



**GELEX GROUP**



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Hanoi, March 29, 2023*

## **WORKING REGULATIONS AT THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 was approved by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020 and takes effect from January 1, 2021;*
- *Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, Law on Investment in the form of PPP, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Special Consumption Tax and the Law on Civil Judgment Execution were approved by the 15th National Assembly of the Socialist Republic of Vietnam at its first extraordinary session on January 11, 2022 and took effect from March 1, 2020;*
- *Law on Securities No. 54/2019/QH14 was approved by the XIV National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019, and takes effect from January 1, 2021;*
- *Charter of organization and operation of GELEX Group Joint Stock Company;*
- *Internal regulations on corporate governance of GELEX Group Joint Stock Company.*

To submit to the General Meeting of Shareholders to approve the Regulation on working at the Annual General Meeting of Shareholders in 2023 with the following contents:

### **CHAPTER I. GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

- 1.1. This Regulation applies to the organization of the 2023 Annual General Meeting of Shareholders (“**AGM**”) of GELEX Group Joint Stock Company (“**Company**”).
- 1.2. This Regulation prescribes working principles and order of the General Meeting; conditions and methods of attending the General Meeting; rights and obligations of shareholders or their authorized representatives (hereinafter referred to as "**Delegates**") and the executive and assisting agencies of the General Meeting; method of conducting, voting and approving the voting contents at the General Meeting.



- 1.3. All Delegates; the executive and assisting agencies of the General Meeting; other relevant individuals and organizations are responsible for complying with this Regulation.

#### **Article 2. Working principles of the General Meeting**

- 2.1. Public, fair, democratic.
- 2.2. Ensure the legitimate rights and interests of shareholders, the Company.
- 2.3. Comply with the provisions of the law, the Company's Charter and this Regulation.

#### **Article 3. Order of the General Meeting**

- 3.1. Attendees of the General Meeting seat in appropriate positions according to the instructions of the Organizing Board.
- 3.2. Do not smoke in the meeting room.
- 3.3. Do not put the phone in ring mode.
- 3.4. Do not film, take pictures or record audio without the consent of the Chairman during the time of the General Meeting.
- 3.5. Do not spread information out in any form until the meeting has concluded.

#### **Article 4. Conditions for attending the General Meeting**

- 4.1. Shareholders named in the List at the time of closing the list of shareholders attending the General Meeting and their authorized representatives have the right to attend and vote at the General Meeting.
- 4.2. Delegates must present the original ID/Passport, the original Notice of Invitation, the original Power of Attorney (in case of receiving authorization to attend the General Meeting) and other documents as required in the Notice of Invitation before attending the meeting.

### **CHAPTER II. RIGHTS AND OBLIGATIONS OF THE DELEGATES**

### **CHAPTER III. AND THE EXECUTIVE AND ASSISTING AGENCIES OF THE GENERAL MEETING**

#### **Article 5. Rights and obligations of delegates when attending the General Meeting**

Delegates have the rights and obligations specified in the Company's Charter, Internal Regulations on Corporate Governance and the following rights and obligations:

- 5.1. Rights of delegates:
  - a. To be publicly informed by the Organizing Board of the General Meeting of information about the General Meeting, documents related to the contents of the General Meeting, and to consider the General Meeting documents that have been posted on GELEX's website.

- b. Attend meetings, discuss and vote on all matters within their competence in accordance with the law and the Company's Charter on organization and operation.
- c. Ask questions to the Chairman according to the provisions of this Regulation, to speak directly at the General Meeting under the direction of the Chairman or to write comments on the opinion sheet sent to the Organizing Board of the General Meeting. Written comments have the same value as comments expressed directly at the General Meeting.
- d. Attend meetings on time. After the meeting has opened, Delegates attending the meeting late still have the right to register, participate and vote at the General Meeting upon registration, but the Chairman has no responsibility to stop the General Meeting so that late participants register and the validity of the previous voting sessions are not affected.

5.2. Obligations of Delegates:

- a. Read carefully the meeting documents posted on the Company's website, comply with the Working Regulations of the General Meeting to ensure that the organization of the General Meeting takes place orderly, stably and validly.
- b. When wishing to speak and discuss at the General Meeting, delegates must comply with the direction of the Chairman of the General Meeting. The content of the speech should be short, concise, avoiding duplication, and focusing on the key contents to be discussed in accordance with the agenda approved by the General Meeting.
- c. Fill in your comments on the Voting Sheet and return it to the Vote Counting Board at the General Meeting.
- d. Comply with the provisions of this Regulation, obey the instructions of the Chairman and the Organizing Board of the General Meeting, respect the working results at the General Meeting, and do not obstruct, disrupt or cause disorder at the General Meeting.

**Article 6. Responsibilities of the Chairman of the General Meeting**

- 6.1. Manage the General Meeting in accordance with the agenda and regulations approved by the General Meeting.
- 6.2. Guide the delegates to discuss and vote at the General Meeting.
- 6.3. Resolve issues that arise during the General Meeting.
- 6.4. Respond to questions requested by the General Meeting under these Regulations.
- 6.5. Conclude the issues discussed at the General Meeting, manage to approve the minutes and resolutions of the General Meeting.
- 6.6. The Chairman has the right to take necessary and reasonable measures to control the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of Delegates.

- 6.7. The Chairman of the General Meeting has the right to postpone the meeting of the General Meeting with a sufficient number of delegates attending the meeting to another time or change the meeting place in the cases prescribed by law and the Company's Charter.
- 6.8. Other rights and duties as prescribed in the Company's Charter.

#### **Article 7. Responsibilities of the Secretariat**

- 7.1. The Chairman appoints one or several people to join the Secretariat. The Secretariat is an assistant section for the Chairman, working under the direction of the Chairman.
- 7.2. Duties of the Secretariat:
  - a. Record fully and honestly all contents of the General Meeting and the issues approved by the General Meeting.
  - b. Prepare Minutes and Draft Resolutions of the General Meeting.
  - c. Receive and transfer to the Chairman the questions of the Delegates.
  - d. Collect, preserve and send to the Chairman/Board of the Company the opinions of delegates at the General Meeting.

#### **Article 8. Responsibilities of the Delegate Examination Board**

- 8.1. The Delegate Examination Board shall be appointed by the Organizing Board of the General Meeting. The Delegate Examination Board is responsible to the Chairman and the General Meeting for its duties.
- 8.2. Duties of the Delegate Examination Board:
  - a. Verify Delegate eligibility to participate in the General Meeting.
  - b. Answer questions or uncover issues to consider about Delegate status.
  - c. Summarize and report to the General Meeting the examination results of Delegate eligibility at the General Meeting.
  - d. Review and comply with the conditions for conducting the General Meeting in accordance with the Enterprise Law and the Company's Charter.

#### **Article 9. Responsibilities of the Vote Counting Board**

- 9.1. The General Meeting elects persons responsible for counting votes at the proposal of the Chairman. The number of members of the Vote Counting Board shall be decided by the General Meeting based on the proposal of the Chairman.
- 9.2. Duties of the Vote Counting Board:
  - a. Disseminate and guide regulations related to voting at the General Meeting.
  - b. Distribute documents, Voting Sheets, and Voting Cards to Delegates.
  - c. Control the voting on the contents of the General Meeting.

- d. Record the vote counting results from the software (if using the vote counting software) or summarize the vote counting results, make a vote counting minutes and announce the vote counting results or send it to the Chairman to announce the vote counting results at the General Meeting.

## **CHAPTER IV. PROCESSING THE MEETING AND VOTING AT THE MEETING**

### **Article 10. Conditions for conducting the General Meeting and passing the Resolution of the General Meeting**

- 10.1. Conditions for conducting the General Meeting and the conditions for passing the Resolutions of the General Meeting that are in accordance with the provisions of the Company's Charter, this Regulation and relevant laws.
- 10.2. The basis for determining the passed resolution will be calculated according to the ratio of the total number of votes of the delegates attending the meeting and voting at the approval meeting.

### **Article 11. Discussion at the General Meeting**

When discussing issues in the agenda of the General Meeting, the General Meeting should adhere to the following regulations:

- 11.1. Principle: The discussion at the General Meeting is coordinated by the Chairman or a representative in the Organizing Board of the General Meeting, ensuring compliance with the provisions of the Company's Charter. The discussion can only be conducted within the stipulated time and within the scope of the issues presented in the agenda content approved by the General Meeting, the content is not illegal, related to personal issues or beyond the powers of enterprises.
- 11.2. How to send discussion questions/opinions: Delegates attending the General Meeting send questions/opinions for discussion directly or through opinion form. This opinion form has the same value as a live speech at the General Meeting.
- 11.3. The Secretariat of the Meeting review and summarize the comments/discussions of the Delegates and forward them to the Chairman.
- 11.4. Responding to Delegates' comments:
  - a. On the basis of the Delegate's questions compiled by the Secretary of the General Meeting, the Chairman or a member appointed by the Chairman will answer the Delegate's opinions. Contributions or questions will be gathered and answered sequentially and can only contribute ideas in the discussion part of the General Meeting. In case many shareholders have overlapping opinions, the Presidium will select and answer collectively for all shareholders.

- b. In case, due to time limitation, the questions that have not been answered directly at the General Meeting will be considered and answered by the Company to shareholders in an appropriate manner.

## **Article 12. Voting at the General Meeting**

### 12.1. Vote by collecting Voting Sheets

a. Voting contents with method of collecting Voting Sheets:

- Report on business results in 2022, business plan direction in 2023;
- Report on activities of the Board of Directors on governance, operating results in 2022 and orientation in 2023;
- Reports of independent members of the Board of Directors in the Audit Committee;
- Report to the General Meeting on the following issues:
  - Audited financial statements for 2022;
  - Audit report on the use of capital obtained from the offering of shares to existing shareholders in 2021;
  - Profit distribution in 2022;
  - Main targets of the plan in 2023;
  - Selection of an independent audit firm for the fiscal year 2023 and other related contents;
  - Transactions with related parties in 2023;
  - Dismiss of 02 (two) members of the Board of Directors who apply to resign and change the number of members of the Board of Directors for the term 2021-2026 from 07 (seven) members to 05 (five) members;
  - Amendment and supplementation of the Company's Charter of organization and operation.

b. Voting method:

- Each Delegate is given 01 (one) Voting Sheet (white), clearly stating the name/full name of the Delegate, ID/Passport/Business Registration Number, number of votes, shareholder identification number/participation number, the voting contents and stamped with the Company's stamp in the upper left corner. Each voting content has 3 boxes for shareholders to choose voting opinions including:
  - Voting box *Agree*
  - Voting box *Disagree*
  - Voting box *No opinion*

- When voting on each content, the meeting Delegates shall express his/her voting opinion (*Agree* or *Disagree* or *No opinion*) by ticking (x) or (v) in one of the 03 voting boxes, signing and writing their full name on the Voting Sheet to submit to the Vote Counting Board. Invalid voting content is the content that the Delegate does not tick any voting box or ticks more than one voting box for the same voting content. If a valid Voting Sheet has one or several invalid voting contents, the remaining valid contents will still be counted in the voting results for that valid content.
- Voting Sheets are invalid in the following cases:
  - o Voting Sheet is not according to the form issued by the Organizing Board of the General Meeting and must not be stamped with the Company's seal;
  - o Voting Sheet is torn, tattered or has any other symbols written on it;
  - o Voting Sheet is not signed by Delegates attending the meeting;
  - o Voting Sheet is crossed out, deleted or corrected;
  - o Voting Sheet with all invalid voting contents.
- The submission of Voting Sheets starts at the command of the Chairman of the General Meeting or a representative of the Vote Counting Board and ends when the Vote Counting Board collects all the Votes from the attending delegates or at the order of the Chairman of the General Meeting of General Meeting, whichever comes first.
- In case the Delegate requests to change the Voting Sheet due to being torn, tattered, or negligently written additional symbols on the Voting Sheet, if the Delegate has not voted and the voting time limit has not expired, the Delegate is entitled to directly meet the Vote Counting Board and return the received Voting Sheet in exchange for a new Voting Sheet to ensure the interests of shareholders. The Vote Counting Board collects the old voting sheets and sends them back to the Chairman of the General Meeting.
- The Vote Counting Board is responsible for collecting the Voting Sheets, counting the votes, making minutes of the vote counting results and reporting to the General Meeting. All complaints about voting results will be considered and resolved by the Vote Counting Board at the General Meeting.

## 12.2. Vote by raising Voting Cards

### a. Voting contents with method of raising Voting Cards:

- Approval of the list of the Vote Counting Board;
- Approval of the Agenda of the General Meeting;
- Approval of the Working Regulations of the General Meeting;
- Approval of the Minutes of the meeting;
- Approval of the Resolution of the General Meeting.

**b. Voting method**

- Each Delegate attending the General Meeting is issued with a Voting Card (pink) used to vote on the contents in Section a above. Voting Cards clearly stating the name/full name of the Delegate, ID/Passport/Business Registration Number, number of votes, shareholder identification number/participation number, and stamped with the Company's stamp in the upper left corner.
- Delegates vote by raising up the Voting Card (Agree/Disagree/No opinion) for each content. For issues of voting by raising the Vote Card, the Delegates hold up their Vote Card when asked by the Chairman. According to the direction of the Chairman, the Delegates who *agree* will raise their Voting Cards first, then the Delegates who *disagree* or *have no opinion* will raise their Voting Cards in turn.
- Cases where voting by Delegate's Voting Card is considered invalid:
  - + Delegates do not raise the Voting Card in all three times of voting for *Agree*, *Disagree*, or *No opinion* on an issue.
  - + Delegates raise the Voting Card more than one (01) time when voting on an issue.
- The Vote Counting Board monitors, makes minutes of voting results and reports to the General Meeting.

**Article 13. Minutes and Resolutions of the General Meeting**

13.1. The contents at the General Meeting must be recorded by the Secretary of the General Meeting in the Minutes of the Meeting.

13.2. Resolutions and Minutes of the General Meeting must be completed and approved before the closing of the meeting.

**Article 14. Force majeure events**

14.1. During the time of holding the General Meeting, force majeure events such as natural disasters, fire, power failure, Internet connection or other technical problems, or requests or directives of the Government and other state agencies and competent persons may occur. The Company shall mobilize all resources to fix the problems and the General Meeting can continue, but not more than 60 minutes from the time of the incident.

14.2. In case force majeure events cannot be overcome so that the General Meeting can continue for a period of 60 minutes, the Chairman will announce the suspension of the General Meeting, all issues that have been voted or approved before the pause (if any) will be canceled. These issues will be re-voted at the nearest General Meeting of Shareholders convened.



**CHAPTER V. IMPLEMENTATION CLAUSES****Article 15. Implementation of the Regulation**

- 15.1. Other relevant contents not mentioned in this Regulation shall be applied in accordance with the provisions of the Charter, Internal Regulations on Corporate Governance.
- 15.2. This Regulation takes effect immediately after being approved by the Company's 2023 Annual General Meeting and is applicable to all issues voted at the opening session of the General Meeting.
- 15.3. Sanctions applied: Any individual who violates these Regulations will be invited to leave the General Meeting.
- 15.4. The Chairman, the Secretariat, the Delegate Examination Board, the Vote Counting Board, Delegates and other participants are responsible for implementation./.

**PP. BOARD OF DIRECTORS****CHAIRMAN**

(Signed)

**Nguyen Hoa Cuong**