting will be resolved by the Chairman of the General Meeting and recorded in the minutes of the General Meeting.

Article 17. Effectiveness of Regulations

These regulations take effect immediately after being approved by the General Meeting of Shareholders and only apply to the nomination, candidacy, and election of MC members for the term 2025 - 2030 of the Railway Construction Corporation.

**ON BEHALF OF THE MC
CHAIRMAN**



Mai Thanh Phuong



Hanoi, August, 2025

VOTING FORM

MANAGEMENT COUCIL MEMBERS FOR THE TERM 2025 - 2030

1. Shareholder Information

- 1.1- Shareholder's name:
- 1.2- Registration number:
- 1.3- Number of shares owned and represented:
- 1.4- Total number of voting rights (*):

2. Election Section

No.	Candidate's Name	Select Candidate (Tick x)	Number of Votes
1			
2			
3			
4			
Total:			votes

Remarks:

- How to fill out the voting form:

+/- Shareholders or authorized representatives attending the meeting select candidates, mark (x) in the "Select Candidate" box, and write the number of votes for each selected candidate in the "Number of Votes" box.

+/- In case shareholders or authorized representatives attending the meeting only mark (x) in the "Select Candidate" box without specifying the number of votes, it will be understood that the votes are equally divided among the selected candidates.

- Shareholders or authorized representatives attending the meeting can allocate all their total voting rights to one candidate or divide them among multiple candidates.

- The total number of votes for the candidates must not exceed the total number of voting rights recorded in section 1.4 of the shareholder information.

(*) Total number of voting rights = Total number of shares (1.3) x Number of elected members of the Management Council