



# CÔNG TY CỔ PHẦN ĐẦU TƯ DỊCH VỤ VÀ PHÁT TRIỂN XANH

Mã số doanh nghiệp: 0201768923 | Địa chỉ: Lô CC2 – KCN MP Đình Vũ, Đông Hải 2, Hải An, Hải Phòng  
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GREEN DEVELOPMENT AND  
INVESTMENT SERVICE  
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

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*Haiphong, March 10<sup>th</sup> 2025*

## ORGANIZATION REGULATIONS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### I. GENERAL REGULATIONS

#### Article 1. Scope of application

This Regulation applies to the organization of the 2025 Annual General Meeting of Shareholders (“General Meeting”) of Green Development and Investment Service Joint Stock Company (hereinafter referred to as the “Company”).

This Regulation sets out the general principles for conducting the 2025 Annual General Meeting of Shareholders. Shareholders and authorized representatives attending the General Meeting are responsible for complying with the provisions of this Regulation.

#### Article 2. Conditions for convening the General Meeting

The Annual General Meeting of Shareholders shall be convened if shareholders and/or their authorized representatives attending the meeting collectively represent more than 50% of the total voting shares, as recorded in the shareholder list as of the final registration date, February 7, 2025.

### II. Rights and obligations of participants in the General Meeting

#### Article 3. Conditions for Attending the General Meeting

All individuals and organizations holding GIC common shares, or their duly authorized representatives with written authorization (as per the shareholder list finalized on February 7, 2025, provided by the Vietnam Securities Depository and Clearing Corporation), are eligible to attend the General Meeting.

#### Article 4. Regulations on Authorization

1. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company’s official template and must bear the signatures of both the authorizing shareholder and the authorized representative (except in cases where the authorization is granted to the Chairman of the Board of Directors). The authorized representative must present a Citizen Identification Card (ID card) or Passport that matches the information recorded on the authorization document, specifically as follows:

- If the authorizing shareholder is an individual, the authorization document must bear the signatures of both the shareholder and the authorized representative attending the meeting.
- If the authorizing shareholder is an organization, the authorization document must bear the signature of the legal representative or duly authorized representative (with the corporate seal affixed) and the signature of the authorized representative attending the meeting.





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2. The authorized representative must submit a valid authorization document to the Organizing Committee before entering the meeting room.

### **Article 5. Rights and Obligations of Shareholders Attending the General Meeting**

#### **1. Rights of Shareholders Attending the General Meeting:**

- Upon attending the General Meeting of Shareholders, each shareholder or their duly authorized representative shall receive a Direct Voting Card and Voting Card for meeting content, which indicate the number of shares owned, the number of shares represented by proxy, and the corresponding voting rights.
- Have the right to discuss and vote on all matters within the authority of the General Meeting of Shareholders in accordance with the Company's Charter and relevant regulations; participate in electing members of the Board of Directors per the Company's regulations and applicable laws.
- Receive meeting documents and the agenda of the General Meeting.
- Shareholders arriving late are entitled to register and participate in the General Meeting, as well as vote on ongoing matters. However, the Chairperson is not obligated to pause the meeting for late registrants, and the validity of previously voted matters remains unchanged.

#### **2. Obligations of Shareholders Attending the General Meeting:**

- Before entering the meeting room, shareholders or authorized representatives must complete the registration procedures with the Organizing Committee and present the following original documents:
  - + A valid Invitation Letter (if applicable);
  - + Legal documents verifying the shareholder's information as per the finalized shareholder list;
  - + A valid Letter of Authorization (if applicable).
- Comply with the Law on Enterprises, the Company's Charter, and the Meeting Regulations;
- Upon entering the meeting room, shareholders/authorized representatives must sit in their designated areas as instructed by the Organizing Committee, maintain order, strictly follow the rules and regulations of the General Meeting, adhere to the Chairperson's instructions, and respect the resolutions adopted at the Meeting.
- During the discussion session, under the guidance of the Chairperson, shareholders or their representatives may have the right to speak directly at the meeting room; submit written comments via the Feedback Form, which will be forwarded to the Secretariat for review and response; all comments should be concise, relevant, and limited to agenda items approved by the General Meeting.
- Any recording or video recording of the Meeting must be publicly announced and approved by the Chairperson before execution;
- Shareholders must participate in discussions and voting on matters at the General Meeting;
- If a shareholder or an authorized representative chooses not to vote on a specific matter, they shall be considered as having no opinion on that matter and shall waive any right to dispute or file complaints regarding related voting rights.

### **Article 6. Shareholder Eligibility Verification Committee**

- The Shareholder Eligibility Verification Committee shall be responsible for:



- + Verifying the eligibility of shareholders or their authorized representatives by checking the documents specified in Clause 2, Article 5 of this Regulation.
- + Registering shareholders or authorized representatives for the meeting, issuing shareholder identification codes, and maintaining shareholder attendance records.
- + Distributing meeting documents, including Direct Voting Cards, Voting Cards for meeting content, and other relevant documents to shareholders or their representatives.
- Reporting to the General Meeting on shareholder eligibility at the following times:
  - + Before the opening of the General Meeting;
  - + Before each voting session if there are changes in shareholder attendance (e.g., late arrivals or early departures before voting).

## **Article 7. Rights and Obligations of the Chairperson of the General Meeting and the Secretariat**

### **1. Chairperson of the General Meeting**

- The General Meeting of Shareholders shall be presided over by the Chairperson of the Board of Directors, unless otherwise stipulated by law.
- The Chairperson's decisions regarding procedural, substantive matters, or any unforeseen events arising during the General Meeting of Shareholders shall be final.
- The Chairperson is authorized to take all necessary measures to conduct the General Meeting in a lawful, orderly manner that reflects the will of the majority of attending shareholders.
- The Chairperson has the right to request the Organizing Committee or competent authorities to maintain order during the meeting and to remove any individual who fails to comply with the Chairperson's authority, intentionally disrupts order, or hinders the fair and lawful conduct of the meeting.
- The Chairperson may refuse to respond to or may simply acknowledge shareholder comments if such comments are beyond the scope of the meeting's agenda.
- The Chairperson shall appoint one or more persons to serve as the Secretariat of the meeting.
- The Chairperson may postpone the General Meeting of Shareholders, provided that the quorum has been met, for a maximum period of three (03) business days from the scheduled opening date. The postponement or change of venue is only permitted under the following circumstances:
  - + The venue does not have sufficient seating capacity for all attendees;
  - + Communication facilities at the venue do not ensure that shareholders can participate, discuss, and vote;
  - + Attendees obstruct or disrupt order, posing a risk that the meeting cannot proceed fairly and lawfully.

### **2. Secretariat of the General Meeting**

The Secretariat shall be appointed by the Chairperson and shall perform the following duties:

- Accurately and fully record all discussions and proceedings of the General Meeting, including matters that remain unresolved.
- Document the voting results of shareholders on the matters presented at the General Meeting of Shareholders.





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- Assist the Chairperson in announcing documents, resolutions, or notifications to shareholders as required.
- Collect written comments from shareholders and submit them to the Chairperson of the General Meeting.
- Draft the Minutes and Resolutions of the General Meeting of Shareholders and perform other support tasks as assigned by the Chairperson.
- The Secretariat has the right to record audio and video of the General Meeting of Shareholders and store such recordings at the Company's headquarters.

### **Article 8: Vote Counting Committee**

- The Vote Counting Committee shall consist of one (01) Head and two (02) members, who are nominated by the Chairperson of the General Meeting and approved by the General Meeting through voting.
- The Vote Counting Committee is responsible for inspecting, counting, and supervising the voting and election process of shareholders, organizing the ballot counting, and determining the election and voting results of shareholders regarding the matters submitted for approval at the General Meeting.
- The Vote Counting Committee is responsible for preparing the minutes of the vote counting results, announcing them to the General Meeting, and submitting the minutes along with all votes to the Chairperson of the General Meeting or the Secretariat.
- During the performance of its duties, the Vote Counting Committee must act with honesty and accuracy and shall be responsible for the results thereof.
- The Vote Counting Committee may have additional assistants to distribute and collect votes in a timely manner, ensuring that the General Meeting proceeds according to schedule.

## **III. CONDUCT OF THE GENERAL MEETING**

### **Article 9: Conditions and Manner of Conducting the General Meeting**

The General Meeting of Shareholders shall be convened when shareholders or authorized representatives attending the meeting represent more than 50% of the total voting shares of the Company, as recorded in the list of shareholders as of the final registration date, **February 7, 2025**.

The General Meeting shall take place within one session or one working day. The General Meeting of Shareholders shall discuss and approve the matters listed in the agenda of the General Meeting of Shareholders.

### **Article 10: Voting Procedures for Resolutions at the General Meeting**

- The General Meeting shall conduct direct voting on each matter requiring approval during the meeting.
- Shareholders or their authorized representatives shall vote on the following matters by raising the Voting Card under the direction of the Chairperson of the General Meeting:
  - + Approval of the meeting agenda;;
  - + Approval of the Vote Counting Committee;
  - + Approval of the General Meeting regulations;
  - + Approval of the election regulations;



- + Approval of the list of candidates;
- + Other matters as instructed by the Chairperson (if any).
- Except for matters voted by raising the Voting Card and the election process, shareholders or their authorized representatives shall cast their votes on matters submitted for approval at the General Meeting by marking an (x) or (v) on the voting card as per the instructions of the Vote Counting Committee.
- After completing their votes on the matters at the General Meeting, shareholders or their authorized representatives shall place their voting cards into the voting box.
- The Vote Counting Committee shall count the votes to determine the voting ratio for each matter submitted for approval by the General Meeting of Shareholders.

### Article 11. Classification of Voting cards

#### \* Valid Voting cards:

A voting card shall be considered valid if it meets the following conditions:

- It follows the official template issued by the Organizing Committee and bears the Company's official seal as required.
- It is not torn, erased, or altered. If additional content is included, it must correspond to the specific item number on the agenda, without any extra content other than what is required by the Organizing Committee.
- For each voting matter, only one (01) out of the three (03) available voting options is selected.
- It is duly signed by the shareholder or the shareholder's authorized representative and submitted within the voting period prescribed by the Vote Counting Committee.

\* **Invalid Voting Card:** A voting card shall be considered invalid if it fails to meet any of the conditions of a valid voting card, including but not limited to:

- The voting card does not follow the official template issued by the Organizing Committee.;
- The voting card is torn, crossed out, erased, altered, or contains additional content/symbols not authorized.
- The voting card selects multiple options for the same voting matter. However, if a voting ballot meets all the validity criteria but contains one or more invalid votes for specific matters, the valid votes on the same voting card shall still be counted towards the final voting result.
- The voting card is not duly signed by the shareholder or the authorized representative.
- The voting card is not submitted within the prescribed voting period set by the Vote Counting Committee.

If a shareholder makes an error while completing the voting card but has not yet cast their vote, they shall have the right to request a new voting card directly from the Vote Counting Committee, provided that the voting period has not yet ended, to ensure the shareholder's voting rights.

#### \* Verification and Compilation of Results:

- Once collected, voting cards shall be verified for validity according to the specified regulations.
- The voting results shall be determined for each voting matter and calculated as a percentage (%) rounded to two (02) decimal places.





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- The Vote Counting Committee shall be responsible for compiling the voting results and preparing the Vote Counting Report. The report must be signed by all members of the Vote Counting Committee to certify its accuracy, transparency, and compliance with established voting principles and procedures.
- The Vote Counting Report shall include the following details: the number of shares voting for each matter, the number of valid and invalid votes, and the voting ratios for each voting status (Agree, Disagree, No Opinion).

The Head of the Vote Counting Committee shall be responsible for announcing the voting results at the General Meeting on behalf of the Chairperson.

### **Article 12: Speaking at the General Meeting and Casting Votes**

The General Meeting of Shareholders shall discuss each agenda item in turn. When discussing the matters on the meeting agenda, shareholders must comply with the following regulations:

1. Principles: Shareholders or authorized representatives attending the General Meeting must raise their Voting Card and receive the approval of the Chairperson before speaking. Shareholders or authorized representatives may also register their questions for discussion at the meeting by submitting a Question Form to the Secretary of the Meeting.
2. Manner of Speaking: Shareholders must keep their speeches concise and focused on the key issues relevant to the approved agenda of the General Meeting. Discussions must ensure that the meeting proceeds as scheduled, without violating laws, addressing personal matters, or exceeding the authority of the General Meeting.
3. The Chairperson shall arrange the speaking order based on registration and respond to shareholder inquiries accordingly. Comments and questions shall be collected simultaneously and answered in sequence. Shareholders may only contribute their opinions during the discussion session of the meeting. If multiple shareholders raise similar issues, the Chairperson may summarize and provide a collective response. Once all shareholders have finished speaking, the Chairperson shall address each question in turn or designate a responsible person from the Presidium or another relevant individual to provide answers.
4. Shareholders or authorized representatives shall cast their votes following the instructions of the Chairperson or the Ballot Counting Committee. The voting process shall commence upon the voting signal from the Chairperson or the Ballot Counting Committee and shall conclude either when the designated voting period ends as announced by the Chairperson/Ballot Counting Committee or when the last shareholder has cast their vote, whichever occurs first.

### **Article 13. Approval of Resolutions at the General Meeting**

Resolutions of the General Meeting of Shareholders shall be approved when they receive consent from shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders, in accordance with the voting ratio stipulated in the Company's Charter and the Law on Enterprises.

### **Article 14: Minutes of the General Meeting of Shareholders**





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- All discussions and decisions at the General Meeting of Shareholders shall be recorded by the Secretary in the meeting minutes. The meeting minutes shall be read and approved before the meeting is adjourned.
- The minutes of the General Meeting of Shareholders, the appendix of the shareholder list, the minutes of shareholder eligibility verification, the ballot counting minutes, and other relevant documents shall be kept at the Company's headquarters.
- The minutes of the General Meeting of Shareholders must be published on the Company's website within 24 hours from the conclusion of the General Meeting.

### Article 15: Resolutions of the General Meeting of Shareholders

- Based on the approved minutes of the General Meeting of Shareholders, the Chairperson of the Meeting shall sign and issue the General Meeting of Shareholders' resolutions on matters that have been voted on.
- The resolutions of the General Meeting of Shareholders shall be announced to shareholders by publishing them on the Company's website at the following link: <http://www.greenicd.com.vn> (under the "Shareholder Information" section).

### IV. ENFORCEMENT PROVISIONS

#### Article 16: Effective Date

This Regulation consists of four (04) sections and sixteen (16) articles and shall take effect immediately upon approval at the 2025 Annual General Meeting of Shareholders.

ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS

Chairperson

Chairman of BOD



NGUYEN DUC DUNG