GELEX GROUP

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: /2026/GELEX/NQ-DHDCD

Hanoi, April 01, 2026

DRAFT

RESOLUTION

2026 ANNUAL GENERAL MEETING OF

SHAREHOLDERS OF GELEX GROUP JOINT STOCK COMPANY

- *The Law on Enterprises No.59/2020/QH14 and its subsequent amendments, supplements, and implementation guidelines;*
- *The Law on Securities No.54/2019/QH14 and its subsequent amendments, supplements, and implementation guidelines;*
- *The Charter of GELEX Group Joint Stock Company; ("GELEX" or the "Company").*
- *The meeting minutes of the general SHAREHOLDERS OF GELEX GROUP JOINT STOCK COMPANY ("**AGM**" or "**GMS**") No: /2026/GELEX/BB-ĐHĐCĐ date 01 April 2026 of GELEX Group Joint Stock Company.*

ANNUAL GENERAL MEETING OF

SHAREHOLDERS OF GELEX GROUP JOINT STOCK COMPANY

HEREBY RESOLVES TO:

Article 1. Approve the List of Vote Counting Committee, the Meeting Agenda, the Election Regulations, and the Working Regulations of the GMS.

Article 2. Approve and ratify the full content of the following reports:

1. Report on the business operations in 2025 and the 2026 business plan.
2. Report of the Board of Directors on the activities in 2025 and the 2026 strategic direction.
3. Report on activities and evaluation results of an independent member of the board of directors Mr. Nguyen Trong Hien regarding the activities of the Board of Directors in 2025.
4. Report on activities and evaluation results of an independent member of the board of directors Mrs. Nguyen Thi Minh Giang regarding the activities of the Board of Directors in 2025.
5. Report on the activities of the Independent Board of Directors member within the Audit Committee.

Article 3. Approve the 2025Audited Financial Statements (including the 2025 audited Separate Financial Statements and the 2025 audited Consolidated Financial Statements) and the audited Report on the use of offering shares to existing shareholders in 2021.

Article 4. Approve the Profit Distribution Plan for the year 2025 as follows:

Unit: VND

No.	Criteria	Amount	Ratio of the charter

			capital
1	Undistributed profit after tax in consolidated financial statements as of 31 December 2025	7,263,827,855,875	80.5%
2	Undistributed profit after tax in separate financial statements as of 31 December 2025	2,773,012,988,852	30.7%
3	Share premium as of 31 December 2025	662,912,856,718	7.3%
4	The after-tax profit from 2025 dividends and the advance dividend distribution for 2026 is expected to be remitted at a minimum amount in 2026 (the specific amount may vary depending on the actual payout level of the subsidiaries)	694,986,800,000	7.7%
5	**MAXIMUM DISTRIBUTION SOURCE (=2+3+4)**	**4,130,912,645,570**	**45.8%**
6	**MAXIMUM DISTRIBUTION SOURCE IN CASH (=2+4)**	**3,467,999,788,852**	**38.4%**
7	**Proposed profit distribution**	**3,467,999,788,852**	**38.4%**
	Where:		
	Bonus fund for the BOD and Board of Management	7,310,000,000	0,1%
	Bonus and welfare funds	3,500,000,000	0,04%
	Distribution of 2025 dividends in shares	2,255,997,370,000	25,0%
	Issuance of shares for the purpose of increasing charter capital from the Company's equity	1,201,192,418,852	(*)

(*) The Company proposes to issue shares to increase its charter capital from equity at the ratio of 20%, with the funding source being the share premium recorded in the audited separate financial statements for 2025 and the undistributed after-tax profits recorded in the audited consolidated financial statements for 2025 (after profit remittance from the subsidiary(ies) to the parent company) of Công ty Cổ phần Tập đoàn GELEX. The figures set out in Section 7.d above represent only the portion extracted from the undistributed after-tax profits reflected in the audited consolidated financial statements for 2025. Details are provided in Article 6 of this Resolution.

Article 5. Approval of the Plan for the issuance of shares to pay dividends for the year 2025. The Plan shall be approved in accordance with the details provided in Appendix No. 01 attached to this Resolution.

Article 6. Approval of the Plan for share issuance to increase charter capital from owners' equity. The Plan shall be approved in accordance with the details provided in Appendix No. 02 attached to this Resolution.

Article 7. Approve the Key performance indicators for the year 2026 as follows:

No.	Criteria	Unit	2026 plan
1	**Production and business**		
-	Total consolidated revenue	VND billion	44,712
-	Consolidated profit before CIT	"	3,615
-	Dividend payment (*)	%/năm	10%
2	**Remuneration and other incomes of the BOD**		
-	Remuneration and other incomes of the BOD are paid in accordance with the Regulation/Internal Rules of the Company	VND billion	10
3	**Bonus fund for the BOD and Board of Management**		
	In case the consolidated profit after tax exceeds the plan (maximum)	% of profit exceeding plan	20%

(*) The GMS authorizes the BOD to decide on all matters/issues related to the advance payment of the 2026 cash dividend if it is deemed that it is suitable for the Company's operations. The advance can be made at one time or in many installments depending on the decision of the BOD.

Article 8. Approve the selection of an independent audit firm for the fiscal year 2026 and other related matters:

The General Meeting of Shareholders approved the list of three audit firms below and authorize the Board of Directors to select one of these three firms to audit the 2025 financial statements:

1. Firrm name: ***Deloitte Vietnam Audit Company Limited***

   Address: 12th Floor, Diamond Park Plaza, 16 Lang Ha Street, Giang Vo Ward, Hanoi, Vietnam.

2. Firm name: ***Ernst & Young Vietnam Limited – Hanoi Branch***

   Address: 8th Floor, Cornerstone Building, 16 Phan Chu Trinh Street, Cua Nam Ward, Hanoi City, Vietnam.

3. Firm name: ***KPMG Company Limited***

   Address: 46th Floor, Keangnam Landmark 72, Pham Hung Street, Yen Hoa Ward, Hanoi, Vietnam.

Additionally, the BOD respectfully submits for AGM 2025's approval the authorization for the BOD to select an independent audit firm for auditing other activities of the Company as needed, based on business requirements. Specifically, the BOD is authorized to choose an independent audit firm from the list of audit organizations approved by the State Securities Commission of Vietnam, in accordance with the Securities Law and regulations on independent auditing.

Article 9. Approval of Amendments and additions to certain business lines of the Company as follow:

1. Removal of the following business lines (due to changes in industry codes under the Vietnam Standard Industrial Classification system):

No.	Names of the business line to be removed	VISIC
1	Management consultancy activities *(Excluding legal advice, finance, tax, securities, as well as conditional business sectors)*;	7020
2	Wholesale of metals and metal ores. Details: - Wholesale of iron ore and non-ferrous metal ores; - Wholesale of iron, steel, and non-ferrous metals in primary forms; - Wholesale of semi-finished products made of iron, steel, and non-ferrous metals *(Excluding precious metals)*	4662
3	Wholesale of construction materials, equipment and supplies;	4663
	Other specialized wholesale not elsewhere classified Details: - Wholesale of industrial chemicals: aniline, printing ink, essential oils, industrial gases, chemical glues, colouring matter, synthetic resin, methanol, paraffin, scents and flavourings, soda, industrial salt, acids and sulphurs etc; - wholesale of plastic materials in primary forms; - wholesale of rubber; - wholesale of textile fibres etc *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*;	4669
	Wholesale of solid, liquid and gaseous fuels and related products *(Excluding crude oil and processed oil)*;	4661
	Short-term accommodation activities;	5510
4	Combined office administrative services	8211
5	Computer consultancy and computer system management	6202
6	Other information technology and computer service activities	6209
7	Other professional, scientific and technical activities not elsewhere classified	7490

	(Excluding activities of independent journalist, Bill settlement and freight rate information, Securities/finance/accounting consultation, legal consultation)	
9	Data processing, hosting and related activities	6311
10	Other professional, scientific and technical activities not elsewhere classified *(Excluding activities of independent journalist, Bill settlement and freight rate information, Securities/finance/accounting consultation, legal consultation)*;	7490
	Data processing, hosting and related activities;	6311
11	Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*	4741
12	Wholesale of computers, computer peripheral equipment and software *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*	4651

2. Addition of new business lines (to update in accordance with the new Vietnam Standard Industrial Classification in respect of the business lines removed under Section 8.1 and to serve the operational needs of Fairmont Hanoi):

No.	Name of the newly added business line	VISIC
1	Business and other management consultancy activities *(Excluding legal, financial, tax, securities consultancy and other conditional business lines)*	7020
2	Wholesale of metals and metal ores Details: - Wholesale of iron ore and non-ferrous metal ores; - Wholesale of primary-form iron, steel and non-ferrous metals; - Wholesale of semi-finished products made of iron, steel and non-ferrous metals; (Excluding gold and precious metals)	4672
3	Wholesale of other construction materials and installation equipment	4673
4	Other specialized wholesale n.e.c Details: - Wholesale of industrial chemicals: aniline, printing ink, essential	4679

No.	Name of the newly added business line	VISIC
	oils, industrial gases, chemical glues, colouring matter, synthetic resin, methanol, paraffin, scents and flavourings, soda, industrial salt, acids and sulphurs etc; - wholesale of plastic materials in primary forms; - wholesale of rubber; - wholesale of textile fibres etc *(Excluding the exercise of export rights, import rights and distribution rights in respect of goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights under applicable laws)*;	
5	Wholesale of solid, liquid and gaseous fuels and related products (Excluding crude oil and processed oil)	4671
6	Hotels and similar accommodation activities	5510
7	Office administrative and support activities	8210
8	Computer consultancy and computer facilities management activities	6220
9	Other information technology and computer service activities	6290
10	All other professional, scientific and technical activities n.e.c. (Excluding activities of independent journalists; bill payment and quantity surveying information services; securities, financial, accounting and legal consultancy)	7499
11	Computing infrastructure, data processing, hosting and related activities	6310
12	Retail sale of information and communication equipment (Excluding the exercise of export rights, import rights and distribution rights in respect of restricted goods for foreign investors and foreign-invested economic organizations under applicable laws)	4740
13	Wholesale of computers, computer peripheral equipment and software (Excluding the exercise of export rights, import rights and distribution rights in respect of restricted goods for foreign investors and foreign-invested economic organizations under applicable laws)	4651
14	Restaurants and mobile food service activities Details: - Restaurants, eateries and food service establishments (excluding fast-food chain outlets)	5610
15	Beauty care and other beauty treatment activities	9622
16	Day spa, sauna and steam bath activities Details:	9623

No.	Name of the newly added business line	VISIC
	- Steam bath, sunbath, non-surgical aesthetic services (body slimming, fat reduction, etc.); - Massage services, consisting of: Use of physical therapies for massage or manual therapies to improve human health. (Clause 5 Article 3 and Article 30 of Decree No. 96/2016/ND-CP)	
17	Beverage serving activities	5630
18	Wholesale of beverages (Excluding restricted export, import and distribution rights for foreign investors and foreign-invested economic organizations under applicable laws)	4633
19	Wholesale of food (Excluding restricted export, import and distribution rights for foreign investors and foreign-invested economic organizations under applicable laws)	4632
20	Non-specialized retail sale with food, food products, beverages, tobacco or aztec tobacco predominating (Excluding restricted export, import and distribution rights for foreign investors and foreign-invested economic organizations under applicable laws)	4711
21	Security and commodity contracts brokerage Details: - Foreign exchange agency activities (Article 4 of Decree No. 89/2016/ND-CP - Foreign currency payment agency activities (Article 6 of Decree No. 89/2016/ND-CP)	6612
22	Travel agency activities (The enterprise only provides inbound travel services and domestic travel services for inbound tourists as part of inbound travel services to Vietnam)	7911
23	Intermediation service activities for passenger transportation Details: - Passenger transport booking services	5232
24	Operation of sports facilities Details: - Sports business activities (Articles 49, 50, 54 and 55 of the Law on Physical Training and Sports 2006, as amended in 2018)	9311

No.	Name of the newly added business line	VISIC
25	Other sports activities	9319
26	Hairdressing and barber activities	9621
27	Washing and cleaning of textile and fur products	9610
28	Retail sale of other new goods in specialized stores Details: Retail sale of souvenirs (Excluding the exercise of export rights, import rights and distribution rights in respect of goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import or distribution rights in accordance with applicable laws.)	4773

3. Amendment of Article 4 of the Company's Charter to reflect the addition of the new business lines amended and supplemented under Sections 8.1 and 8.2 of Issue 8 above.
4. Assignment to the General Director - legal representative of the Company, to undertake all necessary procedures for notifying the changes in business registration and completing other legal procedures in accordance with the applicable laws.

Article 10. Approve to change of the Company's Head Office address .

1. Change of the Company's Head Office Address
   - Current head office address: No. 52, Le Dai Hanh Street, Hai Ba Trung Ward, Hanoi, Vietnam.
   - Head office address after change: No. 10 Tran Nguyen Han Street and No. 27–29 Ly Thai To Street, Hoan Kiem Ward, Hanoi, Vietnam.
2. Amendment of Article 2 of the Company's Charter to correspondingly update the Company's head office address as set out in Section 1 of Article 10 above.
3. Assignment to the General Director – the legal representative of the Company – to carry out the necessary procedures to notify the change of enterprise registration contents and to complete other relevant legal procedures in accordance with applicable laws and regulations.

Article 11. Approve Amendment and Supplementation of the Charter, the Internal Corporate Governance Regulation and the Regulation on Operation of the Board of Directors

1. Approval of the amendments and supplements to the Company's Charter on Organization and Operation in accordance with Appendix No. 03 – List of principal amendments and supplements to the Company's Charter, together with the full amended Charter attached to this Resolution;
2. Approval of the amendments and supplements to the Company's Internal Corporate Governance Regulation in accordance with Appendix No. 04 – List of principal amendments and supplements to the Internal Corporate Governance Regulation, together with the full amended Regulation attached to this Resolution;
3. Approval of the amendments and supplements to the Regulation on Operation of the Board of Directors in accordance with Appendix No. 05 – List of principal amendments and

supplements to the Regulation on Operation of the Board of Directors, together with the full amended Regulation attached to this Resolution.

The amended Charter on Organization and Operation, the amended Internal Corporate Governance Regulation, and the amended Regulation on Operation of the Board of Directors shall take effect from the date of approval by the 2026 Annual General Meeting of Shareholders.

Article 12. Approve the Proposal No. .../2026/GELEX/TTr-HĐQT regarding the election of members of the Board of Directors for the 2026–2031 term, with the following particulars:

1. Approval of the number of members of the Board of Directors for the 2026–2031 term: 05 (five) members.
2. Approval of the election of 05 (five) members of the Board of Directors for the 2026–2031 term based on the list of valid nominees as reported to the General Meeting of Shareholders.

Article 13. Pursuant to the election results, the following individuals have been duly elected as members of the Board of Directors for the 2026–2031 term:

- Mr./Ms. ...
- Mr./Ms. ...
- Mr./Ms. ...
- Mr./Ms. ...
- Mr./Ms. ...

Thus, the list of members of the Board of Directors for the term 2026-2031 of GELEX after the election includes the following Mr. / Mrs:

- Mr./Ms. ... – Member of the Board of Directors;
- Mr./Ms. ... – Member of the Board of Directors;
- Mr./Ms. ... – Member of the Board of Directors;
- Mr./Ms. ... – Member of the Board of Directors;
- Mr./Ms. ... – Independent Member of the Board of Directors (as it satisfies all applicable standards and conditions as prescribed by law).

Article 14. This Resolution takes effect from the date of signing. All shareholders, the Board of Directors, the Board of Directors and relevant departments/individuals are responsible for the implementation of this Resolution.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN

Recipient:
- As mentioned in Article 14;
- Information Disclosure;
- Archive in office.

Nguyen Trong Hien

APPENDIX 01 - PLAN FOR THE ISSUANCE OF SHARES TO DISTRIBUTE DIVIDENDS FOR THE YEAR 2025

(Attached to Resolution No. .../2026/GELEX/NQ-DHDCD on April 01, 2026)

I. Plan for the issuance of shares to distribute dividends for the year 2025

1.	Purpose of Issuance	Issuance of shares to distribute dividends for the year 2025
2.	Stock Name	Shares of GELEX Group Joint Stock Company
3.	Ticker symbol	GEX
4.	Type of share	Ordinary shares
5.	Par value	VND 10,000/share
6.	Estimated Number of Shares to be issued	225,599,737 shares
7.	Total value of shares to be issued at Par Value	VND 2,255,997,370,000 đồng
8.	Issuance Ratio (Estimated Number of Shares to be issued/number of outstanding shares)	**25%**
9.	Subscription Ratio	**4:1** (A shareholder holding 4 shares is entitled to the right of receiving 01 new share)
10.	Eligible Participants	Existing shareholders whose names are on the shareholder list on the final registration date for the shareholder list to exercise the right to receive stock dividends, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) as regulated
11.	Issuance Capital Source	Undistributed after-tax profit on the audited separate financial statements of GELEX Group Joint Stock Company
12.	Rounding Principles and Processing with arising Odd Share	Shares issued to distribute dividends to existing shareholders will be rounded down to the unit digit. Odd shares (if any) will be cancelled *For example: On the shareholder record date for exercising the right to receive stock dividends, shareholder Nguyen Van A owns 659 shares. Shareholder A will be entitled to receive the number of newly issued shares for dividends, which is (659:4) x 1 = 164,75 shares, rounded down to 164 shares. The odd 0.75 share will be cancelled.*
13.	Transfer Restriction	All shares issued to pay dividends for the year 2025 to existing shareholders are not subject to transfer restrictions

14.	Expected Issuance Time	In 2026, after the State Securities Commission issues a written notice of receipt of GELEX's issuance report documents (but not more than 6 months from the end date of the 2026 Annual General Meeting of Shareholders).
15.	Changes/Adjustments to Business Registration Certificate and Company Charter	The General Meeting of Shareholders approves the change in charter capital; amendments and supplements to the Company Charter, carrying out procedures to change/adjust the Business Registration Certificate according to the results and actual new charter capital scale after the end of the issuance.
16.	Additional Securities Registration and Additional Listing Registration for the Number of Newly Issued Shares	The General Meeting of Shareholders approves the adjustment of registered securities quantity information (additional registration) at the Vietnam Securities Depository and Clearing Corporation (“**VSDC**”) and registers for additional listing of all newly issued shares at the Ho Chi Minh City Stock Exchange (“**HOSE**”) after the end of the issuance and authorizes the Board of Directors to actively implement and complete after the end of the issuance.

II. Authorization for the Board of Directors

Based on the General Meeting of Shareholders' approval of the Plan for the issuance of shares to distribute dividends as mentioned above, the General Meeting of Shareholders authorizes the Board of Directors to decide on the contents, works, and issues related to the implementation of the Plan for the issuance of shares to distribute dividends for the year 2025, including but not limited to the following works:

1. To determine the appropriate timing for the share issuance; to prepare and finalize the dossier for the issuance of shares for dividend distribute (to be implemented concurrently with the issuance of shares to increase charter capital from equity) and submit to the competent State authorities. In the event that the competent State authorities require any amendment or supplementation, the Board of Directors shall be authorized to decide on such amendment or supplementation in accordance with the recommendations or requests of the competent State authorities.
2. To determine the appropriate timing for fixing the record date and other relevant timelines with the implementation of the 2025 dividend share issuance, ensuring that such issuance is carried out lawfully and in full compliance with applicable laws and regulations.
3. To decide on and organize the implementation of procedures for amendment of enterprise registration contents (including registration of change in charter capital upon completion of the issuance) with the competent State authorities; to amend and update information relating to charter capital, the number of outstanding shares and other relevant contents in the Charter of GELEX in accordance with the actual new charter capital resulting from the issuance; and to carry out other related procedures and tasks with competent State authorities and relevant entities in connection with the aforesaid change of charter capital

4. To carry out necessary procedures to adjust the registered securities information in accordance with the number of shares actually issued at VSDC and to register the additional listing of all newly issued shares at HOSE.
5. To decide on all other matters arising in connection with the implementation of the share issuance for dividend distribution, ensuring the lawful rights and interests of shareholders and of the Company, and compliance with applicable laws and the Company's internal regulations.
6. Depending on each specific case, the Board of Directors is authorized to delegate the Chairman of the Board of Directors or the General Director to carry out one or several of the specific tasks mentioned above.

APPENDIX 02 - PLAN FOR ISSUANCE OF SHARES TO INCREASE CHARTER CAPITAL FROM EQUITY

(Attached to Resolution No. .../2026/GELEX/NQ-DHDCD on April 01, 2026)

I. Plan for Issuance of Shares to Increase Charter Capital from Equity

1.	Purpose of Issuance	Issuance of shares for the purpose of increasing charter capital from the Company's equity
2.	Stock Name	Shares of GELEX Group Joint Stock Company
3.	Ticker symbol	GEX
4.	Type of share	Ordinary shares
5.	Par value	VND 10,000/share
6.	Estimated Number of Shares to be issued	180,479,789 shares
7.	Total value of shares to be issued at Par Value	VND 1,804,797,890,000
8.	Issuance Ratio (Estimated Number of Shares to be issued/number of outstanding shares)	**20%**
9.	Subscription Ratio	**5:1** (A shareholder holding 5 shares is entitled to the right of receiving 01 new share)
10.	Eligible Participants	Existing shareholders whose names appear on the list of shareholders as at the record date for the purpose of increasing charter capital from equity, as certified and provided by the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with applicable regulations
11.	Issuance Capital Source	The share premium recorded in the audited separate financial statements for 2025 and the undistributed after-tax profits recorded in the audited consolidated financial statements for 2025 (after profit remittance from the subsidiary(ies) to the parent company) of GELEX Group Joint stock Company. The General Meeting of Shareholders authorizes the Board of Directors to determine the specific funding source from the above-mentioned share premium and undistributed after-tax profits for the purpose of implementing the issuance of shares to increase charter capital from equity in accordance with applicable laws.

12.	Rounding Principles and Processing with arising Odd Share	Shares issued for the purpose of increasing charter capital from equity shall be rounded down to the nearest whole share. Any fractional shares (if any) shall be cancelled. For example: On the record date for determining shareholders entitled to receive shares issued in connection with the increase of charter capital from equity, shareholder Nguyen Van A holds 659 shares. Accordingly, the number of newly issued shares to which shareholder A is entitled shall be calculated as follows: (659:5) × 1 = 131.8 shares, which shall be rounded down to 131 shares. The fractional portion of 0.8 share shall be cancelled.
13.	Transfer Restriction	All shares issued for the purpose of increasing charter capital from equity shall not be subject to transfer restrictions.
14.	Expected Issuance Time	In 2026, after the State Securities Commission issues a written notice of receipt of GELEX's issuance report documents.
15.	Changes/Adjustments to Business Registration Certificate and Company Charter	The General Meeting of Shareholders approves the change in charter capital; amendments and supplements to the Company Charter, carrying out procedures to change/adjust the Business Registration Certificate according to the results and actual new charter capital scale after the end of the issuance.
16.	Additional Securities Registration and Additional Listing Registration for the Number of Newly Issued Shares	The General Meeting of Shareholders approves the adjustment of registered securities quantity information (additional registration) at the Vietnam Securities Depository and Clearing Corporation (“**VSDC**”) and registers for additional listing of all newly issued shares at the Ho Chi Minh City Stock Exchange (“**HOSE**”) after the end of the issuance and authorizes the Board of Directors to actively implement and complete after the end of the issuance.

II. Authorization for the Board of Directors

Based on the approval by the General Meeting of Shareholders of the plan for issuance of shares to increase charter capital from equity as set out in Section I, the General Meeting of Shareholders authorizes the Board of Directors to decide on all matters, tasks and issues relating to the implementation of such share issuance plan, including but not limited to the following:

1. To determine the timing of the issuance; to prepare and finalize the dossier for the issuance of shares to increase charter capital from equity (to be implemented concurrently with the issuance of shares for dividend distribution) and submite to the competent state authorities. In the event that the competent state authorities request any amendment or supplementation, the Board of Directors shall be authorized to decide on

such amendments or supplementations in accordance with the recommendations/requests of the competent State authorities.

2. To determine and allocate the specific funding sources from the share premium recorded in the audited separate financial statements for 2025 and the undistributed after-tax profits recorded in the audited consolidated financial statements for 2025 in order to implement the issuance of shares to increase charter capital from equity, ensuring compliance with applicable laws.
3. To determine the appropriate timing for fixing the record date and other relevant timelines in connection with the implementation of the share issuance to increase charter capital from equity, ensuring that the issuance is conducted lawfully and in compliance with applicable regulations.
4. To decide on and organize the implementation of procedures for amendment of enterprise registration contents (including registration of the change in charter capital upon completion of the issuance) with the competent state authorities; to amend the information on charter capital, the number of outstanding shares and other relevant contents in the Charter of Công ty Cổ phần Tập đoàn GELEX in accordance with the new actual charter capital following the issuance; and to carry out other procedures and tasks relating to such change in charter capital with the competent state authorities and relevant organizations.
5. To carry out necessary procedures to adjust the number of registered securities corresponding to the number of shares actually issued at the Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam (VSDC) and to register for additional listing of all newly issued shares at the Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh (HOSE).
6. To decide on all other related matters arising during the implementation of the issuance of shares to increase charter capital from equity, ensuring the interests of shareholders and the Company, the successful completion of the issuance, and compliance with applicable laws and the Company's Charter.
7. Depending on each specific case, the Board of Directors is authorized to delegate the Chairman of the Board of Directors or the General Director to carry out one or several of the specific tasks mentioned above.

APPENDIX NO.03

LIST OF AMENDMENTS TO THE CHARTER OF THE COMPANY

(Attached to Resolution No. .../2026/GELEX/NQ-DHDCD on April 01, 2026)

Explanation:

- *The <u>underlined</u> content highlights the amendments and additions in the new Charter compared to the current Charter.*

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
1	Point (b), Clause 1, Article 1	(b) "**Law on Enterprises**" means the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;	(b) "**Law on Enterprises**" means the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 <u>and any amendments, supplements, implementing regulations, or replacement legal documents from time to time;</u>	To supplement the definition to cover cases where there are amendments, supplements, implementing regulations, or replacement legal documents from time to time
	Point (c), Clause 1, Article 1	(c) "**Law on Securities**" means the Law on Securities No. 54/2019/QH14 dated 26 November 2019;	(c) "**Law on Securities**" means the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and any amendments, supplements, implementing regulations, or replacement legal documents from time to time;	To supplement the definition to cover cases where there are amendments, supplements, implementing regulations, or replacement legal documents from time to time

	Point (n), Clause 1, Article 1	Not available	<u>(n) "Financial Statements" as referred to in Point (f) and Point (o), Clause 1, Article 15; Clause 3, Article 21; Point (r) and Point (s), Clause 2, Article 27; and Point (b) and Point (c), Clause 5, Article 38 shall be construed as the Company's consolidated financial statements.</u>	To clarify that the "Financial Statements" referenced in the cited provisions mean the consolidated financial statements of the Company.
	Clause 1, Article 4	**Article 4. Objectives and Business lines of the Company** 1. Business sectors, industries, and operations of the Company a. Investment, management of investment capital, and/or direct production and business operations in the following key industries and sectors: (i) Manufacturing and trading of electrical equipment for industrial, agricultural, and residential use; (ii) Designing, manufacturing, trading, and repairing various types of single-phase and three-phase electrical measuring devices (for both direct current and alternating current) across low voltage, medium voltage, and high voltage levels up to 220 kV; (iii) Trading of own or rented property and land use rights	**Article 4. Objectives and Business lines of the Company** 1. Business sectors, industries, and operations of the Company a. Investment, management of investment capital, and/or direct production and business operations in the following key industries and sectors: (i) Manufacture of other electrical equipment Details: Manufacture and trading of electrical equipment used in industrial, agricultural and civil applications; design, manufacture, trading and repair of single-phase and three-phase electricity meters (including direct current and alternating current meters) for low-voltage, medium-voltage and high-voltage levels up to 220 kV. (ii) Trading of own or leased property and land use rights	Update on the supplementation of business lines to be submitted to the 2026 Annual General Meeting of Shareholders.

		(Excluding investment in construction of cemeteries for transfer of land use right and infrastructure thereon); (iv) Short-term accommodation activities; (v) Wholesale of other machinery and equipment *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute);* (vi) Wholesale of computers, computer peripheral equipment and software *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*; (vii) Wholesale of metals and metal ores. Details: Wholesale of iron ore and non-ferrous metal ores; Wholesale of iron, steel, and non-ferrous metals in primary forms; Wholesale of semi-finished products made of iron, steel, and non-ferrous metals *(Excluding precious*	(Excluding investment in the construction of cemetery and graveyard infrastructure for transfer of land use rights associated with infrastructure) (iii) Wholesale of other machinery and equipment (Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute) (iv) Activities auxiliary to financial service activities not elsewhere classified. Details: Investment advisory services (v) Wholesale of computers, computer peripheral equipment and software (Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute); (vi) Advertising (Excluding products, goods, and services prohibited from advertising); (vii) Market research and public opinion polling (Excluding surveying public opinion	

		metals); (viii) Other specialized wholesale not elsewhere classified Details: Wholesale of industrial chemicals: aniline, printing ink, essential oils, industrial gases, chemical glues, colouring matter, synthetic resin, methanol, paraffin, scents and flavourings, soda, industrial salt, acids and sulphurs etc; wholesale of plastic materials in primary forms; wholesale of rubber; wholesale of textile fibres etc *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*; (ix) Wholesale of solid, liquid and gaseous fuels and related products *(Excluding crude oil and processed oil)*; (x) Wholesale of construction materials, equipment and supplies; (xi) Management consultancy activities *(Excluding legal advice, finance, tax, securities, as well as conditional business*	services (public opinion polling)); (viii) Organization of conventions and trade shows; (ix) Architectural and engineering activities and related technical consultancy; (x) Renting and leasing of non-financial intangible assets; (xi) Service activities incidental to land transportation. Details: Operation of parking lots for automobiles, motorcycles and other road vehicles (xii) Business and other management consultancy activities (Excluding legal, financial, tax, securities consultancy and other conditional business lines); (xiii) Wholesale of metals and metal ores Details: - Wholesale of iron ore and non-ferrous metal ores; - Wholesale of primary-form iron, steel and non-ferrous metals; - Wholesale of semi-finished products made of iron, steel and non-ferrous metals;	

		sectors); (xii) Activities auxiliary to financial service activities not elsewhere classified. Details: Investment advisory services. (xiii) Advertising *(Excluding products, goods, and services prohibited from advertising);* (xiv) Market research and public opinion polling *(Excluding surveying public opinion services (public opinion polling))*; (xv) Organization of conventions and trade shows; (xvi) Combined office administrative services; (xvii) Computer consultancy and computer system management; (xviii) Other information technology and computer service activities; (xix) Other professional, scientific and technical activities not elsewhere classified *(Excluding activities of independent journalist, Bill settlement and freight rate information,* *Securities/finance/accounting consultation, legal consultation)*; (xx) Architectural and engineering activities and related technical consultancy;	(Excluding gold and precious metals); (xiv) Wholesale of other construction materials and installation equipment; (xv) Other specialized wholesale n.e.c Details: - Wholesale of industrial chemicals: aniline, printing ink, essential oils, industrial gases, chemical glues, colouring matter, synthetic resin, methanol, paraffin, scents and flavourings, soda, industrial salt, acids and sulphurs etc; - wholesale of plastic materials in primary forms; - wholesale of rubber; - wholesale of textile fibres etc (Excluding the exercise of export rights, import rights and distribution rights in respect of goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise such rights under applicable laws); (xvi) Wholesale of solid, liquid and gaseous fuels and related products (Excluding crude oil and processed oil);	

		(xxi) Data processing, hosting and related activities; (xxii) Renting and leasing of non-financial intangible assets; (xxiii) Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute*); (xxiv) Wholesale of computers, computer peripheral equipment and software *(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute*); (xxv) Service activities incidental to land transportation. Details: Operation of parking lots for automobiles, motorcycles and other road vehicles. b. Investing and exercising the rights and	(xvii) Hotels and similar accommodation activities; (xviii) Office administrative and support activities; (xix) Computer consultancy and computer facilities management activities; (xx) Other information technology and computer service activities; (xxi) All other professional, scientific and technical activities n.e.c. (Excluding activities of independent journalists; bill payment and quantity surveying information services; securities, financial, accounting and legal consultancy); (xxii) Computing infrastructure, data processing, hosting and related activities; (xxiii) Retail sale of information and communication equipment (Excluding the exercise of export rights, import rights and distribution rights in respect of restricted goods for foreign investors and foreign-invested economic organizations under applicable laws); (xxiv) Wholesale of computers, computer peripheral equipment and software (Excluding the exercise of export rights,	

<table>
<tr><td></td><td></td><td>obligations of the owner, shareholder, or capital-contributing member in subsidiaries, affiliated companies, and other organizations with investment capital from GELEX Group.</td><td>import rights and distribution rights in respect of restricted goods for foreign investors and foreign-invested economic organizations under applicable laws);
(xxv) Restaurants and mobile food service activities
Details:
- Restaurants, eateries and food service establishments (excluding fast-food chain outlets);
(xxvi) Beauty care and other beauty treatment activities;
(xxvii) Day spa, sauna and steam bath activities
Details:
- Steam bath, sunbath, non-surgical aesthetic services (body slimming, fat reduction, etc.);
- Massage services, consisting of: Use of physical therapies for massage or manual therapies to improve human health.
(Clause 5 Article 3 and Article 30 of Decree No. 96/2016/ND-CP);
(xxviii) Beverage serving activities;
(xxix) Wholesale of beverages
(Excluding restricted export, import and</td><td></td></tr>
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			distribution rights for foreign investors and foreign-invested economic organizations under applicable laws); (xxx) Wholesale of food (Excluding restricted export, import and distribution rights for foreign investors and foreign-invested economic organizations under applicable laws); (xxxi)Non-specialized retail sale with food, food products, beverages, tobacco or aztec tobacco predominating (Excluding restricted export, import and distribution rights for foreign investors and foreign-invested economic organizations under applicable laws); (xxxii) Security and commodity contracts brokerage Details: - Foreign exchange agency activities (Article 4 of Decree No. 89/2016/ND-CP Foreign currency payment agency activities (Article 6 of Decree No. 89/2016/ND-CP); (xxxiii) Travel agency activities (The enterprise only provides inbound travel services and domestic travel services for inbound tourists as part of inbound travel	

			services to Vietnam); (xxxiv) Intermediation service activities for passenger transportation Details: - Passenger transport booking services (xxxv) Operation of sports facilities Details: Sports business activities (Articles 49, 50, 54 and 55 of the Law on Physical Training and Sports 2006, as amended in 2018); (xxxvi) Other sports activities; (xxxvii) Hairdressing and barber activities; (xxxviii) Washing and cleaning of textile and fur products; (xxxix) Retail sale of other new goods in specialized stores Details: Retail sale of souvenirs (Excluding the exercise of export rights, import rights and distribution rights in respect of goods on the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import or distribution rights in accordance with applicable laws.) b. Investing and exercising the rights and obligations of the owner, shareholder, or capital-	

			contributing member in subsidiaries, affiliated companies, and other organizations with investment capital from GELEX Group.	
	Point (c) Clause 3 Article 14	At the request of a shareholder or group of shareholders specified in Clause 3, Article 12 hereof, a request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the full name, contact address, Citizen identity card/ID card/Passport/other legal personal identification for individual shareholders; name, enterprise code number/establishment decision number, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; basis, reason and purpose of the meeting, with sufficient signatures of relevant shareholders or the request document must be made in multiple copies and must include sufficient signatures of relevant shareholders. Attached to the request to convene a meeting must be documents and evidence of the violations of the Board of Directors, the level of violations or decisions exceeding authority;	At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article 12 here of, a request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the full name, contact address, <u>legal identification number for individual shareholders</u>; name, enterprise code number/establishment decision number, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; basis, reason and purpose of the meeting, with sufficient signatures of relevant shareholders or the request document must be made in multiple copies and must include sufficient signatures of relevant shareholders. Attached to the request to convene a meeting must be documents and evidence of the violations of the Board of Directors, the level of violations or decisions exceeding authority. The shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence submitted to the competent authorities when requesting the convening of a General Meeting of Shareholders.	Amended in accordance with Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises

	Point (c) Clause 1 Article 15	Approving the Report of the independent member of the Board of Directors at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	Approving the Report on the activities of the Independent Member(s) of the Board of Directors and the assessment results of each Independent Member on the performance of the Board of Directors at the Annual General Meeting of Shareholders pursuant to Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 amending and supplementing Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Law on Securities;	Amended in accordance with Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
	Point (p) Clause 1 Article 15	Approving the Company's signing of contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises and Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities (including contracts and transactions granting loans or guarantees permitted to be implemented under the provisions of Article 293 of Decree No. 155/2020/ND-CP) with a transaction value equal to or greater than 35% or a transaction value resulting in a total transaction value arising within 12 months from the date of the first transaction equal to or greater than 35% of the total value of the Company's assets recorded in the most recent	Approving the Company's signing of contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises and Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securitie, and Clause 84 Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities (including contracts and transactions for the provision of loans or guarantees permitted under Article 293 of Decree No. 155/2020/ND-CP and	Amended in accordance with Clause 84, Article 1 of Government Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

		financial statements and loan and lending contracts and transactions (within the scope of such loan contracts and transactions permitted to be implemented under the provisions of Article 293 of Decree No. 155/2020/ND-CP), sale of assets with a value greater than 10% of the total value of the Company's assets recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders;	Clause 84 Article 1 of Decree No. 245/2025/ND-CP), with a transaction value of 35% or more, or transactions resulting in the aggregate transaction value arising within 12 months from the date of the first transaction reaching 35% or more of the Company's total assets as recorded in the most recent financial statements; and loan, lending (within the scope permitted under Article 293 of Decree No. 155/2020/ND-CP and Clause 84 Article 1 of Decree No. 245/2025/ND-CP), or asset sale transactions with a value exceeding 10% of the Company's total assets as recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares, or related persons of such shareholder.	
	Point (d) Clause 2 Article 15	Report of the independent member of the Board of Directors at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	Report on the activities of the independent member of the Board of Directors and the assessment results of each independent member regarding the performance of the Board of Directors at the Annual General Meeting of Shareholders, in accordance with Clause 82 Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.	Amended in accordance with Clause 82, Article 1 of Government Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a

				number of articles of the Securities Law.
	Clause 2 Article 26	The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members, and must ensure that there is a minimum number of independent members of the Board of Directors as prescribed in Clause 3 and Clause 4, Article 276 of Decree No. 155/2020/ND-CP and there is an Audit Committee under the Board of Directors. The organizational structure, functions and tasks of the Audit Committee are specified in the operating regulations of the Audit Committee issued by the Board of Directors from time to time.	The structure of the Board of Directors of the Company must ensure the number of non-executive members in accordance with Clause 79 Article 1 of Decree No. 245/2025/ND-CP, and must ensure that there is a minimum number of independent members of the Board of Directors as prescribed in Clause 3 and Clause 4, Article 276 of Decree No. 155/2020/ND-CP and there is an Audit Committee under the Board of Directors. The organizational structure, functions and tasks of the Audit Committee are specified in the operating regulations of the Audit Committee issued by the Board of Directors from time to time	Amended in accordance with Clause 79, Article 1 of Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
	Point (d) Clause 5 Article 26	(d) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of a maximum of 05 other companies	(d) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors or member of Members' Council of a maximum of 05 other companies	Amended in accordance with Clause 78, Article 1 of Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the

				implementation of a number of articles of the Securities Law.
	Point (x) (y) Clause 2 Article 27	Not available	(x) Organizing the training courses and professional development programs on corporate governance and other necessary skills for members of the Board of Directors, the General Director, the person in charge of corporate governance, and other managers of the Company; (y) Emplement dividend payments to shareholders in accordance with applicable laws after such dividend distribution has been approved by the Annual General Meeting of Shareholders.	Amended in accordance with Clause 81, Article 1 of Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
	Clause 6 Article 27	Independent members of the Board of Directors in the Audit Committee are responsible for reporting on their activities at the annual General Meeting of Shareholders. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the standards and conditions stipulated in this Charter and the Law on Enterprises and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and	Each independent member of the Board of Directors, including an independent member serving on the Audit Committee, has to prepare a report assessing the performance of the Board of Directors and present such report to the General Meeting of Shareholders at the Annual General Meeting of Shareholders. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the standards and conditions stipulated in this Charter and the Law on Enterprises and is	Amended in accordance with Clause 80, Article 1 of Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree 155/2020/ND-CP dated December 31, 2020,

		conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders or obtain written opinions from shareholders to elect additional or replace independent members of the Board of Directors in accordance with the provisions of this Charter.	automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders or obtain written opinions from shareholders to elect additional or replace independent members of the Board of Directors in accordance with the provisions of this Charter.	detailing the implementation of a number of articles of the Securities Law.
	Clause 4 Article 38	The granting of loans or guarantees to shareholders, members of the Board of Directors, the General Director, other executives and individuals and organizations related to the above-mentioned subjects shall comply with the provisions of Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.	The granting of loans or guarantees to shareholders, members of the Board of Directors, the General Director, other managers <u>who are not shareholders,</u> and related persons of the aforementioned individuals and organizations shall comply with Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, <u>as amended and supplemented by Clause 84 Article 1 of Decree No. 245/2025/ND-CP effective from 11 September 2025.</u>	Amended in accordance with Clause 84, Article 1 of Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
	Clause 5	Contracts and transactions must be approved by the General Meeting of Shareholders or the Board of	Contracts and transactions must be approved by the General Meeting of Shareholders or the Board of	Amended in accordance with Clause 84, Article 1 of

	Article 38	Directors (a) Contracts and transactions between the Company and the following subjects must be approved by the General Meeting of Shareholders or the Board of Directors: (i) Shareholders, authorized representatives of shareholders owning more than 10% of the total number of ordinary shares of the Company and their related persons; (ii) Members of the Board of Directors, the General Director, other executives and their related persons; (iii) Enterprises whose members of the Board of Directors, the General Director and other executives of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.	Directors (a) Contracts and transactions between the Company and the following subjects must be approved by the General Meeting of Shareholders or the Board of Directors: (i) Shareholders, authorized representatives of shareholders owning more than 10% of the total number of ordinary shares of the Company and their related persons; (ii) Members of the Board of Directors, the General Director, other executives, and their related persons; (iii) Enterprises <u>affiliated with the persons specified</u> in Clause 2 Article 164 of the Law on Enterprises.	Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
	Clause 1 Article 55	This Charter, consisting of 21 Chapters and 55 Articles, shall take effect from the date the General Meeting of Shareholders of GELEX Group Joint Stock Company unanimously approves the amendments and supplements, and accepts the full text of this Charter on March 27, 2025 and is further amended by the Board of Directors of GELEX Group Joint Stock Company on May 28, 2025, with respect to the charter capital clause, as authorized by the General Meeting of Shareholders on March 27, 2025.	This Charter consisting of 21 Chapters and 55 Articles, shall take effect from the date the General Meeting of Shareholders of GELEX Group Joint Stock Company unanimously approves the amendments and supplements, and accepts the full text of this Charter on April 01, 2026.	The effective date of the Articles of Association is updated to April 1, 2026, the date on which the General Meeting of Shareholders approves the amendment to the Company's Articles of Association.

APPENDIX NO. 04

LIST OF AMENDMENTS TO THE INTERNAL REGULATION ON CORPORATE GOVERNANCE

(Attached to Resolution No. .../2026/GELEX/NQ-DHDCD on April 01, 2026)

Explanation:

- *The <u>underlined</u> content highlights the amendments and additions in the new Internal regulations on corporate governance compared to the current Internal regulations on corporate governance.*

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
1	Clause 1 Article 1	1. The Internal Regulation on Corporate Governance of GELEX Group Joint Stock Company ("GELEX GROUP") is formulated in accordance with the Law on Enterprises No. 59/2020/QH14; the Law on Securities No. 54/2019/QH14; Decree No. 155/2020/ND-CP; Circular No. 116/2020/TT-BTC guiding certain provisions on corporate governance applicable to public companies under Decree 155/2020/ND-CP; the Company's Charter; and best international corporate governance practices adapted to Vietnam's conditions, in order to ensure the sustainable development of GELEX GROUP and contribute to a healthy economy.	1. The Internal Regulation on Corporate Governance of GELEX Group Joint Stock Company ("**GELEX GROUP**") is formulated in accordance with the Law on Enterprises No. 59/2020/QH14; the Law on Securities No. 54/2019/QH14; Decree No. 155/2020/ND-CP; Circular No. 116/2020/TT-BTC guiding certain provisions on corporate governance applicable to public companies under Decree 155/2020/ND-CP <u>and amending, supplementing, guiding and replacing documents issued from time to time</u>; the Company's Charter; and best international corporate governance practices adapted to Vietnam's conditions, in order to ensure the sustainable development of GELEX GROUP and contribute to a healthy economy.	Proposed addition to ensure flexible application of the laws and regulations in force from time to time.

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
2	Point c Clause 2 Article 5	c. Approve the report of independent Board of Directors members at the annual GMS, pursuant to Article 284 of Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Securities Law;	c. Approve the report on activities of independent Board of Directors members and their individual assessments of the Board's performance at the annual GMS, pursuant to Clause 82, Article 1, Decree 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;	Amended in accordance with the provisions of Clause 82, Article 1 of Decree No. 245/2020/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.
3	Point p Clause 2 Article 5	p. Approve the Company's execution of contracts and transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises, and Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP (including loan or guarantee transactions permitted under Article 293 of Decree 155/2020/ND-CP) with a transaction value equal to or greater than 35% or transactions leading to a total transaction value arising within 12 months from the date of the first transaction equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements and contracts, loan and lending transactions (to the extent such loan transactions are permitted under Article 293 of Decree No. 155/2020/ND-CP), and sales of assets with a value greater than 10% of the Company's total asset value recorded in the most recent financial	p. Approve the Company's execution of contracts and transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises, and Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP, and Clause 84, Article 1 of Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP. (including loan or guarantee transactions permitted under Article 293 of Decree 155/2020/ND-CP and Clause 84, Article 1 of Decree 245/2025/ND-CP) with a transaction value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction of 35% or more of the Company's total asset value recorded in the most recent financial statements and contracts, loan and lending transactions (to the extent such loan	Admened in accordance with the provisions of Clause 84, Article 1 of Government Decree No. 245/2020/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP..

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
		statements between the Company and shareholders owning 51% or more of the total voting shares or their related persons;	transactions are permitted under Article 293 of Decree No. 155/2020/ND-CP and Clause 84, Article 1 of Decree No. 245/2025/ND-CP), and sales of assets with a value greater than 10% of the Company's total asset value recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their related persons;	
4	Point d Clause 3 Article 5	d. The independent Board of Directors members' reports at the annual GMS, in accordance with the provisions of Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;	d. The independent Board of Directors members' activity reports and each member's assessment of the Board's performance at the annual GMS, in accordance with the provisions of Clause 82, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;	Amended in accordance with the provisions of Clause 82, Article 1 of Government Decree No. 245/2020/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.
5	Point c Clause 2 Article 6	c. Upon request by a shareholder or group of shareholders as specified in Clause 3, Article 12 of the Charter. The request must be in writing and contain the names, contact addresses, Citizen identity card/ID card/Passport/other legal personal identification for individual shareholders; names, enterprise registration numbers/establishment decisions and registered	c. Upon request by a shareholder or group of shareholders as specified in Clause 3, Article 12 of the Charter. The request must be in writing and contain the names, contact addresses, legal identity numbers of individual shareholders; names, enterprise registration numbers/establishment decisions and registered addresses of organizational shareholders;	Amendments are made in accordance with Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing a number of articles of the Enterprise Law.

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
		addresses of organizational shareholders; number of shares and registration date for each shareholder; aggregate shares held by the group; basis, reasons and purpose of the meeting; and must be signed by all relevant shareholders or compiled across multiple copies. Supporting evidence of Board violations or decisions exceeding authority must be attached;	number of shares and registration date for each shareholder; aggregate shares held by the group; basis, reasons and purpose of the meeting; and must be signed by all relevant shareholders or compiled across multiple copies. Supporting evidence of Board violations or decisions exceeding authority must be attached. The shareholders or group of shareholders bear full legal responsibility for the accuracy of all materials and evidence provided;	
6	Clause 5 Article 25	5. Independent Board member in Audit Committee is responsible for reporting on their activities at the GMS at the annual meeting. Independent Board members must notify the Board if they no longer meet the required qualifications and shall automatically cease to be independent Board members from the date they no longer qualify. The Board must report such a case at the next GMS, or convene a GMS or conduct written consultation to elect a replacement independent Board member	5. Each independent Board member, including those on the Audit Committee, must prepare an assessment report on the Board's performance and report to the GMS at the annual meeting. Independent Board members must notify the Board if they no longer meet the required qualifications and shall automatically cease to be independent Board members from the date they no longer qualify. The Board must report such a case at the next GMS, or convene a GMS or conduct written consultation to elect a replacement independent Board member.	Sửa đổi phù hợp với quy định tại Khoản 80, 82 Điều 1 Nghị định số 245/20250/NĐ-CP ngày 11 tháng 9 năm 2025 của Chính phủ sửa đổi, bổ sung một số điều của nghị định số 155/2020/NĐ-CP.
7	Clause 3 Article 26	3. Independent Board member must prepare a written assessment report on the Board's activities_as required by law.	3. Each independent Board member must prepare a written assessment report on the Board's activities and performance as required by law.	Amended in accordance with the provisions of Clauses 80 and 82, Article 1 of Government Decree No. 245/2020/ND-CP

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
				dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.
8	Clause 2 Article 27	2. The composition of the Board of Directors is as follows: The composition of the Board of must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members, and the minimum number of independent Board members as required by Clauses 3 and 4, Article 276, Decree 155/2020/ND-CP, and must have an Audit Committee under the Board. The structure, functions and duties of the Audit Committee are governed by the Audit Committee Operating Rules issued by the Board from time to time,	2. The composition of the Board of Directors is as follows: <u>The composition of the Board of Directors must ensure the number of non-executive Board members as required by Clause 79, Article 1, Decree 245/2025/ND-CP</u>, and the minimum number of independent Board members as required by Clauses 3 and 4, Article 276, Decree 155/2020/ND-CP, and must have an Audit Committee under the Board. The structure, functions and duties of the Audit Committee are governed by the Audit Committee Operating Rules issued by the Board from time to time.	Amended in accordance with Clause 79, Article 1 of Government Decree 245/2025/ND-CP amending and supplementing a number of articles of Government Decree 155/2020/ND-CP.
9	Clause 3 Article 28	3. Board members may simultaneously hold BOD positions at a maximum of 05 other companies.	3. Board members may simultaneously hold BOD <u>or Members' Council</u> positions at a maximum of 05 other companies.	Amended in accordance with Clause 78, Article 1 of Government Decree 245/2025/ND-CP, amending and supplementing a number

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
				of articles of Decree 155/2020/ND-CP.
10	Clause 1 Article 57	1. This Regulation was approved with amendments and supplements, and the full text was endorsed at the Annual General Meeting of Shareholders 2022 on May 12, 2022, and signed into effect by the Chairperson on behalf of the GMS.	1. aThis Regulation was approved with amendments and supplements, and the full text was endorsed at the Annual General Meeting of Shareholders 2026 on April 1, 2026, and signed into effect by the Chairperson on behalf of the GMS.	The effective date of the Internal Regulations on Corporate Governance is updated to April 1, 2026, which is the date on which the General Meeting of Shareholders approves the amendment to the Internal Regulations on Corporate Governance.

APPENDIX NO. 05

LIST OF AMENDMENTS TO THE OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

(Attached to Resolution No. .../2026/GELEX/NQ-DHDCD on April 01, 2026)

Explanation:

- *The <u>underlined</u> content highlights the amendments and additions in the new Operating regulations of the Board of Directors compared to the current Operating regulations of the Board of Directors.*

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
1	Clause 1, 2, 3 Article 2	1. The Law on Enterprises dated June 17, 2020 (the "**Enterprise Law**"); 2. The Law on Securities dated November 26, 2019 (the "**Securities Law**"); 3. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on detailed implementation of certain articles of the Securities Law;	1. The Law on Enterprises dated June 17, 2020 <u>and its amendments, supplements, implementing guidelines and replacements from time to time</u> (the "**Enterprise Law**"); 2. The Law on Securities dated November 26, 2019 <u>and its amendments, supplements, implementing guidelines and replacements from time to time</u> (the "**Securities Law**"); 3. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on detailed implementation of certain articles of the Securities Law <u>and its amendments, supplements, implementing guidelines and replacements from time to time</u>;	Proposed addition to enable flexible application of the prevailing laws and regulations from time to time.
2	Clause 3 Article 5	3. Independent BOD member must prepare an assessment report on the BOD's activities as required by law	3. <u>Each</u> independent BOD member must prepare an assessment report on the BOD's activities <u>and its own assessment results</u> as required by law.	Amended in accordance with Clause 80, Article 1 of Government Decree

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
				245/2025/ND-CP dated September 11, 2025, amending and supplementing Decree 155/2020/ND-CP.
3	Clause 3 Article 8	3. A BOD member of the Company may concurrently serve as a BOD member of a maximum of five (05) other companies.	3. A BOD member of the Company may concurrently serve as a BOD member or <u>member of the Members's Council</u> of a maximum of five (05) other companies.	Amended in accordance with Clause 78, Article 1 of Decree 245/2025/ND-CP, amending and supplementing a number of articles of Decree 155/2020/ND-CP.
4	Clause 3 Article 19	Not available	<u>3. Report on the activities of each independent BOD member and each independent member's assessment of the BOD's activities;</u>	Supplemented in accordance with Article 280 of Decree No. 155/2020/ND-CP and Clause 82 Article 1 of Decree No. 245/2025/ND-CP dated 11 September

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
				2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.
5	Clause 2 Article 25	In the event that the provisions of the Company's Charter relating to the Board of Directors are amended or supplemented, this Regulation shall be correspondingly amended and supplemented to ensure consistency with such changes in the Charter. In the event of any conflict between any provision of these Regulations and the Charter or the Internal Corporate Governance Regulations, the provisions of the Charter and the Internal Corporate Governance Regulations shall prevail.	In the event of any conflict between any provision of these Regulations and the Charter or the Internal Corporate Governance Regulations, the provisions of the Charter and the Internal Corporate Governance Regulations shall prevail.	

No.	Clause	Current wording	Proposed Amendment	Reason for Amendment/Supplement
6	Clause 1 Article 26	This Regulation is unanimously approved and amended by the General Meeting of Shareholders of GELEX Group Joint Stock Company, and the full text of these Regulations was approved with effect from May 12, 2022.	This Regulation is unanimously approved and amended by the General Meeting of Shareholders of GELEX Group Joint Stock Company, and the full text of these Regulations was approved with effect from April 01, 2026.	To update the effective date of the Regulations on the Organization and Operation of the Board of Directors to 01 April 2026, being the date on which the General Meeting of Shareholders approves the amendments to such Regulations.