



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Hanoi, March 05, 2025*

## **WORKING REGULATIONS**

### **AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Pursuant to:**

- *The Law on Enterprises No.59/2020/QH14, passed by the XIV National Assembly of the Socialist Republic of Vietnam, at its 9th session on 17 June 2020, effective from 01 January 2021;*
- *The Law No. 03/2022/QH15 amending and supplementing several provisions of the Law on Public Investment, the Law on Investment in the form of Public-Private Partnerships, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax, and the Law on Enforcement of Civil Judgments, passed by the XV National Assembly of the Socialist Republic of Vietnam at its first extraordinary session on January 11, 2022, effective from March 01, 2022;*
- *The Law on Securities No.54/2019/QH14, passed by the XIV National Assembly of the Socialist Republic of Vietnam, at its 8th session on 26 November 2019 effective from 01 January 2021, amended and supplemented by Law No 56/2024/QH15, passed by the XIV National Assembly of the Socialist Republic of Vietnam on 29 November 2024;*
- *The Charter of GELEX Group Joint Stock Company;*
- *The Internal Regulations on Corporate Governance of GELEX Group Joint Stock Company.*

Respectfully submits to the General Meeting of Shareholders for approval of the Working Regulations at the 2025 Annual General Meeting of Shareholders (referred to as the “**Regulation**”) with the following contents:

## **CHAPTER I. GENERAL PROVISIONS**

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

1.1. The Regulation shall apply to the organization and operation of the 2025 Annual General Meeting of Shareholders (the “**General Meeting**”) of GELEX Group Joint Stock Company (the “**Company**”).

1.2. The Regulation sets forth provisions on the principles of operation and the order of the General Meeting, the conditions, and procedures for attending the General Meeting, the rights and obligations of shareholders or proxies, the management body and assistants of the General Meeting, and procedures for conducting, voting, and passing resolutions on matters to be voted at the General Meeting.

1.3. Shareholders or proxies; the executive and assisting agencies of the General Meeting; other relevant individuals and organizations shall be responsible for complying with this Regulation.

## **Article 2. Interpretation**

In this Regulation, the following terms are defined as follows:

2.1. *The “Company” or “GELEX”* means GELEX Group Joint Stock Company.

2.2. *“General Meeting of Shareholders” or the “General Meeting”* means the 2025 Annual General Meeting of Shareholders of GELEX Group Joint Stock Company.

2.3. *“Delegate”* means shareholders of proxies (valid) attending the General Meeting.

2.4. *“Electronic means”* means devices that operate based on electrical, electronic, digital, magnetic, wireless transmission, optical, electromagnetic, or similar technologies.

2.5. *“Hybrid In-Person and Online General Meeting of Shareholders”* means a General Meeting of Shareholders held in a format where Delegates attend either in person or online and use the Electronic Voting System to exercise their voting rights. This format utilizes electronic means to transmit audio and visual content through the Internet, allowing Delegates at various locations to follow the General Meeting proceedings online, participate in discussions, and vote on matters presented during the General Meeting.

2.6. *“Electronic Voting”* means the process in which Delegates (including both in-person and online attendees) use a computer or other Internet-connected devices to vote via the Electronic Voting System as prescribed and notified by GELEX.

2.7. *“Electronic Voting System” or “Online General Meeting of Shareholders System”* means the system that supports the organization of the General Meeting of Shareholders on the website <https://ezgsm.fpts.com.vn>, providing Delegates with tools to exercise their rights when attending the

General Meeting of Shareholders (including registering to attend the meeting, proxy voting, online voting, online elections, etc.).

2.8. “*Identifying factors*” means the necessary information required to accurately identify an individual in a given context.

2.9. “*Access Account*” or “*Login Information*” means the necessary information such as the username, password, and/or other identifying factors (if any) of each Delegate, used to log in/access the Online General Meeting of Shareholders System and to cast electronic votes.

2.10. “*Verification*” means the process of checking and confirming whether the information provided or declared by the individual is accurate.

2.11. “*Cumulative Voting*” means the method of voting in which Delegates allocate all their votes to a single candidate or distribute their votes evenly among a maximum number of candidates based on the number of Board members to be elected (01).

2.12. “*Total number of voting shares*” means the number of shares entitled to vote, including the number of shares owned by the Delegate and/or those received by proxy from one or more other Delegates.

2.13. “*Force Majeure*” means events that occur objectively, are unforeseeable, and cannot be remedied despite the application of all necessary measures and available capabilities.

## **CHAPTER II. CONDITIONS AND PROCEDURES FOR ATTENDING THE GENERAL MEETING OF SHAREHOLDERS AND E-VOTING**

### **Article 3. Conditions and procedures for attending the General Meeting**

#### **3.1. Conditions for attending the General Meeting**

##### **a. Attendants:**

Shareholders listed in the shareholder list entitled to attend the 2025 Annual General Meeting of Shareholders as of the last registration date of February 25, 2025, prepared in accordance with the Company's notice of exercising rights sent to the Vietnam Securities Depository and Clearing Corporation, and the valid proxy representatives of the shareholders listed above, shall have the right to attend and vote on matters at the General Meeting.

##### **b. Technology requirements:**

Delegates attending the General Meeting of Shareholders must use appropriate meeting devices with internet connectivity to ensure they can follow the proceedings of the General Meeting (for Delegates attending online) and participate in electronic voting (for both online and in-person Delegates), including but not limited to: personal computers, laptops, tablets, and smartphones with internet access.

### 3.2. Procedures for attending the General Meeting

a. Each shareholder listed in the shareholder list entitled to attend the 2025 Annual General Meeting of Shareholders as of the last registration date of February 25, 2025, shall be provided with one (1) login username and password corresponding to their access to attend the General Meeting of Shareholders and participate in electronic voting. The username and password shall be provided in the Invitation Letter sent to each shareholder. Shareholders who receive the Invitation Letter with access account information are responsible for the confidentiality of their account details to ensure that only the shareholder has the right to attend and vote on the Electronic Voting System. The Company shall provide maximum support to ensure shareholders can attend and vote at the General Meeting of Shareholders, but shall not be responsible for any issues arising from shareholders losing or disclosing their account information.

b. Procedures for proxies:

Shareholders who do not attend the General Meeting in person/online and participate in electronic voting may authorize another person to attend in accordance with the provisions of the Company's Charter and this Regulation. Upon receiving a valid authorization document from both the authorizing and authorized parties, the Company shall provide an access account to the proxy so that the proxy (acting as a proxy for the shareholder) can exercise the rights and obligations as specified in the authorization. The Company shall provide the access account to the proxy through an invitation letter/email address/phone number. The authorizing party must provide complete and accurate contact information for receiving the access account details of the proxy to the Company and is fully responsible for the authorization information sent to the Company.

In cases where the proxy is a shareholder of the Company, the proxy may, depending on their needs, choose to: (i) use their access account (as mentioned in the Invitation Letter) to attend and vote on the authorized matters at the General Meeting; or (ii) request the Company to provide an

additional access account as described above to attend and vote on the authorized matters at the General Meeting.

c. Note for shareholders/proxies attending the General Meeting in person:

- *Shareholders attending the General Meeting of Shareholders in person must present: the original of their Citizen Identification Card/Identity Card/Passport (for individuals); a true certified copy of the Business Registration Certificate/Establishment License (for organizations); and the original Invitation Letter.*
- *The proxy attending the General Meeting Shareholders in person must present: a true certified copy of the shareholder's Citizen Identification Card/Identity Card/Passport/Business Registration Certificate/Establishment License; the original of their own Citizen Identification Card/Identity Card/Passport; the original Power of Attorney (if not previously submitted to GELEX); and the original Invitation Letter.*

### 3.3. Provide login information for the Electronic Voting System

a. Provide login information:

Access link information to the Electronic Voting System and the access account for attending the General Meeting of Shareholders shall be provided in the Invitation Letter (or in the form of login information notification as prescribed by the Company). Delegates are responsible for maintaining the confidentiality of their issued access account to ensure that only the Delegate has the right to attend the General Meeting and vote on the Electronic Voting System, and are fully responsible for the information registered.

b. Re-send login information:

When a Delegate requests to re-send the login information, the Organizing Committee of the General Meeting may notify through the following means: in person, email, or phone. In such cases, the Delegate is obligated to provide their identification details for the Company to verify. The Company may require the Delegate to provide at least the following information: full name, nationality, ID number/CCCD/Identity Card/Passport number, mobile phone number, email address, permanent or temporary address (contact address) for individuals; company name, business registration code or legal document number, contact phone number, and registered office

address for organizations. The Company may re-provide the access account information to the Delegate to attend and vote at the General Meeting via email, phone, or any other method based on the Delegate's registered information.

#### 3.4. Change to the password:

The Company recommends that Delegates, upon receiving the login information (at a minimum, including the username and password), access the Electronic Voting System to change their login password to ensure the security of the information.

#### **Article 4. Proxy to Attend the General Meeting of Shareholders**

Proxy to attend the General Meeting of Shareholders shall be carried out in accordance with the provisions of the Law on Enterprises and the Company's Charter. The Power of Attorney must be submitted to the Company in the content, form, and within the time frame specified in the Invitation Letter to the General Meeting of Shareholders and in compliance with the legal requirements and the Company's Charter.

#### **Article 5. Method of recording Delegates attending the General Meeting of Shareholders**

A shareholder/proxy of a shareholder is considered to have attended the General Meeting of Shareholders when the shareholder/proxy has successfully registered to attend the meeting online on the Electronic Voting System as per the instructions in the Invitation Letter, or has completed the in-person registration process with the Organizing Committee at the General Meeting. The Eligibility Verification Committee shall publicly report the results of the delegate eligibility verification at the General Meeting.

### **CHAPTER III. RIGHTS AND OBLIGATIONS OF DELEGATES AND THE MANAGEMENT BODY AND ASSISTANTS OF THE GENERAL MEETING**

#### **Article 6. Rights and obligations of the Delegates at the General Meeting**

Delegates have rights and obligations provided in the Charter and the Internal Regulations on the Corporate Governance of the Company and the following rights and obligations:

##### 6.1. Rights of the Delegates:

- a. To be notified by the Organizing Committee of the Meeting Agenda, related documents and to review the meeting materials uploaded on the GELEX's website.
- b. To attend the meeting, engage in discussions, and vote on all matters within the jurisdiction as prescribed by law and the Company's Charter, using electronic voting.
- c. To ask the Chairperson questions in accordance with this Regulation.
- d. To attend the General Meeting on time. After the meeting has commenced, Delegates arriving late still have the right to register and subsequently participate and vote at the General Meeting immediately upon registration; however, the Chairperson is not obligated to pause the General Meeting for late Delegates to register, and the validity of any votes cast prior to their registration shall not be affected.

#### 6.2. Obligations of the Delegates

- a. To carefully review General Meeting materials uploaded on the Company's website, including the instructions for attending the online General Meeting of Shareholders and electronic voting, and to comply with the Working Regulation at the General Meeting and these instructions to ensure that the organization of the General Meeting is conducted in an orderly, stable, and lawful manner.
- b. To independently prepare and use appropriate equipment with internet connectivity to ensure the ability to follow the proceedings of the General Meeting online and participate in electronic voting.
- c. For Delegates attending in person, when wishing to speak or discuss directly at the General Meeting, the Delegates shall adhere to the Chairperson's direction. The content of the remarks is brief, concise, avoids repetition, and focuses on the key matters that need to be addressed in accordance with the Meeting Agenda approved by the General Meeting.
- d. To maintain the confidentiality of login information to ensure that only the Delegate has the right to vote on the Electronic Voting System. The voting results of the Delegate on the Electronic Voting System shall be considered the final decision of the Delegate. The Delegate is fully responsible before the law and the Company for the electronic voting results they have cast on the Electronic Voting System.

- e. The Delegate must immediately notify the Company to address the issue if they discover that their username, password, and/or other identifying information has been lost, stolen, exposed, or suspected of being exposed, by contacting the Company using the methods specified in the Invitation Letter to lock the access account and security device. The Delegate shall be responsible for any damages, losses, and other risks incurred before the Company receives the Delegate's notification if the cause is attributable to the Delegate.
- f. In cases where a shareholder authorizes another individual/organization to attend the General Meeting, the provisions outlined in the Invitation Letter must be followed. GELEX is exempt from any liability related to fraud, forgery, or discrepancies in the Power of Attorney. The shareholder and the authorized person are responsible for the Power of Attorney and the results of electronic voting based on the access account that has been provided/notified/instructed. All electronic voting results of the Delegate are considered the will and final decision of the Delegate.
- g. To be responsible for intentionally using technology to disrupt the General Meeting of Shareholders or alter the results of electronic voting.
- h. Maintain confidentiality, adhere to the proper procedures for the use and storage of documents, and refrain from copying or recording and sharing with individuals outside The General Meeting without the permission of the Chairperson.
- i. Comply with the provisions of the Regulation, follow the directions of the Chairperson and the Organizing Committee, respect the outcomes of the General Meeting, and refrain from actions that obstruct, disrupt, or cause disorder at the General Meeting.

#### **Article 7. Responsibilities of The Chairperson**

- 7.1. Conduct the General Meeting in accordance with the Meeting Agenda and regulations approved by the General Meeting of Shareholders.
- 7.2. Guide the Delegates in discussing and voting on the items of the General Meeting.
- 7.3. Solve the matters that arise during the General Meeting.
- 7.4. Answer the matters requested by the General Meeting of Shareholders in accordance with the Regulation.



7.5. Conclude the matters discussed at the General Meeting, and manage the approval of the Meeting Minutes and Resolutions.

7.6. The Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting in an orderly manner, in accordance with the approved Meeting Agenda, and to reflect the desires of the majority of the Delegates attending the General Meeting.

7.7. The Chairperson of the General Meeting of Shareholders has the right to adjourn the General Meeting, which has the required number of Delegates present according to the regulations, to a later time or change the meeting location in cases specified by law and the Company's Charter.

7.8. Other authorities and responsibilities provided in GELEX's Charter.

#### **Article 8. Responsibilities of The Secretariat**

8.1. The Chairperson shall appoint certain individuals to form The Secretariat. The Secretariat serves as the assistant to the Chairperson and operates under the direction of the Chairperson.

8.2. The Secretariat is responsible for:

- a. Record thoroughly and accurately all proceedings of the General Meeting and any matters approved by the General Meeting of Shareholders.
- b. Draft the Meeting Minutes and the Resolutions of the General Meeting.
- c. Receive and submit the questions of the Delegates to the Chairperson.
- d. Collect, preserve and submit to the Board of Directors the feedback forms of Delegates at the General Meeting.

#### **Article 9. Responsibilities of the Delagate Eligibility Verification Committee**

9.1. The Delagate Eligibility Verification Committee shall be appointed by the Organizing Committee of the General Meeting. The Delagate Eligibility Verification Vommittee is responsible to the Chairperson and the General Meeting of Shareholder for its duties.

9.2. The Delagate Eligibility Verification Committee is responsible for:

- a. Verifying the eligibility of Delagates attending the General Meeting.

- b. Respond to questions or identify matters that need to be considered regarding the eligibility of Delegates.
- c. Collect and report to the General Meeting the result of verifying the eligibility of Delegates before the General Meeting of Shareholders.
- d. Review and ensure compliance with the conditions for holding the General Meeting of Shareholders in accordance with the Law on Enterprises and the Charter of GELEX.

**Article 10. Responsibilities of Vote Counting Committee**

10.1. The General Meeting shall elect individuals responsible for vote counting upon the Chairperson's recommendation. The number of members of the Vote Counting Committee shall be determined by the General Meeting based on the Chairperson's proposal.

10.2. The Vote Counting Committee is responsible for:

- a. Announce and provide guidance on the regulations and rules related to voting and elections (if any) at the General Meeting.
- b. Monitor the voting on the matters of the General Meeting and elections (if any).
- c. Record the results of the vote counting and election (if any) from the software, prepare the Vote Counting Minutes, and announce the vote counting results and election results (if any), or hand over to the Chairperson to announce the vote counting results and election results (if any) before the General Meeting.
- d. In collaboration with the Chairperson, review and resolve complaints regarding candidates and election results (if any), and report to the General Meeting of Shareholders for a decision.

**CHAPTER IV. CONDUCTING AND VOTING AT THE GENERAL  
MEETING**

**Article 11. Conditions for convening the General Meeting and approving the Resolutions of the General Meeting of Shareholders**

The conditions for convening the General Meeting of Shareholders and the conditions for the approval of resolutions of the General Meeting of Shareholders shall comply with the provisions of the Company's Charter, this Regulation, and relevant legal regulations.

The basis for determining whether a resolution is approved shall comply with the provisions of Article 21 of the Company's Charter and relevant legal regulations.

**Article 12. Discussions at the General Meeting**

When discussing the matters on the Meeting Agenda, Delegates shall comply with the following regulations:

12.1. Principles: The discussions at the General Meeting of Shareholders shall be coordinated by the Chairperson or a representative from the Organizing Committee, ensuring compliance with the provisions of the Company's Charter. Discussions shall only take place within the specified time and within the scope of the matters presented in the Meeting Agenda approved by the General Meeting of Shareholders, the content shall not violate the law, not relate to personal matters, and not exceed the company's authority.

12.2. Method of submitting discussion questions: Delegates attending the General Meeting of Shareholders may submit discussion questions through the Online support window on the Electronic Voting System or by speaking directly at the General Meeting. The Secretariat is responsible for recording the Delegate's name, Delegate ID, and the content of the question to forward to the Chairperson.

12.3. The Secretariat shall review and compile the discussion points from the Delegates and forward them to the Chairperson.

12.4. Responding to the Delegates' opinions:

- a. Based on the discussion compiled by the Secretariat, the Chairperson or a member appointed by the Chairperson shall respond to the Delegates' opinions.
- b. Contributions or questions shall be collected and addressed in order, and participation in the discussion shall only be allowed during the discussion portion of the General Meeting. In cases where multiple shareholders have overlapping opinions, the Presidium shall select and provide a collective response for all shareholders.
- c. In cases where time constraints prevent certain questions from being answered directly at the General Meeting, the Company shall review and respond to shareholders through an appropriate method.

**Article 13. Voting at the General Meeting**

13.1. **Voting Method:** The matters submitted to the General Meeting shall be voted on using electronic voting. The voting sheet are pre-configured in the Electronic Voting System. Delegates are responsible for preparing suitable electronic devices with internet connections, as specified in Point b; Clause 3.1, Article 3 above, for casting votes. Delegates shall use their login credentials and password or other identification factors provided in the Invitation Letter to log into the Electronic Voting System and participate in the voting.

13.2. **Online voting time:** Shareholders may begin accessing the Electronic Voting System to exercise their voting rights **from 09:00 on March 10, 2025**, until the Chairperson announces the conclusion of voting on each matter. Once the voting period for a specific matter ends, the Electronic Voting System shall no longer register any further electronic votes for that matter from the Delegates.

13.3. Voting principles:

- a. One (01) ordinary share is equivalent to one (01) voting right.
- b. All matters on the Meeting Agenda shall be approved by obtaining the votes of all Delegates present at the meeting through electronic voting on the 'Voting – Election' interface of the Electronic Voting System (see the instructions in the Invitation Letter).
- c. Shareholders and related parties are not allowed to vote on transactions, contracts, or matters in which they have a related interest.

13.4. Voting procedures:

- a. Delegates shall register to attend the meeting according to the instructions in the invitation Letter and confirm their participation in the General Meeting before voting on the 'Voting – Election' interface of the Electronic Voting System.
- b. Delegates who have successfully registered for the meeting (as indicated by a notification on the Electronic Voting System interface or have completed the registration procedure for attending the meeting in person with the Organizing Committee at the General Meeting) shall vote on each matter in the Meeting Agenda. When voting via electronic voting, for each matter, the Delegate shall choose one (01) of the three (03) options: 'Agree,' 'Disagree,' or 'Abstain' on the voting ballot pre-configured in the Electronic Voting System. After completing the voting for all matters in a

single voting session, the Delegate shall click '**Vote**' to save and submit the voting results to the Electronic Voting System. If the Delegate does not click '**Vote**' to confirm and submit their votes on the Electronic Voting System before the voting period ends for each session, their votes (for the matters to be voted on in that session) shall be considered as uncollected for those matters.

- c. In the event that the Meeting Agenda is supplemented with matters proposed by shareholders/group of shareholders in accordance with the provisions of the Charter and approved by the General Meeting of Shareholders, Delegates may proceed with supplementary voting. If the Delegates do not vote on the newly added matters, their votes shall be considered as uncollected for those matters.
- d. The recording method of the electronic voting system: Delegates may change their voting results multiple times but cannot cancel their votes. The electronic voting system shall only record the final voting result at the end of the voting period for each voting session, as managed by the Chairperson.
- e. In the event that a Delegate has registered to attend the General Meeting but is unable to remain for the entire agenda, may vote on the matters that require shareholder approval before logging out of the System.

#### 13.5. Validity of voting matters and Voting Sheet:

- a. On the voting sheet, the voting matter is valid when the Delegate selects one (01) of the three (03) voting options for that matter. A voting matter is invalid if the Delegate marks more than one voting option for the same matter.
- b. A valid voting sheet is one that contains all valid voting matters and is completed by submitting (clicking '**Vote**') on the Electronic Voting System.
- c. In the event that a Delegate has successfully registered for the General Meeting (as indicated by a notification on the Electronic Voting System interface or has completed the in-person registration procedure with the Organizing Committee at the meeting) but does not select any voting option (blank vote), it shall be understood that the Delegate has declined their right to vote on that matter; the Delegate's vote shall not be included in the total votes for that matter.

13.6. The voting procedure for electing members of the Board of Directors is regulated in the Regulation on the Election of Additional Members to the Board of Directors for the 2021-2026 term at the 2025 Annual General Meeting of Shareholders

**Article 14. Voting Procedure**

14.1. The voting sheets of each Delegate are recorded by the system, including: the total number of votes for each matter, the total number of valid and invalid votes, votes agree, votes against, and abstentions; the corresponding percentages of the total number of votes cast by the Delegates present at the General Meeting. The voting results are compiled by the software and are calculated as a percentage (%).

14.2. The Vote Counting Committee is responsible for receiving the electronic voting results to compile the voting results.

**Article 15. Minutes and Resolutions of the General Meeting**

15.1. The contents of the General Meeting shall be documented in the Meeting Minutes by the Secretary of the General Meeting.

15.2. The Minutes and Resolutions of the General Meeting of Shareholders shall be documented, issued and approved before the meeting is adjourned.

**Article 16. Force Majeure Events**

16.1. During the General Meeting, force majeure events may occur, such as natural disasters, fires, power outages, loss of Internet connectivity, or other technical issues, as well as requirements or directives from the government, state agencies, or other competent authorities. The Company shall mobilize all available resources to resolve the issues and ensure the General Meeting can continue, but not later than 60 minutes from the time the issue occurs.

16.2. In the event that force majeure issues cannot be resolved to allow the General Meeting to continue within 60 minutes, the Chairperson shall declare a temporary suspension of the General Meeting. Any matters that were voted on and approved before the suspension (if any) will be annulled. These matters will be re-voted at the next shareholder meeting.

## **CHAPTER V. IMPLEMENTATION**

### **Article 17. Implementation term**

17.1. Other relevant matters not provided in the Regulation shall be complied with the Charter, the Internal Regulation on Corporate Governance of the Company.

17.2. This Regulation consists of 17 Articles and shall come into effect immediately upon the 2025 Annual General Meeting of Shareholders's approval and shall apply to matters voted on during the opening session of the General Meeting.

17.3. The Chairperson, the Secretariat, the Delegate Eligibility Verification Committee, and the Vote Counting Committee, the Delegates, are responsible for the implementation of this Regulation./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(signed)*

**Nguyen Trong Hien**