

GELEX GROUP



SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, 05 March 2024

WORKING REGULATION AT THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Recitals:

- *The Law on Enterprises No. 59/2020/QH14 approved on 17 June 2020 by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session and took effect from 01 January 2021;*
- *The 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, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax and the Law on Civil Judgment Execution approved on 11 January 2022 by the 15th National Assembly of the Socialist Republic of Vietnam at its first extraordinary session and took effect from 01 March 2022;*
- *The Law on Securities No. 54/2019/QH14 approved on 26 November 2019 by the 14th National Assembly of the Socialist Republic of Vietnam at its 8th session, and took effect from 01 January 2021;*
- *The Charter of Organization and Operation of GELEX Group Joint Stock Company;*
- *The Internal Regulations on Corporate Governance of GELEX Group Joint Stock Company.*

It is submitted to AGM to approve the Working Regulation at the 2024 Annual General Meeting of Shareholders (AGM) with the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and subjects of application

- 1.1. This Regulation is applicable to organization of the 2024 Annual General Meeting of Shareholders (the “AGM”) of GELEX Group Joint Stock Company (the “Company”).
- 1.2. This Regulation prescribes working principles and order of AGM, conditions and methods of attending the AGM, rights and obligations of shareholders or their authorized representatives (hereinafter referred to as “Delegates”) and the executive and assisting agencies of AGM, method of conducting, voting and approving the voting contents at the AGM.

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

Article 2. Working principles of the AGM

- 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 laws, the Company's Charter and this Regulation.

Article 3. Order of the AGM

- 3.1. Participants of the AGM seat in appropriate positions as instructed by the Board of Organization.
- 3.2. Do not smoke in the meeting room.
- 3.3. Do not put the phone in ring mode.
- 3.4. Do not record audio or video, take pictures without the Chairman's consent during the AGM is held.
- 3.5. Do not spread information out in any form whatsoever until the meeting has concluded.

Article 4. Conditions for attending the AGM

- 4.1. Shareholders named in the List at the time of closing the list of shareholders attending the AGM and their authorized representatives have the right to attend and vote at the AGM.
- 4.2. Delegates must present the original ID/Citizen card/Passport (for individuals), Copy of Enterprise Registration Certificate/Business License (for organizations), the original Notice of Invitation, the original Power of Attorney (in case of receiving authorization to attend the AGM) and other documents as required in the Notice before attending the meeting.

CHAPTER II. RIGHTS AND OBLIGATIONS OF THE DELEGATES, THE EXECUTIVE AND ASSISTING AGENCIES OF THE AGM

Article 5. Rights and obligations of delegates when attending the AGM

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. Be publicly informed by the Board of Organization about the AGM, General Meeting-related documents, and consider the AGM documents that have been posted on GELEX's website.
 - b. Attend meetings, discuss and vote on all matters within their authority in accordance with the laws and the Company's Charter on Organization and Operation.

- c. Ask questions to the Chairman as prescribed hereof, speak directly at AGM under the direction of the Chairman or to write comments on the opinion sheet sent to the Board of Organization of AGM. Written comments are as valid as those expressed directly at AGM.
- 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 AGM upon registration, but the Chairman has no responsibility to stop AGM for that late participants to register and the validity of the previous voting sessions are not affected.

5.2 Obligations of Delegates:

- a. Read carefully the meeting documents available at the Company's website; comply with the Working Regulations of AGM to ensure that AGM is organized in a good order, stable and valid manner.
- b. When wishing to speak and discuss at AGM, Delegates must comply with the direction of the Chairman of AGM. The speech content should be short, concise, avoiding duplication, focusing on the key contents to be discussed in accordance with the agenda approved by AGM.
- c. Fill in comments on the Voting Sheet and return it to the Vote Counting Committee at AGM.
- d. Comply with the provisions of this Regulation, obey the instructions of the Chairman and the Board of Organization of AGM, respect the working results at AGM, and do not obstruct, disrupt or cause disorder at AGM.

Article 6. Responsibilities of the Chairman of AGM

- 6.1. Manage AGM in accordance with the agenda and regulations approved by AGM.
- 6.2. Guide the Delegates to discuss and vote at AGM.
- 6.3. Resolve issues arisen throughout AGM.
- 6.4. Answer questions raised by AGM hereof.
- 6.5. Conclude the issues discussed at AGM, manage to approve the minutes and resolutions of AGM.
- 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 has the right to postpone the meeting of AGM 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 Chairman's direction.
- 7.2. Duties of the Secretariat:
- a. Record fully and honestly all AGM contents and the issues approved by AGM.
 - b. Prepare Minutes and Draft Resolutions of AGM.
 - 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 AGM.

Article 8. Responsibilities of the Delegate Examination Board

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

Article 9. Responsibilities of the Vote Counting Committee

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

CHAPTER III. PROCEEDING AND VOTING AT AGM

Article 10. Conditions for AGM Organization and Passing the AGM Resolution

- 10.1. Conditions for AGM organization and passing AGM Resolutions are complied with the provisions of the Company's Charter, this Regulation and relevant laws.
- 10.2. The basis for determining the passed Resolution shall be implemented under the provisions of Article 21 of the Company's Charter and relevant laws.

Article 11. Discussion at AGM

Upon discussing issues in the agenda of AGM, AGM should adhere to the following regulations:

- 11.1 Principle: The discussion at AGM is coordinated by the Chairman or a representative in the Board of Organization, 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 AGM, the content is not illegal, related to personal issues or beyond the powers of enterprises.
- 11.2 Send discussion questions/opinions method: Delegates attending AGM send questions/opinions for discussion directly or through opinion form. This opinion form has the same value as a live speech at AGM.
- 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 AGM, the Chairman or his appointed member 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 AGM. 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 AGM will be considered and answered by the Company to shareholders in an appropriate manner.

Article 12. Voting at AGM

- 12.1. Vote by collecting Voting Sheets
 - a. Voting contents with method of collecting Voting Sheets:
 - Report on 2023 business performance, and 2024 business plan direction;
 - Report on 2023 governance and operating performance and 2024 orientation by the Board of Directors;
 - Reports of independent members of the Boards of Directors in the Audit Committee;
 - Report to AGM on the following issues:

- Audited financial statements in 2023;
- A report on using proceeds from offering shares to existing shareholders in 2021;
- Profit distribution in 2023;
- Main plan targets in 2024;
- Selection of independent audit firm for the fiscal year 2024 and other related contents;
- Stakeholder transactions in 2024;
- 2024 Employee Stock Ownership Plan.

b. Voting method:

- Each Delegate is given 01 (one) Voting Sheet (white), clearly stating the name/full name of the Delegate, (“**Delegate Code**”) registration number, number of votes, 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:
 - *Affirmative* voting box
 - *Against* voting box
 - *Attestation* voting box
- When voting on each content, the meeting Delegates shall express his/her voting opinion (*Affirmative*, *Against* or *Attestation*) 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 Committee. For any voting content on the voting sheet that isn’t checked by the Delegate in any voting box will be considered that *Attestation* for that content. Invalid voting content means that the Delegate 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:
 - Voting Sheet is not complied with the form issued by the Board of Organization, not stamped with the Company's seal;
 - Voting Sheet is torn, tattered or has any other symbols written on it;
 - Voting Sheet is not signed by the participants;
 - Voting Sheet is crossed out, deleted or corrected;
 - Voting Sheet with all invalid voting contents.
- The submission of Voting Sheets starts at the command of the Chairman of AGM or a representative of the Vote Counting Committee and ends when all Votes are collected from the participants or at the order of the Chairman, whichever comes first.

- In case the Delegate requests to change the Voting Sheet as it is torn, tattered, or negligently written additional symbols, if the Delegate has not voted and the voting deadline does not arrive, the Delegate is entitled to directly meet the Vote Counting Committee and return the received Voting Sheet in exchange for a new ones to ensure the shareholder's interests. The Vote Counting Committee collects the old voting sheets and sends them back to the Chairman of AGM.
- The Vote Counting Committee is responsible for collecting the Voting Sheets, counting the votes, making minutes of the vote counting results and reporting to AGM. All voting result-related complaints will be considered and resolved by the Vote Counting Committee at AGM.

12.2. Vote by raising Voting Cards

a. Voting contents with method of raising Voting Cards:

- Approval of the list of the Vote Counting Committee;
- Approval of the Agenda of AGM;
- Approval of the Working Regulation of AGM;
- Approval of the Meeting Minutes;
- Approval of AGM's Resolution.

b. Voting method

- Each Delegate attending AGM is issued with a (pink) Voting Card used to vote for contents specified at Section a above. Voting Cards specify name/full name of the Delegate, ("**Delegate Code**"), number of votes stamped with the Company's seal in the upper left corner.
- Delegates vote by raising up the Voting Card (Affirmative/Against/Attestation) 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 *Affirmative* Delegates will raise their Voting Cards first, then the *Against/Attestation* Delegates will raise their Voting Cards in turn.
- Delegates raise the Voting Card more than one (01) time during the voting process for an issue shall be considered invalid.
- Delegates do not raise the Voting Card in all three times of voting for *Affirmative, Against or Attestation* shall be deemed as the Delegate voted *Attestation* on that issue.
- The Vote Counting Committee monitors, makes minutes of voting results and reports to AGM.

Article 13. Minutes and Resolutions of AGM

13.1 AGM contents must be recorded by the Secretary of AGM in the Meeting Minutes.

- 13.2 Resolutions and Minutes of AGM must be completed and approved before the meeting is closed.

Article 14. Force Majeure Events

- 14.1 During AGM is held, Force Majeure events such as Acts of God, 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, etc. All resources will be mobilized to recover the problems and AGM can continue, but not exceeding 60 minutes since the incident occurs.
- 14.2 Where Force Majeure events cannot be overcome to ensure that AGM can be assumed for 60-minute period, AGM suspension will be announced by the Chairman, all issues that have been voted or approved before the suspension (if any) will be canceled. These issues will be re-voted at the nearest General Meeting of Shareholders convened.

CHAPTER IV. IMPLEMENTATION PROVISIONS

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 is valid and enforceable right after it is approved by the Company's 2024 Annual General Meeting and is applicable to all issues voted at the opening session of AGM.
- 15.3. Applicable sanctions: Any individual who violates this Regulation will be invited to leave AGM.
- 15.4. The Chairman, the Secretariat, the Delegate Examination Board, the Vote Counting Committee, Delegates and other participants are responsible for implementation./.

P/P THE BOARD OF DIRECTORS

THE CHAIRMAN

(Signed)

Nguyen Trong Hien