

*Hanoi, April 16, 2025*

No. 02/NQ-HĐQT-KDM

**RESOLUTION OF THE BOARD OF DIRECTORS**

*(Report: Approval of the documents of the General Meeting and personnel for the 2025 Annual General Meeting of Shareholders)*

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and relevant guiding documents;*

*- Pursuant to the Charter of organization and operation of GCL Group Joint Stock Company;*

*- Pursuant to the Minutes of Meeting No. 02/BB-HĐQT-KDM of the Board of Directors of the Company dated 16/04/2025.*

**RESOLUTIONS:**

**Article 1.** Approved the documents of the 2025 Annual General Meeting of Shareholders (the General Meeting) of GCL Group Joint Stock Company (the Company), including:

1. Invitation letter to the 2025 Annual General Meeting of Shareholders;
2. Program of the Annual General Meeting of Shareholders in 2025;
3. Working regulations of the 2025 Annual General Meeting of Shareholders;
4. Regulation on election of members of the Board of Directors at the 2025 Annual General Meeting of Shareholders;
5. Report on the operation of the Board of Directors in 2024 and the operation plan in 2025;
6. Report on the activities of independent members of the Board of Directors in the Audit Committee in 2024;
7. Submission of the 2024 financial statements and selection of an independent audit unit to audit and review the 2025 financial statements;
8. Submission of the remuneration payment plan for the Board of Directors and the Audit Committee (under the Board of Directors) in 2024 and the remuneration payment plan for the Board of Directors and the Audit Committee in 2025;
9. Proposal not to implement the plan for private placement of shares in 2024;
10. Proposal for dismissal and election of members of the Board of Directors (term 2025-2030).
11. Draft Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.

**Article 2.** Decision on the establishment of the Shareholder Qualification Examination Committee at the General Meeting

1. To establish the Shareholder Qualification Examination Committee composed of the following personnel:

- Mr. Giang Hong Quang - Head of the Committee;
- Mr. Dang Xuan Tien - Member;

2. The Shareholder Qualification Examination Board may have a Supporting Division, as designated by the Head of the Board, using computer systems, printers, scanners and cameras to perform its tasks.

3. Rights and obligations of the Shareholder Qualification Inspection Board:

- Check the eligibility of shareholders to attend the General Meeting based on the list of shareholders entitled to attend the meeting on the closing date of the list of shareholders entitled to attend the General Meeting and the dossier of confirmation of attendance at the General Meeting as prescribed in the Notice of Invitation to the General Meeting and relevant regulations.

- The Head of the Shareholder Qualification Examination Board has the right to consider and decide to settle cases arising in the examination of shareholder status which have not been specified in this Decision in order to ensure the right of shareholders to attend meetings in accordance with the provisions of law and the Company's Charter.

- Implementing/supervising the registration procedures and entering data of shareholders attending the meeting.

- Distribution of voting cards to shareholders; Voting Papers; Ballots and other relevant meeting documents.

- Perform the tasks of the Vote Counting Committee before the Vote Counting Committee is established and approved at the General Meeting: Guide the voting, collection and counting of shareholders' votes (Voting Papers, Voting Cards) to notify the General Meeting when the Vote Counting Committee has not yet been established.

- Report to the General Meeting on the results of examination of the eligibility of shareholders to attend the General Meeting at the following times:

- + Before the opening of the Congress;

- + Before each vote of the General Meeting, if there is a change in the number of shareholders registering to attend the General Meeting (due to shareholders leaving or shareholders arriving late to register to attend the meeting);

- + Results of performance of the tasks specified in Section 3 of this Article.

- Perform other tasks assigned by the Congress.

**Article 3.** The decision to nominate personnel to participate in the Presidium, the Vote Counting Committee, and the Secretariat of the General Meeting for voting and approval at the 2025 Annual General Meeting of Shareholders, specifically as follows:

1. List of Presiding Delegations:

- Mr. Dang Trung Hieu - Chairman of the Board of Directors - Chairman;
- Mr. Phan Nam Giang - Member of the Board of Directors, General Director - Member;
- Mr. Chu Van Dung - Member of the Board of Directors, Deputy General Director - Member.

2. List of the Secretariat:

- Mr. Giang Thanh Trung - Secretary of the Congress.

3. List of Vote Counting Committees:

- Mr. Dang Xuan Tien - Head of the Board
- Mr. Giang Hong Quang - Member

**Article 4.** Implementation Terms:

1. This Resolution takes effect from the date of signing. The Presidium, the Shareholder Qualification Examination Committee, the Vote Counting Committee, and the General Meeting Secretariat operate during the 2025 Annual General Meeting of Shareholders and dissolve themselves after 90 days from the end of the General Meeting.

2. The Chairman of the General Assembly, the Head of the Vote Counting Committee and the Secretary of the General Meeting shall lead, direct and comprehensively administer all aspects of work of each committee and be responsible to the General Meeting of Shareholders for the performance of their assigned rights and obligations.

3. Members of the Board of Directors, the Board of Directors of GCL Group Joint Stock Company, the persons named in Articles 2 and 3 and relevant departments and individuals shall be responsible for the implementation of this Resolution./.

**Recipient:**

- As in Article 4;
- SSC, HNX;
- Save: Board of Directors.

**CHAIRMAN BOARD OF DIRECTORS**



**Dang Trung Hieu**

## GCL GROUP JOINT STOCK COMPANY

Business Registration Certificate No. 0700324666 issued by the Hanoi Department of Planning and Investment for the  
26th time on 24/10/2023

Head office: 5th Floor, NO2 Building, Gold Season, No. 47, Nguyen Tuan Street, Thanh Xuan Trung Ward, Thanh Xuan District,  
Hanoi City

Phone: 024 665 23182 - Website: <https://gclgroup.vn> - Email: [info@gclgroup.vn](mailto:info@gclgroup.vn)



### MEETING INVITATION ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

**SHAREHOLDER  
ID**

**Dear Shareholders:**

**Address:**

**ID CARD/CCCD/HC/BUSINESS REGISTRATION number:**

**Number of shares owned:**

GCL Group Joint Stock Company would like to invite shareholders to attend the 2025 Annual General Meeting of Shareholders with specific details as follows:

- 1. Time: 09:00**, Sunday, May 11, 2025.
- 2. Location:** 3rd Floor, 25T2-N05 Building, Trung Hoa Nhan Chinh Urban Area, Nguyen Thi Thap Street, Cau Giay District, Hanoi City.
- 3. Contents of the general meeting:** The Annual General Meeting of Shareholders will consider and approve the following contents:
  - Report on the operation of the Board of Directors (BOD) in 2024 and the operation plan for 2025;
  - Report on the activities of independent members of the Board of Directors in the Audit Committee in 2024;
  - Financial statements in 2024 and selection of independent auditors to audit and review financial statements in 2025;
  - Proposal on the plan to pay remuneration to the Board of Directors and the Audit Committee (under the Board of Directors) in 2024 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2025;
  - The proposal not to implement the plan to issue individual shares in 2024;
  - Proposal for private placement of shares in 2025;
  - Proposal of the plan to issue shares under the option program for employees in 2025;
  - Dismiss members of the Board of Directors for the term (2021-2025) and elect members of the Board of Directors (term 2025-2030).
  - Other contents fall under the competence of the General Meeting of Shareholders (if any).
- 4. Conditions for attending the meeting:** All shareholders owning shares of the Company (or persons authorized by shareholders to attend the meeting legally) according to the List of shareholders attending the closing meeting on 08/04/2025.

**5. Shareholders or authorized persons to attend the general meeting please bring the following documents:**

**5.1. For individuals**

- Attending in person: Meeting invitation letter and Original ID card/Citizen ID card/Passport with expiration date.
- Attending by authorization: The invitation to the meeting, a valid power of attorney must be fully signed as specified in the Working Regulations of the Congress and the original ID card/citizen identity card/passport of the authorized person.

**5.2. For organizations**

- Attending in person: Meeting invitation letter, Certified copy of the latest business registration certificate and original ID card/Citizen ID card/Passport with expiration date of the legal representative.
- Attending by authorization: The invitation to the meeting, a valid power of attorney must be fully signed as specified in the Working Regulations of the Congress and the original ID card/citizen identity card/passport of the authorized person.

**6. Documents to be sent with the Meeting Invitation Letter**

- Congress program, form of confirmation of attendance, form of authorization to attend the Congress;
- Other documents of the General Meeting: Shareholders are requested to download from the Company's website at <https://gclgroup.vn>; In case of failure to download or receive documents, please contact to receive documents directly from the Company.

**7. Registration for the General Meeting and Contact Information**

In order to create the best conditions for the General Meeting, shareholders are requested to send a confirmation of attendance/authorization to attend the General Meeting online at the following address:

<https://forms.gle/HsNLKLRNDi9gagcd7>

It is a great pleasure to welcome shareholders at the 2025 Annual General Meeting of Shareholders of GCL Group Joint Stock Company.

Sincerely, welcome./.

*Hanoi, April 16, 2025*

**TM. BOARD  
PRESIDENT**



**Dang Trung Hieu**



**MEETING AGENDA**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN**  
**2025**  
**GCL GROUP JOINT STOCK COMPANY**

**Time:** 9:00 a.m., Sunday, May 11, 2025

**Location:** 3rd Floor, Building 25T2-N05, Trung Hoa Nhan Chinh Urban Area, Nguyen Thi Thap Street, Cau Giay District, Hanoi City

Time	Content
08h30 - 09h00	<ul style="list-style-type: none"><li>- Welcoming delegates and checking the status of shareholders.</li></ul>
09h00 - 09h30	<ul style="list-style-type: none"><li>- Declaring the reasons, introducing the participants of the Congress;</li><li>- Report on the results of the examination of the eligibility of shareholders to attend the General Meeting;</li><li>- Introducing and approving the Presidium, the Secretariat, the Vote Counting Committee;</li><li>- Approve the meeting program and working regulations of the Congress;</li><li>- The Chairman opened the meeting of the General Meeting of Shareholders.</li></ul>
09:30 - 10:15	<p>Presenting reports and submissions:</p> <ul style="list-style-type: none"><li>- Report on the operation of the Board of Directors (BOD) in 2024 and the operation plan for 2025;</li><li>- Report on the activities of independent members of the Board of Directors in the Audit Committee in 2024;</li><li>- Financial statements in 2024 and selection of independent auditors to audit and review financial statements in 2025;</li><li>- Proposal on the plan to pay remuneration to the Board of Directors and the Audit Committee (under the Board of Directors) in 2024 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2025;</li><li>- The proposal not to implement the plan to issue individual shares in 2024;</li><li>- Proposal for private placement of shares in 2025;</li><li>- Proposal for ESOP issuance plan;</li><li>- Dismissal and election of members of the Board of Directors (term 2025-2030).</li></ul>

10:15 a.m. - 10:45 a.m.	<ul style="list-style-type: none"> <li>- Discuss and answer questions at the Congress;</li> <li>- Shareholders vote on the contents of reports and proposals at the General Meeting.</li> </ul>
10:45 a.m. - 11:00 a.m.	<ul style="list-style-type: none"> <li>- Counting votes;</li> <li>- Report on the results of vote counting and voting on the contents at the Congress</li> </ul>
11:00 a.m. - 11:30 a.m.	<ul style="list-style-type: none"> <li>- Election of members of the Board of Directors.</li> <li>- Vote counting and report on the results of vote counting for election of members of the Board of Directors.</li> </ul>
11:30 a.m. - 11:45 a.m.	<ul style="list-style-type: none"> <li>- Approving the Minutes and Resolution of the Congress;</li> <li>- Closing of the Congress.</li> </ul>

*Note: The meeting agenda may be amended, supplemented and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting.*

*Hanoi, April 10, 2025*

**DRAFT**

**WORKING REGULATIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025  
GCL GROUP JOINT STOCK COMPANY**

**Article 1. Base**

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Charter of GCL Group Joint Stock Company (the "Company").

**Article 2. Objectives of the Regulation**

- Ensure compliance with the provisions of law and the Charter of GCL Group Joint Stock Company;
- Ensuring the principles of openness, democracy and the legitimate interests of all shareholders;
- Ensure the security, order and working efficiency of the General Meeting of Shareholders.

**Article 3. Participants**

Participants in the General Meeting are shareholders or authorized representatives of shareholders named in the list of shareholders on the closing date of the right to attend the General Meeting (08/04/2025) who have the right to directly attend the General Meeting or authorize others to attend the General Meeting meeting.

**Article 4. Regulations on order**

1. At the General Meeting, each shareholder, authorized representative or authorized person when attending the General Meeting must bring the original of the valid Identity Card/Citizen Identity Card/Passport, the invitation to the meeting, the original of the Power of Attorney (if any), enclosed with a copy of the identity card/citizen identity card/passport of the authorizer, a certified copy of the latest enterprise registration certificate (for organizations), submitted to the Shareholder Qualification Examination Board and received one (01) Voting Card (green) and Voting Slips (blue) (including the number of delegates attending and the number of shares with voting rights).
2. Power of attorney to attend the General Meeting of Shareholders
  - a. The power of attorney must be signed as follows:
    - (i) For individual shareholders: In case an individual shareholder is an authorizer, the authorization document must be signed by that shareholder (or the



shareholder's legal representative) and the authorized person attending the meeting.

(ii) For institutional shareholders:

- In cases where the organizational shareholder is the authorizer, the authorization document must be signed by the legal representative of the shareholder and the authorized person attending the meeting.
  - In case the authorized representative of an organizational shareholder is the authorizing person, the authorization document must be signed by the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting.
- b. The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. The authorized person may not be re-authorized to a third party, except for the case where the authorized representative of the shareholder or organization is the authorized person as prescribed in Item (ii), Point a, Clause 2, Article 4 of this Regulation.
- c. The power of attorney must be made according to the form prescribed by the Company, bearing the Company's seal.
3. Shareholders when entering the General Meeting room must sit in the right position or area prescribed by the Organizing Committee of the General Meeting, comply with the arrangement of the position of the Organizing Committee.
4. Shareholders attending the General Meeting must comply with general regulations on culture and conduct in public places. Shareholders attending the General Meeting do not talk privately, do not use phones during the General Meeting. All mobile phones must be turned off or not allowed to ring. The Organizing Committee has the right to invite shareholders who do not comply with the general regulations to leave the General Meeting so as not to affect the common agenda.
5. The Chairperson has the right to request all participants to undergo inspection or other lawful and reasonable security measures; request the competent authority to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.
6. Shareholders attending the General Meeting are responsible for attending the General Meeting of Shareholders from the beginning of the General Meeting to the end of the General Meeting. In case a shareholder has to leave the meeting before the end of the General Meeting due to force majeure reasons, such shareholder shall be responsible for contacting the Vote Counting Committee to notify his or her written opinion on the issues to be voted on at the General Meeting. In case a shareholder attending the General Meeting leaves the meeting before the end of the General Meeting without notifying the Counting Committee, the opinion of such shareholder shall be considered invalid with the issues voted from the time such shareholder is absent.

#### **Article 5. Conditions for conducting the General Meeting**

1. The General Meeting shall be conducted when the number of shareholders/authorized persons attending the meeting represents at least 50% of the total number of votes according to the list of shareholders made at the time of closing the list of shareholders attending the General Meeting.
2. In case the General Meeting is not eligible to proceed according to the above provisions, the convening and conduct of the next General Meeting of Shareholders shall be conducted in accordance with the provisions of the Law on Enterprises and the Company's Charter.

#### **Article 6. Proposal to include in the agenda of the General Meeting of Shareholders**

1. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares have the right to propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.
2. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 1 of this Article, at least 02 working days before the opening date of the meeting, the General Meeting of Shareholders must reply in writing and clearly state the reason. The convener of the General Meeting of Shareholders may only reject the proposal if it falls into one of the following cases:
  - a) The petition is sent in contravention of the provisions of Clause 1 of this Article;
  - b) The issue of recommendations does not fall under the decision-making authority of the General Meeting of Shareholders;
  - c) Other cases as prescribed in the company's charter.
3. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 1 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 2 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
4. Right at the 2025 Annual General Meeting of Shareholders, the meeting agenda and meeting content may be supplemented with detailed issue(s) arising at the request of shareholders if approved by the General Meeting of Shareholders.

#### **Article 7. Voting at the Congress**

1. All issues on the agenda of the Congress are approved by direct voting at the Congress. Each shareholder is issued a Voting Card and Voting Papers (when there are contents to be approved by voting at the General Meeting) with the hanging seal of GCL Group Joint Stock Company.

2. In case of loss of voting slips/cards, wrong votes or incorrect filling in voting information, at that time, shareholders come to the table to carry out procedures to request reprinting:
  - + Shareholders must go to the 1st ticket printing counter to carry out procedures for reprinting the slip for the next time. In case the Vote Counting Board is carrying out the vote counting, shareholders must go to the ballot printing counter outside the Vote Counting Room to reprint the ballots. At this time, only the Votes with the content that the Congress has not yet voted on are reprinted.
  - + The reprinting of Voting Cards/Ballots must be made in writing with the certification of shareholders. The staff who prints the card/voting slip must save the record and revoke the old set of ballots and affix the seal of cancellation (in case the shareholder fills in the wrong information or votes by mistake and wants to reprint another set of ballots).
  - + For Ballot Cards/Ballots that have been printed multiple times, only the last printed Ballot Cards/Ballots will be valid (the program only allows updating the information of the last Ballot Card/Ballot).
3. How to vote:
  - Voting Cards
    - + Characteristics: The voting card contains information of the shareholder/authorized person, registration number/ID number of the attending shareholder, number of shares entitled to vote at the General Meeting and the corresponding number of voting votes.
    - + Purpose: Use the Voting Card to vote on the contents that need to be approved right at the Congress such as: Working Regulations of the Congress, Meeting Program, election of the Presidium, Vote Counting Committee, Secretariat,... in the form of holding up voting cards.
    - + How to use: Shareholders/Authorized Persons of shareholders vote for each issue by holding up their Voting Cards when asked by the Chairman: *First time: Vote in favor; The second time: Vote against it; Third time: Vote without opinions* on each specific content. The results of the vote count will be announced immediately after voting on each content. In case the shareholder/authorized person does not raise the voting card in all 03 votes of Approve/Disapprove/No opinion of an issue, it shall be considered as voting in favor of that issue. In case the shareholder/authorized person raises the Voting Card more than 01 time when voting for Approve/Disapprove/No opinion on an issue, it is considered an invalid vote.
  - Voting Papers
    - + Characteristics: Voting papers contain information of shareholders/authorized persons, registration numbers/identification numbers of attending shareholders, total number of shares with voting rights at the General Meeting and the

corresponding number of voting votes. On the Voting Sheet, the Shareholder Qualification Examination Committee will print all the contents to be voted on. Corresponding to each content to be voted on, there are 03 voting options: "Approve", "Disapprove" or "No opinion".

- + Purpose: Use the Ballot to vote on the contents to be approved at the General Meeting by voting. The Board for Inspection and Verification of Shareholders' Qualifications arranges ballot boxes at the hall for shareholders to vote and vote.
- + Usage:
  - (i) Shareholders/Authorized Persons of shareholders vote on each issue by marking "X" on the corresponding option in the Ballot when the Presidium requests shareholders to vote and cast the voted vote in the ballot box.
  - (ii) For each ballot including groups of contents to be approved at the General Meeting, the Vote Counting Committee will count the votes and announce the results immediately after the shareholders/authorized persons vote in the ballot box.
- Validity of Ballots:
  - + Valid voting votes: are those issued by the Shareholder Qualification Examination Board according to the form, stamped with the Company's seal and marked in accordance with regulations for each content to be voted on (for each content to be voted on, shareholders/authorized persons are only allowed to choose one of three options: Approve - Disapprove - No opinion; in case the shareholder/authorized person changes his/her opinion before completing the voting, he or she shall remark and sign the right side of his/her final selection plan); sign clearly stating the full names of shareholders/authorized persons to attend the meeting.
  - + The ballot is invalid when:
    - a. The voucher is not issued by the Shareholder Qualification Inspection Board according to the form and does not bear the seal of GCL Group Joint Stock Company and/or;
    - b. The vote is not signed by the shareholder/authorized person to attend the meeting and/or;
    - c. The ballot is torn, crossed and/or;
    - d. The ballot shall be filled with other contents on all pre-printed contents in the ballot and/or ballot;
    - e. If the ballot has two or more options in the same content and there is no signature on the final option or no option is selected, the vote for that content shall be considered invalid. The voting on each item to be approved in the Ballot is independent of each other and the validity is determined on each ballot and/or;

- f. The vote is used by the shareholder in the wrong voting order for the voting content (This vote will not be included in the voting result).
- + Handling of invalid ballots:
  - If the ballots are invalid for the reasons specified in items (a), (b) and (c), all voting contents shall not be included in the vote counting results.
  - For the case mentioned in item (e): the votes with each invalid content, the invalid voting content shall not be included in the vote counting result.
- Voting rules:
  - + Each common share has one vote.
  - + The percentage of votes on each voting content is determined by the ratio between the total number of valid votes collected by shareholders attending the meeting divided by the total number of votes of shareholders attending the meeting (calculated on the number of votes issued).
  - + The percentage of votes required to approve the voting contents at the General Meeting shall be applied in accordance with the provisions of the Company's Charter and the provisions of law.
  - + Time to count votes and announce the results of vote counting: Votes will be counted by the Vote Counting Committee and report the results of vote counting right at the Congress.
- 4. Conditions for the Resolution of the General Meeting of Shareholders to be approved
  - a. Each common share has one vote.
  - b. The percentage of votes required to approve the voting contents at the General Meeting shall be applied in accordance with the provisions of the Company's Charter and the provisions of law, in which:
    - (i) The Resolution on the following contents shall be approved if approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting:
      - Type of shares and number of shares to be offered;
      - Change of business lines, trades and fields;
      - Change the organizational structure of the Company's management;
      - Transactions of purchase and sale of assets of the Company or its branches are valued at 35% or more of the total value of the Company's assets calculated according to the latest audited financial statements;
      - Reorganization and dissolution of the Company;
      - Change or cancel special rights associated with a class of preferred shares;
    - (ii) Resolutions on other matters shall be passed when they are approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending the meeting, except for the case specified in Item

(i) Point b, Clause 3 of this Article, Clause 3, Article 21 of the Company's Charter, Clause 2, Article 17 and Clause 8, Article 22 of the Company's Charter.

#### **Article 8. Speech at the Congress**

1. Shareholders attending the General Meeting who wish to express their opinions for discussion must register the contents of their speeches in the questionnaire, in case they do not have a questionnaire, they shall register the contents of their speeches on paper and transfer them to the assisting team to send them to the Secretariat for submission to the Presidium.
2. In case the Presidium requests shareholders to speak directly, shareholders need to raise their hands to propose to speak and only express their opinions when invited by the Presidium to speak.
3. All shareholders have the right and are encouraged to participate in expressing their opinions at the General Meeting. However, in case there are too many opinions that lead to the prolongation of the Congress unexpectedly or there are many overlapping opinions on the content, the Presiding Delegation has the right to choose the most common or closest opinions to the agenda to answer and refuse to answer issues outside the agenda.
4. Shareholders when making speeches need to be concise, avoid duplication and focus on the focus to be discussed, in accordance with the content of the agenda of the approved General Meeting. The Chairman of the General Meeting will arrange for shareholders to speak in the order of registration, and at the same time answer questions of shareholders.

#### **Article 9. Rights and responsibilities of the Presidium**

The Presidium is elected by the General Meeting of Shareholders to administer the General Meeting. Rights and responsibilities of the Presiding Delegation:

1. To administer the activities of the Company's General Meeting of Shareholders in accordance with the order of the General Meeting expected to be approved by the General Meeting of Shareholders.
2. Guide the delegates and the Congress to discuss.
3. Submit drafts and conclusions on necessary issues for the General Meeting of Shareholders to vote on.
4. Answering/Appointing persons responsible for answering the issues requested by the Congress.
5. The Presidium works according to the principle of collectivity, democratic focus, conducts the General Meeting in a valid and orderly manner and reflects the wishes of the majority of shareholders and representatives of shareholders attending.
6. Other rights under the Charter of organization and operation of the Company.

#### **Article 10. Responsibilities of the Shareholder Qualification Inspection Board**

The Board of Examination of Shareholders' Eligibility to attend the General Meeting shall be appointed by the Board of Directors. The Qualification Examination Board shall be responsible for examining the eligibility and situation of shareholders/representatives of shareholders attending the meeting during the entire meeting period and reporting to the General Meeting of Shareholders on the results of the qualification examination and legality. validity of the organization of the General Meeting in accordance with the provisions of the Company's Charter.

#### **Article 11. Responsibilities of the General Assembly Secretariat**

The Secretariat of the Congress was introduced by the Presidium and approved by the Congress. The Secretariat of the Congress has the following tasks:

1. Fully and honestly record all contents of the General Meeting and issues that have been approved or noted by the shareholders in the Minutes of the General Meeting and approved before closing.
2. Assisting the Presiding Delegation in announcing the draft documents, conclusions and minutes of the Congress.
3. Receiving questionnaires from shareholders through the Chairman's Delegation's assisting group.
4. Other tasks specified in the Charter and Internal Regulations on Corporate Governance (if any).

#### **Article 12. Responsibilities of the Vote Counting Board**

1. The Vote Counting Committee is nominated by the Presidium and approved by the General Meeting of Shareholders by voting. The Vote Counting Board has the following tasks:
  - a. Disseminate the rules and principles for voting, guide the use of voting papers and election ballots;
  - b. Counting votes after the Congress votes and elections;
  - c. Report to the Congress on the results of vote counting;
  - d. Consider and report to the Congress for decision on cases of violation of voting and election rules (if any).
  - e. Other tasks specified in the Charter and Internal Regulations on Corporate Governance (if any).
2. Principles of vote counting:
  - a. The voting shall begin after the Counting Committee announces the request for shareholders to vote and ends when the last shareholder casts their votes in the ballot box or immediately after the Chairman asks the General Meeting whether there are any shareholders who have not yet voted but no shareholder has an opinion;

- b. The Vote Counting Committee inspected the ballot box in the presence of shareholders' representatives;
- c. The Vote Counting Board counts votes in 01 separate room/separate area;
- d. Voting after the ballot box is put into the counting room is invalid;
- e. The Vote Counting Board may use electronic technical means and technical experts to assist in counting votes;
- f. The vote counting must ensure accuracy, transparency, objectivity, timeliness and compliance with the provisions of law and this Regulation, settle questions of shareholders related to voting within their competence;
- g. When entering the polling room: to avoid causing noise and disorder, ensuring the safety and confidentiality of information at the counting room; All personnel present at the vote counting room are absolutely not allowed to use any electronic devices (mobile devices, video cameras, audio recorders, photography, smartphones,...). The Organizing Committee of the Congress is entitled to arrange video cameras with confidential filming content to serve the post-inspection when requested;
- h. It is absolutely forbidden to propose or have acts of obstructing the vote counting and acts that are not in accordance with the provisions of law and this Regulation. Documents of the Vote Counting Committee, voting votes of shareholders, preliminary vote counting results, minutes of the Vote Counting Committee are not allowed; Failing to provide the vote counting results to any person other than the presiding chairman of the congress when the minutes of the vote counting results have not yet been announced at the congress and approved by the congress;
- i. After the vote counting is completed, the Vote Counting Committee shall make a Record of Vote Counting and the Record of Vote Counting shall be announced by the Head of the Vote Counting Committee before the Congress.

### **Article 13. Minutes and resolutions of the General Meeting of Shareholders**

- 1. All contents of meetings at the General Meeting of Shareholders must be recorded by the Secretariat of the General Meeting of Shareholders in the Minutes of the General Meeting of Shareholders.
- 2. Based on the Minutes of the General Meeting of Shareholders, the Secretariat of the General Meeting shall make a Resolution of the General Meeting of Shareholders.
- 3. The minutes and resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the meeting and shall be kept in the minutes and resolutions of the Company.
- 4. In case the Chairman of the General Meeting or the Head of the Secretariat refuses to sign the Minutes of the General Meeting, the Minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and contain all the provisions of law and the Company's Charter. The minutes of the meeting clearly state that the Chairman of the Congress and the Head of the Secretariat refused to sign the minutes of the meeting.



5. Memos, minutes, lists of signatures of shareholders attending the meeting in person and documents of authorization to attend the General Meeting shall be kept at the Company's head office.

**Article 14. Enforcement Terms**

The working regulations of the 2025 Annual General Meeting of Shareholders of GCL Group Joint Stock Company take effect immediately after being voted and approved by the General Meeting of Shareholders of the Company. Shareholders, persons attending the General Meeting and parties to the General Meeting shall be responsible for implementing this Regulation.

**Above is the entire Working Regulation of the 2025 Annual General Meeting of Shareholders of GCL Group Joint Stock Company. Respectfully submitted to the General Meeting of Shareholders for approval.**

**Respect./.**

**TM. BOARD  
PRESIDENT**

**Dang Trung Hieu**

*Hanoi, April 10, 2025*

**DRAFT**

## **REGULATION**

### **ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS (TERM 2025-2030)**

#### **GCL GROUP JOINT STOCK COMPANY**

**Dear Shareholders, GCL GROUP JOINT STOCK COMPANY**

**Base:**

- Law on Enterprises No. 59/2020/QH14 promulgated on June 17, 2020;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Charter of GCL Group Joint Stock Company.

**Goal:**

- Ensuring the principles of openness, fairness and democracy;
- Creating favorable conditions for the organization and conduct of the Annual General Meeting of Shareholders and stabilizing business activities,

**Article 1. Subjects of election:**

Shareholders or authorized representatives of shareholders owning shares have the right to vote (according to the General List of Securities Holders made by the Vietnam Securities Depository on the last registration date of 08/04/2025) to directly attend the General Meeting.

**Article 2. Number and criteria and conditions for candidates to elect additional members of the Board of Directors ("BOD") (term 2025-2030)**

**1. Number of members of the Board of Directors of the Company in the remaining term of office (term 2025-2030):**

Number of members of the Board of Directors of the Company for the term of office (term 2025-2030): 05 (five) members.

**2. Number of additional elected members of the Board of Directors (term 2025-2030):**

The number of additional members of the Board of Directors to be elected is: 05 (five) members.

**3. Criteria and conditions for being a member of the Board of Directors**

**a. Criteria and conditions for being a member of the Board of Directors**

- Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- Having professional qualifications and experience in business administration or in the Company's business fields, lines and lines and not necessarily being a shareholder of the Company;

- Members of the Board of Directors of the Company may concurrently be members of the Board of Directors of other companies but may not be concurrently members of the Board of Directors of more than five (05) other companies.
- b. Criteria and conditions for being an independent member of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises:**
  - Not be a person who is working for the Company, its parent company or its subsidiaries; not be a person who has worked for the Company, its parent company or its subsidiaries for at least three (03) consecutive years;
  - Not being a person who is receiving salaries and remuneration from the Company, except for allowances to which members of the Board of Directors are entitled as prescribed;
  - Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder of the Company; being a manager of the Company or a subsidiary of the Company;
  - Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
  - Not being a person who has been a member of the Board of Directors or the Control Board of the Company for at least five (05) consecutive years, except for the case of being appointed for two (02) consecutive terms.

### **Article 3. Structure of the Board of Directors of the Company**

1. The Chairman of the Board of Directors is not allowed to concurrently hold the title of General Director of the Company.
2. The structure of the Board of Directors of the Company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members.  
A non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant.
3. The number of independent members of the Board of Directors of the Company must ensure that there is at least one (01) independent member.

### **Article 4. Candidacy and nomination of candidates for the Board of Directors**

1. Shareholders or groups of shareholders holding shares of 10% or more of the total ordinary shares (based on the List of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders ending on April 8, 2025) have the right to nominate persons to the Board of Directors. Ordinary shareholders can form groups to nominate people to the Board of Directors.
2. The nomination of persons to the position of members of the Board of Directors shall be carried out as follows:
  - a. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate for the Board of Directors.
  - b. Shareholders or groups of shareholders holding from 20% to less than 30% of the total number of voting shares may nominate a maximum of two (02) candidates for the Board of Directors.

- c. Shareholders or groups of shareholders holding from 30% to less than 40% of the total number of voting shares may nominate a maximum of three (03) candidates for the Board of Directors.
  - d. Shareholders or groups of shareholders holding from 40% to less than 50% of the total number of voting shares may nominate a maximum of four (04) candidates for the Board of Directors.
  - e. Shareholders or groups of shareholders holding from 50% to less than 60% of the total number of voting shares may nominate a maximum of five (05) candidates for the Board of Directors.
  - f. Shareholders or groups of shareholders holding from 60% to less than 70% of the total number of voting shares may nominate a maximum of six (06) candidates for the Board of Directors.
  - g. Shareholders or groups of shareholders holding from 70% to less than 80% of the total number of voting shares may nominate a full number of candidates for the Board of Directors.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient for the necessary number, the remaining number of candidates shall be nominated by the incumbent Board of Directors. Candidates nominated by the incumbent Board of Directors must fully meet the criteria and conditions for being members of the Board of Directors specified in the Election Regulations.

**Article 5. Dossier of candidacy and nomination of candidates for additional election to the Board of Directors**

The dossier of candidacy and nomination of candidates for election to the Board of Directors includes:

- Letter of candidacy/nomination of candidates to join the Board of Directors (according to the form);
- 03 copies of information provided by the candidate himself (according to the form);
- Notarized copy: Identity card/citizen identity card, permanent residence registration (or long-term temporary residence registration certificate), passport if overseas Vietnamese, foreigner and degrees, diplomas and certificates certifying cultural and professional qualifications;

The Letter of Candidacy/Nomination of Candidates for the Board of Directors and the Form of Provision of Information are posted on the website of GCL GROUP JOINT STOCK COMPANY at the following address: [www.gclgroup.vn](http://www.gclgroup.vn).

**Article 6. Selection of candidates**

Based on the candidacy and nomination dossiers of shareholders and groups of shareholders, the Board of Directors of the Company will make a list of candidates for the Board of Directors who meet all the conditions as prescribed for the General Meeting of Shareholders to elect additional members of the Board of Directors (term 2025-2030).

Shareholders or groups of shareholders who wish to run for or nominate candidates for additional election to the Board of Directors must send dossiers of candidacy and nomination to the Company before **17:00 on April 27, 2025** at the following address:

- GCL GROUP JOINT STOCK COMPANY.
- Address: 5th Floor, NO2 Building, Gold Season, No. 47, Nguyen Tuan Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City, Vietnam
- Phone: 024 665 23182.

**Article 7. Election of additional members of the Board of Directors**

**1. List of candidates for election of additional members of the Board of Directors**

The list is sorted alphabetically ABC by name, with full name on the Ballot

**2. Vote:**

- Ballot papers are printed uniformly, with the total number of ballot papers according to the voting code;
- Pink votes for members of the Board of Directors;
- Shareholders or authorized persons are issued a "Vote for members of the Board of Directors" according to the voting code. On each ballot, the names of additional candidates for election to the Board of Directors are inscribed, information about shareholders and the total number of voting shares they represent. Shareholders must check the number of shares written on the ballot, if there is an error, they must notify it immediately at the time of receipt of the ballot;
- In case the ballot is incorrectly recorded, the shareholder requests the Vote Counting Committee to change the ballot to another ballot and must return the old ballot.

**3. Cases of invalid ballots**

- Votes are not votes issued by the Board of Examination of Shareholder Eligibility at the General Meeting; or
- The slip does not have the hanging seal of the document control company; or
- Votes for crossing, modifying, adding candidates who are not on the list of candidates approved by the General Meeting of Shareholders before voting; or
- The total number of votes cast for the candidates exceeds the total number of votes allowed by that shareholder; or
- The vote does not have the signature of the shareholder/authorized representative; or
- The ballot papers shall be submitted to the Vote Counting Board after the voting is finished in the sealed ballot box; or
- The ballot does not record the number of votes; or
- Write the content on the ballot in pencil; or
- The number of votes for odd candidates comes in the decimals.

**4. Election method**

- The election shall be carried out by secret ballot by the method of accumulating votes;
- Each shareholder has a total number of votes corresponding to the number of voting shares (including ownership and delegated) multiplied by the number of elected members of the Board of Directors;
- Shareholders/Shareholder Representatives conduct elections by directly recording their vote numbers for the candidates of their choice. The number of votes for each

candidate may vary depending on the confidence of shareholders/shareholder representatives in each candidate;

- Shareholders/Shareholders' Representatives have the right to allocate all their votes to one or several candidates or distribute them evenly;
- Shareholders/Shareholders' Representatives have the right to vote for themselves if they are on the list of candidates stated in the Ballot Papers;
- The total number of votes cast by shareholders/shareholders' representatives for candidates must not exceed the total number of votes cast by such shareholders/shareholders' representatives;
- Ballot papers will be placed in sealed ballot boxes before voting and inspected in the presence of shareholders.

#### **5. Principles for selecting candidates for additional election to the Board of Directors**

- The candidates who are additionally elected to the Board of Directors are the candidates with the highest number of votes, calculated from high to low until the full number of members of the Board of Directors approved by the General Meeting of Shareholders are elected at the General Meeting of Shareholders.
- In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes to choose the person with the higher number of votes.
- Arising issues will be consulted directly by shareholders at the General Meeting.

#### **Article 8. Responsibilities of the Vote Counting Board**

- The vote counting committee is nominated by the Presidium and approved by the General Meeting of Shareholders by voting. Members of the Vote Counting Committee may not be shareholders but must not be named in the list of candidates and/or nominated for the Board of Directors;
- The vote counting committee has the following tasks:
  - + Guiding the summary of regulations on elections;
  - + Inspect and supervise the voting of shareholders/shareholders' representatives;
  - + Organize vote counting. The counting of votes must be conducted immediately after the voting is over;
  - + After counting votes, make a record of vote counting and announce it to the General Meeting of Shareholders;
  - + Hand over the minutes and all ballots to the Presiding Delegation;
  - + The vote counting committee must ensure the honesty of the election and the vote counting must be secret; if there is a violation, the Vote Counting Board must be responsible.
- Principles of vote counting:
  - + The voting shall begin after the Vote Counting Committee announces the request for shareholders to vote and ends when the last shareholder casts their votes in the ballot

- box or immediately after the Chairman asks the General Meeting whether there are any shareholders who have not yet voted but no shareholder has an opinion;
- + The Vote Counting Committee inspected the ballot box in the presence of shareholders' representatives;
  - + The vote counting committee counts votes in 01 separate room/separate area;
  - + The vote counting board may use electronic technical means and technical experts to support the vote counting;
  - + After the vote counting is completed, the Vote Counting Committee shall make a Record of Vote Counting and the Record of Vote Counting shall be announced by the Head of the Vote Counting Committee before the Congress.

**Article 9. Preparation and publication of the vote counting record**

- After counting votes, the counting committee must make a record of counting votes. The contents of the vote counting record include: Total number of shareholders attending the meeting, total number of shareholders participating in voting, total number of valid votes/invalid votes; the total number of votes for each candidate to be elected to the Board of Directors;
- The full text of the vote counting record must be published before the Congress.

**Article 10. Complaint Resolution**

All complaints about the election results will only be considered at the General Meeting, shareholders/shareholders' representatives may not object to this validity at any other time. In case of disagreement on election procedures or election results, the Vote Counting Committee shall re-examine and consult the Congress for decision.

**Article 11. Enforcement effect**

This Regulation consists of 11 Articles, which are read publicly before the General Meeting of Shareholders and take effect immediately after being approved by the 2025 Annual General Meeting of Shareholders of GCL Group Joint Stock Company.

**The above is the entire Election Regulation for additional election to the Board of Directors of the Company (term 2025-2030) at the 2025 Annual General Meeting of Shareholders of GCL Group Joint Stock Company. Respectfully submitted to the General Meeting of Shareholders for approval.**

**Respect./.**

**Recipient:**

- General Meeting of Shareholders;
- MEMBERS OF THE BOARD OF DIRECTORS, COMMITTEE;
- General Director;
- Luu VT.

**BOARD  
PRESIDENT**

**Dang Trung Hieu**

## INSTRUCTIONS FOR ACCUMULATING VOTES

(Attached to the Regulation on the election of additional members of the Board of Directors  
(term 2025-2030)

GCL GROUP JOINT STOCK COMPANY)

### 1. Regulations on the accumulation of votes

The election of additional members of the Board of Directors at the General Meeting of Shareholders is conducted according to the principle of cumulative voting, in which shareholders have the right to use their total votes for one candidate; or several candidates with the number of votes for each candidate not required to be equal; or vote only a portion of their total votes for one or several candidates, the remaining vote may not vote for any candidate.

### 2. How to vote

- a) Determination of the total number of votes for members of the Board of Directors of a shareholder (or authorized person)

The total number of votes for members of the Board of Directors of shareholders/authorized persons is determined according to the following formula:

**Total number of votes = Total number of shares owned and authorized x (multiplied)  
Number of members of the Board of Directors approved by the General Meeting of  
Shareholders for election**

Example: The number of additional elected members to the Board of Directors approved by the General Meeting of Shareholders is 01 person. The list of candidates to be elected to the Board of Directors approved by the General Meeting of Shareholders assumes that there is 01 candidate. Mr. A is a shareholder owning 1,000 shares with voting rights. Thus, the total number of votes of Mr. A's Board of Directors is  $(1,000 * 1) = 1,000$  votes.

- b) How to vote:

In essence, the election is the distribution of all or part of the total votes of shareholders/authorized persons to one or several candidates, in which the number of votes distributed to each candidate may vary, depending on the credibility of that candidate.

According to the same example above, when electing the Board of Directors, Mr. A divides his total votes of 1,000 votes among the candidates, for example:

<i>TT</i>	<i>Full name</i>	<i>Vote count</i>
1	Nguyen B	1.000
	<b>Total</b>	<b>1.000</b>

**Note:** - Mr. A may only use **equal to or less than his total number of votes** (in this example, Mr. A's total number of votes for the Board of Directors is 1,000 votes) to vote for candidates. If more than 1,000 votes are used, Mr. A's ballot is invalid.

- On each ballot paper, the total number of votes of the ballot holder is clearly indicated, this number on each ballot of each shareholder/authorized person is different depending on the number of voting shares currently owned or authorized by such shareholder. The total number of votes cast for candidates must not exceed this total number of votes.



## **BOARD REPORT**

### **Submission to the General Meeting of Shareholders of GCL Group Joint Stock Company**

The Board of Directors (BOD) of GCL Group Joint Stock Company would like to send to shareholders a report on the activities of the Board of Directors of the company in 2024. The contents of the report include the following parts:

- Information about members of the Board of Directors;
- Activities of the Board of Directors in 2024;
- Evaluation of the Board of Directors on the company's activities in 2024;
- Evaluation of the Board of Directors on the activities of the Board of Directors;
- Plans and orientations of the Board of Directors.

#### **1. Information about members of the Board of Directors**

On March 25, 2024, the Annual General Meeting of Shareholders dismissed Mr. Dang Cong Thuc, Mr. Truong Van Manh and elected Mr. Dang Trung Hieu and Ms. Dang Thi Minh Thuy to the Board of Directors for the term 2021-2025. The list of members of the Board of Directors includes:

- |                          |                                      |
|--------------------------|--------------------------------------|
| - Mr. Dang Trung Hieu    | - Chairman of the Board of Directors |
| - Mr. Le Tung            | - Member of the Board of Directors   |
| - Mr. Phan Nam Giang     | - Member of the Board of Directors   |
| - Mr. Phan Thanh Dung    | - Member of the Board of Directors   |
| - Ms. Dang Thi Minh Thuy | - Member of the Board of Directors   |
| - Mr. Chu Van Dung       | - Member of the Board of Directors   |
| - Mr. Giang Thanh Trung  | - Member of the Board of Directors   |
| - Ms. Do Thi Ha          | - Member of the Board of Directors   |

#### **2. Activities of the Board of Directors**

The Board of Directors (BOD) has implemented the annual production and business plan and direction, and assigned the Board of Directors to organize the implementation. In the past year, the Board of Directors has fully performed the supervisory function to ensure that the General Director's operating activities adhere to the set goals, orientations and plans. In addition, the Board of Directors also promptly issued policies to remove difficulties and obstacles arising from reality.

In 2024, the Board of Directors maintains regular meetings, ensuring that each member clearly understands the Company's production and business situation, thereby making correct and timely decisions. Facing the major challenges of the business context in 2024, the Board of Directors has agreed on many important decisions to remove

difficulties, prioritize maintaining financial security and maintaining stable production output. The Board of Directors is always consistent with the goals and tasks assigned by the General Meeting of Shareholders, and at the same time closely supervises the activities of the Board of Directors.

In the past year, the meetings of the Board of Directors mainly focused on the following contents:

<b>TT</b>	<b>Resolutions/Decisions</b>	<b>Day</b>	<b>Content</b>
1	01/NQ-HĐQT-KDM	24/01/2024	Convening the 2024 Annual General Meeting of Shareholders
2	02/NQ-HĐQT-KDM	24/01/2024	Withdrawal of business cooperation with MCC Investment Group Joint Stock Company
3	03/NQ-HĐQT-KDM	26/02/2024	Approving the documents of the General Meeting and personnel for the 2024 Annual General Meeting of Shareholders
4	04/NQ-HĐQT-KDM	04/03/2024	Approving the supplementation of documents for the 2024 Annual General Meeting of Shareholders
5	05/NQ-HĐQT-KDM	18/03/2024	Approving the supplementation of documents for the 2024 Annual General Meeting of Shareholders
6	06/NQ-HĐQT-KDM	25/03/2024	Election of the Chairman of the Board of Directors of the Company (Term 2021-2025)
7	07/NQ-HĐQT-KDM	15/04/2024	Dividend issuance and ESOP
8	08/NQ-HĐQT-KDM	30/05/2024	Approval of the stop of the stock issuance plan to existing shareholders
9	09/NQ-HĐQT-KDM	21/06/2024	Through the closing of the list of shareholders to pay dividends in shares

10	10/NQ-HĐQT-KDM	29/06/2024	Approved the acquisition of shares of 998 Steel Joint Stock Company
11	11/NQ-HĐQT-KDM	29/07/2024	Change of charter capital
12	12/NQ-HĐQT-KDM	20/09/2024	Stop the plan to issue shares under the option program for employees in the Company in 2024
13	13/NQ-HĐQT-KDM	06/10/2024	Collecting shareholders' opinions in writing to supplement the business registration lines
14	14/NQ-HĐQT-KDM	22/12/2024	Business cooperation and lending to Phu Hai Investment Joint Stock Company

### 3. Evaluation of the Board of Directors on the company's activities in 2024

2024 is a really difficult year for building materials businesses in general and the Company in particular. The domestic and export building materials consumption market faces many difficulties due to the decrease in total domestic and world demand, the supply chain is broken, the domestic real estate market is growing slowly, many construction works and key infrastructure projects are slow to be implemented, etc having to postpone or extend the schedule; transportation costs have increased; building materials products decreased due to fierce competition in product prices from major manufacturers in the world, plus regulations on technical barriers in export markets; the domestic market is fiercely competitive due to the significant increase in imported products in recent years. This is the reason why the company's revenue has dropped sharply and has not reached the set plan.

TT	Quota	Implement 2024	Plan 2025
1	Total assets	78.244.717.586	85.240.560.000
2	Net sales	35.660.063.272	118.625.000.000
3	Pre-tax accounting profit	1.610.839.696	5.436.245.000
4	Profit after corporate income tax	1.296.728.829	4.348.996.000

During the year, the company successfully paid dividends in shares at the rate of 7%. The dividend payment has created more confidence for shareholders in the process of accompanying the business in the coming time.

The Company has acquired 590,000 shares of 998 Steel Joint Stock Company, which is a steel business with the No. 1 market share in Son La, these are the first bricks to lay the foundation for market development in the Northwest region of the Company.

#### **4. Evaluation of the Board of Directors on the operation of the Board of Directors**

The Board of Directors understands that in the context of increasing competition, it is very important to maintain the brand and maintain the development momentum. The Board of Directors is very interested in rejuvenating the team and strongly innovating the business, investment and management processes. For the Board of Directors, daring to give new challenges to the younger generation is the Company's sustainable development strategy.

##### **4.1. Supervisory activities of the Board of Directors over the Board of Directors**

The Board of Directors (BOD) has fully performed the supervisory function in accordance with the provisions of the Company's Charter, internal governance regulations as well as the provisions of current laws, through specific activities as follows:

- Each member of the Board of Directors is a person with deep expertise and long-term experience in the industry, and concurrently holds positions in the Executive Board, always closely follows and directly participates in management and administration;
- Regularly update and study market developments to direct the Board of Directors to promptly grasp customer needs and respond flexibly to market fluctuations;
- Develop strategic development orientations for the Company in the coming period;
- Closely supervise investment and business activities, and advise the Board of Directors in expanding the market and participating in the field of securities investment;
- Monitor and supervise the implementation of Resolutions approved by the General Meeting of Shareholders and the Board of Directors;
- Supervise and direct the disclosure of information as well as strictly comply with regulations and regulations issued by the State Securities Commission;
- Ensure that the legitimate rights and interests of shareholders are always fully and transparently implemented.

##### **4.2. Evaluation of the Board of Directors of the Board of Directors**

According to the Board of Directors, the General Director and the Board of Directors have developed appropriate business plans, flexibly adjusting to market developments; Governance has been strengthened, focusing on controlling and reducing financial costs, production costs as well as sales costs. Export activities are effectively implemented with the strategy of market expansion and diversification, contributing to minimizing risks arising from trade remedies and anti-dumping policies of importing countries.

The General Director and the Board of Directors have strictly complied with the provisions of the law, the Company's Charter and internal regulations, and at the same time constantly improved and perfected the control and corporate governance system.

However, the business results in 2024 have not been achieved as expected at the Annual General Meeting of Shareholders, mainly due to unexpected fluctuations in the economic and political situation in the world as well as in the country.

## **5. Plans and orientations of the Board of Directors**

### **5.1. Some targets of the plan in 2024**

<b>TT</b>	<b>Quota</b>	<b>Implement 2024</b>	<b>Plan 2025</b>
1	Total assets	78.244.717.586	89.140.560.000
2	Net sales	35.660.063.272	98.625.000.000
3	Pre-tax accounting profit	1.610.839.696	4.426.245.000
4	Profit after corporate income tax	1.296.728.829	3.540.996.000

### **5.2. Orientation of the operation of the Board of Directors**

The Board of Directors proactively and actively implements the following strategic orientations to maximize the Company's internal resources, seize opportunities towards sustainable development:

- Continue to review, adjust and supplement regulations on the appointment, reappointment and rotation of managers at all levels, in accordance with the scale and characteristics of the Company's operations;
- Organize the implementation of corporate financial management in accordance with current legal provisions and internal financial regulations;
- To restructure and rearrange resources in order to improve the efficiency of use;
- Strengthen the inspection, control and close supervision of production and business expenses as well as investment costs, ensuring the efficiency of capital use;
- Promoting the operational efficiency of sales channels through market expansion and finding new customers; continue to research the market to promptly grasp customer trends and tastes;
- Closely monitor the indicators of output, selling price, profit, inventory and specifications of each item in each market in order to develop purchase plans, coordinate goods and implement solutions in a timely manner in accordance with the actual situation.

Above is the report on the performance of the Board of Directors in 2024 and operational orientations in the coming time.

Thank you very much, Shareholders!

**BOARD  
PRESIDENT  
Dang Trung Hieu**

**REPORT  
ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS  
IN THE AUDIT COMMITTEE IN 2024**

**To: Annual General Meeting of Shareholders in 2025.**

**1. About the Audit Committee**

***1.1. Human Resources***

The Audit Committee (Audit Committee) was strengthened on August 21, 2023 according to Resolution No. 12/2023/NQ-HĐQT-KDM of the Board of Directors (BOD) with 02 members:

- Mr. Giang Thanh Trung      - Chairman of the Audit Committee.
- Ms. Do Thi Ha                      -Member.

***1.2. Main tasks of the Audit Committee***

The Audit Committee is a unit under the Board of Directors, with the function of advising and assisting the Board of Directors in ensuring an effective system of internal control and compliance with the law, fully meeting the requirements of financial statements, including the requirements applicable to listing on the stock market in accordance with the provisions of law and Article Company license. The Audit Committee is responsible for checking and supervising the truthfulness of financial statements related to the Company's business activities before submitting them to the Board of Directors.

**2. Activities of the Audit Committee**

In 2024, the Audit Committee has closely coordinated with the Board of Directors and the Board of Directors in investigating and supervising the production and business activities and the Company's financial situation.

The People's Committee held 04 meetings with the full participation of members. The members attending the meeting discussed and agreed with the results of voting in favor of 100% of the issues in the meetings, specifically as follows:

- Approve the work plan of the People's Committee;
- Approve the working process and mechanism of the People's Committee;
- Approve the 2023 financial statement and the 2024 semi-annual report;
- Approved the financial statements for the 1st, 2nd, 3rd, 4th quarter and the 2024 financial statements.

In addition, members of the Audit Committee have:

- Fully participate in meetings of the Board of Directors, promptly report on the activities of the Audit Committee, issues detected and relevant recommendations of the Audit Committee.

- Proposing and advising the Board of Directors on the establishment of strategic orientations, business objectives of the Company and risk management policies, solutions to handle risks arising in the Company's operations;

- Participate in many meetings with the Board of Directors to contribute ideas for the establishment and evaluation of the implementation of the Company's goals and operational plans in the year.

### **3. Inspection results of the Audit Committee**

#### ***3.1. Results of examination of financial statements***

In terms of material aspects: The company's financial statements have honestly and reasonably reflected the company's financial situation as of December 31, 2024 as well as the business results and cash flow situation for the fiscal year ended on the same day, in accordance with Vietnamese accounting standards.

Quarterly, semi-annual and full-year financial statements for 2024: The Audit Committee did not detect errors or fraud in these financial statements.

#### **Some basic indicators in the Company's financial statements in 2024:**

<b>Quota</b>	<b>Unit</b>	<b>31/12/2023</b>	<b>31/12/2024</b>	<b>Change</b>
<b>Total assets</b>	<b>Copper</b>	<b>78.575.266.200</b>	<b>78.244.717.586</b>	<b>-330.548.614</b>
Short-term assets	Copper	73.469.864.115	57.314.927.773	- <b>16.154.936.342</b>
Long-term assets	Copper	5.105.402.085	20.929.789.813	<b>15.824.387.728</b>
<b>Asset Structure</b>				
Short-Term Assets/TTS	%	93,5	73,25	<b>-20,25</b>
Long-Term Assets/TTS	%	6,5	26,75	<b>20,25</b>
<b>Total capital</b>	<b>Copper</b>	<b>78.575.266.200</b>	<b>78.244.717.586</b>	<b>-330.548.614</b>
Liabilities	Copper	2.575.038.928	947.761.485	<b>-1.627.277.443</b>
Equity	Copper	76.000.227.272	77.296.956.101	<b>1.296.728.829</b>
<b>Structure of capital sources</b>				
Liabilities/Volunteers	%	3,28	1,21	<b>-2,07</b>

Equity/Volunteers	%	96,72	98,79	2,07
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### ***3.2. Results of inspection of compliance with the provisions of law, results of review of transactions with related persons***

The company has fully fulfilled its financial obligations to the State, employees and other requirements in accordance with the law;

No case of non-compliance with regulations on transactions and contracts between the Company and related persons as prescribed under the approval authority of the Board of Directors or the General Meeting of Shareholders is not detected.

### ***3.3. Results of monitoring the operation situation in 2024***

The development strategy set out by the Board of Directors has closely followed the reality and is in line with the Company's operational situation. The business organization is implemented in a methodical and systematic manner, contributing to increasing the value of the enterprise, and at the same time ensuring the benefits of shareholders, employees and customers.

The Board of Directors and functional departments have seriously implemented the Resolutions of the General Meeting of Shareholders, and at the same time fully performed their functions and tasks in accordance with the law and the Company's Charter.

Regarding human resources, the Board of Directors continues to consolidate and consolidate the organizational apparatus, and at the same time attract high-quality personnel in line with the long-term development orientation of the Company.

The Audit Committee has proposed that the Board of Directors select Moore AISC Auditing and Informatics Services Co., Ltd. as the independent auditor for the 2024 Financial Statements. The audit unit has completed its tasks objectively, independently and effectively.

### ***3.4. Results of the audit of the Company's internal control and risk management system***

Internal audit, internal control and risk management activities have been implemented synchronously with the full promulgation of operational policies and procedures, and regular and comprehensive audits and controls are carried out in many areas of the Company's activities.

In 2024, the internal audit department has conducted a monthly review of reports on the financial adequacy ratio, and at the same time conducted quarterly audits of financial statements. These reports ensure compliance with regulations on financial safety and in accordance with accounting standards as prescribed by law.

In general, internal governance has played a good role in preventing and reducing risks, and at the same time making timely recommendations to overcome shortcomings and errors, if any. In the year, no cases of serious violations related to professional operations or violations of law were recorded.

### ***3.5. Results of supervision of the Board of Directors, General Director and other executives of the Company***

The Board of Directors, the Board of Directors and functional departments have fully and promptly provided information and documents on the management, administration and



business activities of the Company at the request of the Audit Committee; create conditions for the Audit Committee to exercise its rights and tasks in accordance with the provisions of law and the Company's Charter.

### ***3.6. Results of assessment of the coordination between the Audit Committee and the Board of Directors, the General Director and shareholders***

The Audit Committee has announced the inspection and control plan for the next year to the Board of Directors and the Board of Directors. At the same time, review the issued internal legal documents to ensure compliance with current legal regulations and the Company's development orientation.

Quarterly, the Committee appraises reports on the assessment of management activities of the Board of Directors, reports on production and business situation submitted by the General Director, as well as financial statements of the Company, in order to ensure that the reports honestly and objectively reflect the Company's operation and financial situation at the time of reporting.

The Committee also checks the resolutions and decisions of the Board of Directors to ensure the validity of the authority in the process of promulgation. At the same time, the Committee participates in contributing opinions, performing the role of comprehensive control before, during and after operations, identifying and managing potential risks from within and outside the Company; effectively control the use and management of capital sources in order to preserve and promote the sustainable development of the Company.

## **4. Comments and recommendations**

### ***4.1. Comments***

The Board of Directors and the Board of Directors have managed and operated the Company's activities in accordance with the orientation set out by the General Meeting of Shareholders. Transactions of insiders and related persons shall be approved by competent authorities and fully disclosed information as prescribed;

In management and administration activities, there is no record from the management agencies of any significant violations or errors.

### ***4.2. Recommendations***

The Company continues to develop traditional business segments, and at the same time promotes research and development of new services, but needs to ensure risk management requirements in accordance with the Company's regulations and the law.

The Board of Directors and the Company's managers continue to support and closely coordinate with the Audit Committee to minimize risks, improve control performance and operational efficiency to achieve the assigned goals and tasks.

#### **Recipient:**

- General Meeting of Shareholders;
- TV OF THE BOARD OF DIRECTORS, TV OF THE PEOPLE'S COMMITTEE;

**INDEPENDENT MEMBER OF THE  
BOARD OF DIRECTORS**

- General Director;
- Save VT

**CHAIRMAN OF THE AUDIT  
COMMITTEE**

**Giang Thanh Trung**

**REPORT**

V/v: Approved the audited Financial Statements for 2024; Selection of an independent auditor to audit/review the financial statements in 2025

**To: Annual General Meeting of Shareholders in 2025.**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to the Charter of Organization and Operation of the Company.*

**1. Approval of the 2024 Financial Statements**

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2024 Financial Statements audited by Moore AISC Auditing and Informatics Services Co., Ltd., including the following contents:

1. Report of the Board of Directors
2. Independent audit report: Fully accepted.
3. Balance sheet as of 31/12/2024.
4. Report on business results in 2024.
5. Cash Flow Report 2024.
6. Explanation of financial statements.

In particular, some basic indicators in the 2024 Financial Statements have been audited as follows:

TT	Main indicators	Unit	01/01/2024	31/12/2024
1	Total assets	VND	78.575.266.200	78.244.717.586
2	Net sales	VND	74.681.632.847	35.660.063.272
3	Pre-tax accounting profit	VND	2.174.492.184	1.610.839.696
4	Profit after tax	VND	1.616.533.595	1.296.728.829

Detailed content according to the audited 2024 Financial Statements of GCL Group Joint Stock Company is published on the website: <https://gclgroup.vn/>

**2. Selection of audit unit in 2025**

Fulfill the obligations specified in the Company's Charter and the provisions of law. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan to select an independent auditor to carry out the audit/review of the Company's 2024 financial statements as follows:

- The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on the selection of an independent auditing firm to review the 2025 semi-annual financial statements, audit the Company's 2025 financial statements in accordance with the provisions of law and assign the General Director to sign a contract to provide audit services with the selected auditing company.

- The auditing firm is selected as an auditing firm legally operating in Vietnam, in the list of auditing firms eligible to provide audit services in 2025 and approved by the State Securities Commission for auditing for listed companies; have a reputation for audit quality; have a fee suitable to the quality and scope of the audit.

- Proposed auditing company: Moore AISC Auditing and Information Services Co., Ltd. Address: 389A Dien Bien Phu, Ward 4, District 3, Ho Chi Minh City.

In case of change of audit unit, the General Meeting of Shareholders authorizes the Board of Directors to select an appropriate audit unit.

Respectfully submitted to the General Meeting of Shareholders for approval.

Respect!

***Recipient:***

- Shareholder;
- The Board of Directors;
- General Director;
- Save: VT.

**BOARD  
PRESIDENT**

**Dang Trung Hieu**

**REPORT**

V/v: Plan to pay remuneration to the Board of Directors, Audit Committee (under the Board of Directors) in 2024 and Plan to pay remuneration to the Board of Directors, Audit Committee in 2025

**To: Annual General Meeting of Shareholders in 2025.**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to the Charter of Organization and operation of the Company;*

*Based on the 2024 business results and the Company's 2025 business operation plan.*

The Board of Directors (BOD) of the Company would like to submit to the General Meeting of Shareholders (AGM) for approval the remuneration payment plan for the Board of Directors, the Audit Committee (under the Board of Directors) in 2024 and the remuneration payment plan for the Board of Directors and the Audit Committee in 2025, specifically as follows:

**1. Payment of remuneration to the Board of Directors and the Audit Committee (under the Board of Directors) in 2024**

In 2024, the Company did not achieve its business plans as expected, so members of the Board of Directors and members of the Audit Committee proposed not to receive remuneration.

**2. Remuneration payment plan for the Board of Directors and the Audit Committee in 2025**

TT	Quota	Number of people	Expected remuneration in 2025 (VND/year)	Into money (VND)
<b>A</b>	<b>Board Remuneration</b>			<b>396.000.000</b>
1	Chairman of the Board of Directors	01	60.000.000	60.000.000
2	Member of the Board of Directors	07	48.000.000	336.000.000
<b>B</b>	<b>Audit Committee Remuneration</b>			<b>120.000.000</b>
1	Chairman of the Audit Committee	01	48.000.000	48.000.000
2	Member of the Audit Committee	02	36.000.000	72.000.000
	<b>Total Amount (A + B)</b>			<b>516.000.000</b>

Submit to the 2025 Annual General Meeting of Shareholders for approval.

Respect!

**Recipient:**

- Dear Sir;
- The Board of Directors;
- General Director;
- Save: VT.

**BOARD  
PRESIDENT**

**Dang Trung Hieu**

No. 03/TTr-HDQT-KDM

*Hanoi, April 10, 2025*

**REPORT**

About: Failure to implement the plan for private placement of shares  
to increase charter capital in 2024

**To: Annual General Meeting of Shareholders in 2025.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 detailing and guiding the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of GCL Group Joint Stock Company;
- Pursuant to Report No. 04/TTr-HDQT-KDM dated 04/03/2024;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-DHĐCĐ-KDM dated 25/03/2024;
- Based on the operation of GCL Group Joint Stock Company.

On March 25, 2024, the 2024 Annual General Meeting of Shareholders of GCL Group Joint Stock Company approved the plan for private placement of shares to increase charter capital in 2024 (*Details according to report No. 04/TTr-HDQT-KDM dated March 4, 2024*).

However, based on the market situation, and the company's production and business activities, the Board of Directors of the Company finds that the implementation of the private placement plan is not appropriate. Therefore, in 2024, the Board of Directors of the Company has not yet implemented the plan to offer private shares to increase charter capital in 2024.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders of GCL Group Joint Stock Company in 2025 for approval not to implement the plan for private placement of shares to increase charter capital in 2024.

Sincerely,

***Recipient:***

- Dear Sir;
- The Board of Directors;
- General Director;
- Save: VT.

**BOARD  
PRESIDENT**

**Dang Trung Hieu**

*Hanoi, April 10, 2025*

**REPORT**

Dismissal and election of members of the Board of Directors of the Company (Term 2025-2030)

**Sincerely,: Annual General Meeting of Shareholders in 2025.**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to the Charter of Organization and operation of the Company;*

*Based on the practical situation.*

The Board of Directors (BOD) of the Company for the term 2021-2025 has ended. The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders (AGM) for consideration the contents related to the dismissal and election of members of the Board of Directors for the new term of 2025-2030 as follows:

**1. Dismissal of members of the Board of Directors:**

Dismissal from the position of Member of the Board of Directors for the term 2021-2025 for:

1. Mr. Dang Trung Hieu
2. Mr. Le Tung
3. Mr. Phan Nam Giang
4. Mr. Phan Thanh Dung
5. Ms. Dang Thi Minh Thuy
6. Mr. Chu Van Dung
7. Mr. Giang Thanh Trung
8. Ms. Do Thi Ha

**2. Election of additional members of the Board of Directors**

a) The number of additional elected members of the Board of Directors of the Company (term 2025-2030) is: 05 people.

b. The list of candidates for additional election of members of the Board of Directors shall be gathered from persons who meet the qualifications and conditions for members of the Board of Directors of the Company and complete dossiers as prescribed in the Regulation on election of additional members of the Board of Directors approved by the General Meeting. This list will be announced at the General Assembly before the election.

Sincerely,

**Recipient:**

- Dear Sir;
- The Board of Directors;
- General Director;
- Save: VT.

**BOARD  
PRESIDENT**





**DRAFT**

**MEETING MINUTES  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025  
GCL GROUP JSC**

Company Name : GCL Group Joint Stock Company  
Business ID : 0700324666  
Head Office Address : 5th Floor, NO2 Building, Gold Season, No. 47, Nguyen Tuan Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City, Vietnam

**I. Time and place**

1. Meeting time: Starts at **09** hour **00** Minutes of Days **11** month **5** year **2025**.
2. Meeting Venue: 3rd Floor, Building 25T2-N05, Trung Hoa Nhan Chinh Urban Area, Nguyen Thi Thap Street, Cau Giay District, Hanoi City, Vietnam.

**II. Participants**

1. Shareholders and authorized representatives of shareholders of GCL Group Joint Stock Company in the List of shareholders closed on 16/02/2024 attended the General Meeting;
2. The Board of Directors ("BOD"), the Executive Board ("BOD"), officials of professional departments of GCL Group Joint Stock Company;

**PART I – PROCEDURES FOR OPENING THE CONGRESS**

**III. Report on Checking Shareholders' Qualifications Before the General Meeting**

**1. Composition of the Shareholder Qualification Inspection Committee**

To check the shareholder status, report to the General Meeting of Shareholders on the results of the shareholder qualification examination; The Board of Directors has issued Resolution No. 02/NQ-HĐQT-KDM dated 16/04/2025, in which it has approved the establishment of the Shareholder Qualification Inspection Committee consisting of Mr. / Mrs.

- Mr. Giang Hong Quang - Head of the Committee.
- Mr. Dang Minh Tien - Member.

The Shareholder Qualification Examination Committee has distributed to each shareholder/authorized person attending the meeting 01 voting card to vote on the contents that need to be approved right at the 2025 Annual General Meeting of Shareholders of the Company.

Total number of cards issued: ... card, representing ..... voting papers.

## **2. Approval of the Record of Examination of Shareholders' Eligibility to Attend the General Meeting**

Mr. Giang Hong Quang - Head of the Shareholder Qualification Inspection Committee read the Minutes of Shareholder Qualification Examination to attend the 2025 Annual General Meeting of Shareholders with the following results:

- As of 09:00 on May 11, 2025, the number of delegates who are shareholders/authorized persons to attend: ..... Shareholders/Authorized Persons, Representatives of ..... shares/voting votes, corresponding to .....% of the total number of voting shares.

- Pursuant to the Law on Enterprises 59/2020/QH14 ("Law on Enterprises 2020") and Clause 1, Article 19 of the Company's Charter, the Company's 2025 Annual General **Meeting of Shareholders is eligible to be** conducted.

*(According to the Record of examination of shareholder status announced before the whole meeting).*

The General Meeting voted to approve the Record of Examination of Shareholder Status with the following voting results:

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

### ***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020 and the Company's Charter, this content was approved by the 2025 Annual General Meeting of Shareholders with .....% of the total votes cast at the General Meeting in favor.

## **IV. Election of the Presidium, the Secretariat of the Congress and the Vote Counting Committee**

Pursuant to the Resolution of the Board of Directors No. 02/NQ-HĐQT-KDM dated 16/04/2025 of the Board of Directors of GCL Group Joint Stock Company, the expected list of the Chairmanship, the expected list of the Secretariat and the Vote Counting Committee are as follows:

According to the results of inspection and shareholder registration updated to 09:05 on May 11, 2025: The total number of shareholders/authorized persons to attend the General Meeting is ..... shareholders/authorized persons, representatives of ..... voting votes (each ordinary share has one voting vote), accounting for .....% of the Company's voting shares.

### **1. Election of the Presiding Delegation of the Congress**

The Board of Directors has issued Resolution No. 02/NQ-HĐQT-KDM dated 16/04/2025, in which it has approved the expected list of the Presiding Delegation of the General Meeting including Mr. / Mrs.

- Mr. Dang Trung Hieu - Chairman of the Board of Directors of the Company: Chairman of the General Meeting.

- Mr. Phan Nam Giang - Member of the Board of Directors General Director of the Company: Member.

- Mr. Chu Van Dung - Member of the Board of Directors, Deputy General Director: Member.

The Congress voted to approve the composition of the Presiding Delegation mentioned above with the following voting results:

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter with this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes cast at the General Meeting in favor.

## **2. General Conference Secretariat**

The Board of Directors has issued Resolution No. 02/NQ-HĐQT-KDM dated 16/04/2025, in which it has approved the tentative list of the Secretariat of the General Meeting including Mr. / Mrs.

- Mr. Giang Thanh Trung - Secretary of the Congress.

The Congress voted to approve the composition of the Secretariat of the above Congress with the voting results as follows:

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for ....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for ....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter with this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

### **3. Vote Counting Committee**

The Board of Directors has issued Resolution No. 02/NQ-HDQT-KDM dated 16/04/2025, in which it has approved the expected list of the Vote Counting Committee of the General Meeting consisting of Mr. / Mrs.

- Mr. Dang Minh Tien: Head of the Committee.

- Mr. Giang Hong Quang: Member.

The Congress voted to approve the composition of the Vote Counting Committee mentioned above with the voting results as follows:

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

#### ***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for ....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for ....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for ....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter with this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes cast at the General Meeting in favor.

## **V. Approval of the Working Regulations and Program of the Annual General Meeting of Shareholders in 2025**

According to the results of the inspection and shareholder registration updated to 09:00..... 11/05/2025: The total number of shareholders/authorized persons to attend the General Meeting is ..... shareholders/authorized persons, representatives of ..... voting votes (each ordinary share has one voting vote), accounting for .....% of the Company's voting shares.

### **1. Working Regulations**

The Secretariat reads the Working Regulations of the 2025 Annual General Meeting of Shareholders of the Company:

The Congress voted to approve the Working Regulations of the Congress with the following voting results:

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for ....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for ....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter with this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes cast at the General Meeting in favor.

## **2. Meeting Agenda**

Mr. Dang Trung Hieu – Chairman read the Program of the 2025 Annual General Meeting of Shareholders, the content of the meeting program is as follows:

1. Report on the operation of the Board of Directors (BOD) in 2024 and the operation plan for 2025;
2. Report on the activities of independent members of the Board of Directors in the Audit Committee in 2024;
3. Financial statements in 2024 and selection of independent auditors to audit and review financial statements in 2025;
4. Proposal on the plan to pay remuneration to the Board of Directors and the Audit Committee (under the Board of Directors) in 2024 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2025;
5. The proposal not to implement the plan to issue individual shares in 2024;
6. Proposal for private placement of shares in 2025;
7. Proposal of the plan to issue shares under the option program for employees in 2025;
8. Dismiss members of the Board of Directors for the term (2021-2025) and elect members of the Board of Directors (term 2025-2030).

The Congress voted to approve the Congress Meeting Program (supplemented with the meeting content as mentioned above) with the voting results as follows:

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with a voting rate of .....% of the total votes attending the General Meeting in favor.

**PART II - CONTENTS OF REPORTS AND SUBMISSIONS AT THE CONGRESS**

**1. Report on the operation of the Board of Directors (BOD) in 2024 and the operation plan for 2025**

Mr. Phan Nam Giang - Member of the Board of Directors presented the 2024 Operation Report of the Board of Directors (BOD) and the 2025 Operation Plan (*Detailed content according to Report 02/BC-HDQT-KDM dated 10/04/2025 provided to the whole Meeting as prescribed*).

**2. Report on the activities of independent members of the Board of Directors in the Audit Committee in 2024**

Mr. Giang Thanh Trung - Member of the Board of Directors, Chairman of the Audit Committee presented the Report on the activities of independent members of the Board of Directors in the Audit Committee in 2024 (*Detailed content according to Report No. 01/BC-UBKT-KDM dated 10/04/2025 provided to the whole Meeting as prescribed*).

**3. Proposal to approve the 2024 financial statements and select an independent audit unit to audit and review the 2025 financial statements**

Mr. Phan Nam Giang - Member of the Board of Directors General Director presented the Report approving the 2024 Financial Statements and selecting an independent audit unit to audit and review the 2025 financial statements (*Detailed content according to Report No. 01/TTr-HDQT-KDM dated 10/04/2025 provided to the whole General Meeting as prescribed*).

**4. Proposal to approve the plan to pay remuneration to the Board of Directors and the Audit Committee (under the Board of Directors) in 2024 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2025**

Mr. Phan Nam Giang - Member of the Board of Directors General Director presented the Report approving the Plan for payment of remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2024 and the Plan for payment of remuneration to the Board of Directors and the Audit Committee in 2025 (*Detailed content according to the Report No. 02/TTr-HDQT-KDM dated 10/04/2025 provided to the whole General Meeting as prescribed*).

**5. Proposal for approval not to implement the plan to issue private placement of shares in 2024**

Mr. Phan Nam Giang - Member of the Board of Directors General Director presented the Proposal to approve the non-implementation of the plan to issue private placement of shares in 2024 *(Detailed content according to Report No. 03/TTr-HDQT-KDM dated 10/04/2025 provided to the whole General Meeting as prescribed).*

#### **6. Proposal to approve the private placement plan**

Mr. Phan Nam Giang - Member of the Board of Directors General Director presented the Report approving the Proposal for the private placement of shares *(Detailed content according to the Report No. 04/TTr-HDQT-KDM dated 10/04/2025 provided to the whole General Meeting as prescribed).*

#### **7. Proposal to approve the plan to issue shares under the option program for employees in 2025**

Mr. Phan Nam Giang - Member of the Board of Directors General Director presented the Report approving the plan to issue shares under the employee option program in 2025 *(Detailed content according to the Report No. 05/TTr-HDQT-KDM dated 10/04/2025 provided to the whole General Meeting as prescribed).*

### **PART III – DELIBERATING AND VOTING ON REPORTS AND SUBMISSIONS**

#### **1. Discuss:**

After the presentation of the Report and the report of the delegates, the Chairman of the Congress conducted a discussion within 20 minutes. Shareholders/authorized persons ask questions and the Company's representative answers

**Question 1: ....**

**Answer**

**Comments from shareholders**

.....

End the discussion.

#### **2. Vote to approve the contents of the proposals presented by the ballot**

The Chairperson presiding over the congress shall vote on the Reports and Proposals presented by the ballot.

Mr. Dang Trung Hieu - Head of the Vote Counting Committee instructed shareholders to vote according to the provisions of the Working Regulations of the General Meeting and shareholders who have voted according to regulations.

The Congress voted to approve the contents of the Reports and Submissions at the Congress.

### **PART IV – VOTING RESULTS OF REPORTS AND SUBMISSIONS**

After the end of the vote counting period, Mr. Nguyen Huy Hoan - Head of the Vote Counting Committee informed the whole Congress of the voting results through the contents of the Report and the Proposal to approve the Voting Papers at the Congress as follows:



According to the results of the inspection and registration of shareholders updated to ....h.... 11/05/2025: The total number of shareholders/authorized persons to attend the General Meeting is ..... shareholders/authorized persons, representatives of ..... voting votes (each ordinary share has one voting vote), accounting for .....% of the total voting shares of the Company.

- Each shareholder/authorized representative attending the meeting was issued 01 slip;
- Total Votes Issued: ..... ballots, representing {TONG\_CP} voting votes;
- Total number of non-collected votes: ..... vouchers, representing ..... voting papers;
- Total Receipts: ..... vouchers, representing ..... voting papers.

## **1. Approving the 2024 BOD Report and the 2025 Plan**

- Number of invalid ballots: ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ..... vouchers, representing .... voting votes, accounting for ....% of the total number of votes to attend the Congress.

### ***In which:***

- The number of votes in favor is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes without opinion is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

## **2. Approving the Activity Report of Independent Board Members in the Audit Committee in 2024**

- Number of invalid ballots: ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ..... vouchers, representing .... voting votes, accounting for ....% of the total number of votes to attend the Congress.

### ***In which:***

- The number of votes in favor is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes without opinion is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

**3. Approve the 2024 Financial Statements and select an independent auditor to audit and review the 2025 financial statements**

- Number of invalid ballots: ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ..... vouchers, representing .... voting votes, accounting for ....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes without opinion is ..... vouchers, representing .... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

**4. Approving the Proposal on the Remuneration Payment Plan for the Board of Directors and the Audit Committee (under the Board of Directors) in 2024 and the Remuneration Payment Plan for the Board of Directors and the Audit Committee in 2025**

- Number of invalid ballots: ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ..... vouchers, representing .... voting votes, accounting for ....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes without opinion is ..... vouchers, representing .... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

**5. Approved not to issue private placement in 2024**

- Number of invalid ballots: ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ..... vouchers, representing .... voting votes, accounting for ....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes without opinion is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

## **6. Approval of the Proposal for private placement of shares**

- Number of invalid ballots: ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ..... vouchers, representing .... voting votes, accounting for ....% of the total number of votes to attend the Congress.

### ***In which:***

- The number of votes in favor is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes without opinion is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

## **7. Approving the plan to issue shares under the option program for employees in 2025**

- Number of invalid ballots: ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ..... vouchers, representing .... voting votes, accounting for ....% of the total number of votes to attend the Congress.

### ***In which:***

- The number of votes in favor is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes without opinion is ..... vouchers, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

**PART V - DISMISSAL AND ELECTION OF MEMBERS OF THE BOARD OF  
DIRECTORS (TERM 2025-2030)**

**1. Presenting and approving the content of the dismissal of members of the Board of Directors for the term 2021-2025 and election of members of the Board of Directors (term 2021-2025):**

***1.1. Mr. Phan Nam Giang - Member of the Board of Directors presented the Report on the dismissal and election of members of the Board of Directors (term 2025-2030)***

*(Detailed content according to Report No. 06/TTr-HDQT-KDM dated .../04/2025 at the 2025 Annual General Meeting of Shareholders attached).*

***1.2. Voting results:***

- The Chairman asked the General Meeting of Shareholders to vote on the content of the Report on the dismissal and election of additional members of the Board of Directors (term 2025-2030) through the form of holding up voting cards.

- The voting results are as follows:

+Number of invalid votes: cards, representing votes, accounting for % of the total number of votes to attend the Congress.

+Number of valid votes: cards, representing votes, accounting for % of the total number of votes to attend the Congress.

***In which:***

+The number of votes in favor is a card, representing a vote sheet, accounting for a percentage of the total number of votes to attend the Congress.

+The number of votes against was 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

+The number of votes without opinions was 0 cards, representing 0 votes, accounting for 0% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, the General Meeting of Shareholders, this content is approved by the 2025 Annual General Meeting of Shareholders at the rate of .....% of the total number of votes to attend the Congress in favor.

**2. Approval of the Regulation on Election of Members of the Board of Directors (term 2025-2030)**

- Mr. Dang Minh Tien - Head of the Vote Counting Committee presented to the General Meeting the Regulation on the election of additional members of the Board of Directors (term 2025-2030).

- The voting results are as follows:

+Number of invalid votes: ..... card, representing 0 votes, accounting for .....% of the total number of votes to attend the Congress.

+Number of valid votes: ..... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

***In which:***

+The number of votes in favor is ..... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

+The number of votes against is ..... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

+The number of votes without opinion is ..... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, the General Meeting of Shareholders, this content is approved by the 2025 Annual General Meeting of Shareholders at the rate of .....% of the total number of votes to attend the Congress in favor.

### **3. The congress conducts elections**

The chairman presiding over the congress conducted the election.

Mr. Dang Minh Tien - Head of the Vote Counting Committee instructed the Election Congress to accumulate votes in accordance with the provisions of the approved election regulations.

The vote counting committee shall count election votes according to regulations.

### **4. Report on the results of vote counting for additional members of the Board of Directors (term 2025-2030)**

After completing the vote counting, Mr. Dang Minh Tien - Head of the Vote Counting Committee informed the whole Congress of the results of the election of members of the Board of Directors as follows:

#### **a. The results of the election of additional members of the Board of Directors according to the Election Vote Counting Record, specifically as follows:**

+Total number of ballots issued: ballots, representing shares with voting rights, accounting for a percentage of the total number of shares with voting rights to attend the General Meeting.

+The total number of votes collected: the ballot, representing the voting shares, corresponding to the votes.

#### ***In which:***

+Number of valid ballot papers: ballots, representing voting shares, corresponding to votes.

+Number of invalid ballots: 0 ballots, representing 0 voting shares, corresponding to votes.

<b>TT</b>	<b>Candidates</b>	<b>Number of votes</b>

b. Pursuant to the Company's Charter and the Regulation on Election of Additional Members of the Board of Directors, the following candidates ACHIEVE THE NUMBER OF VOTES FROM HIGH TO LOW TO BECOME members of the Board of Directors of GCL Group Joint Stock Company for the term 2025-2030:

-

## **PART VI – CLOSING OF THE CONGRESS**

Mr. Giang Thanh Trung - Secretary of the General Meeting presented the Minutes of the Annual General Meeting of Shareholders in 2025 and the Resolution of the Annual General Meeting of Shareholders in 2025.

The minutes of the meeting and the Resolution of the 2025 Annual General Meeting of Shareholders shall be voted on by holding up the voting card.

According to the results of the inspection and registration of shareholders updated to ....h..... 11/05/2025: The total number of shareholders/authorized persons to attend the General Meeting is ..... shareholders/authorized persons, representing ..... voting votes (each ordinary share has one voting vote), accounting for .....% of the total voting shares of the Company.

**The voting results are as follows:**

**1. Approval of the Minutes of the 2025 Annual General Meeting of Shareholders of the Company**

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

**2. Approved the Resolution of the Company's 2025 Annual General Meeting of Shareholders**

- Number of invalid ballots: ... cards, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

- Number of valid votes: ... card, representing ..... votes, accounting for .....% of the total number of votes to attend the Congress.

***In which:***

- The number of votes in favor is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes against is ... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

- The number of votes with no opinion is... card, representing ..... voting votes, accounting for .....% of the total number of votes to attend the Congress.

Pursuant to the Law on Enterprises 2020, the Company's Charter, and the Working Regulations of the General Meeting, this content was approved by the Annual General Meeting of Shareholders in 2025 with .....% of the total votes voting at the General Meeting in favor.

This record is fully and truthfully recorded by the Secretariat of the session. The minutes include.... page, which was read before the General Meeting and approved by the 2025 Annual General Meeting of Shareholders before the end of the session.

The General Meeting assigns the Board of Directors, the Audit Committee, the General Director and relevant departments and departments to be responsible for implementing the Resolution passed by the General Meeting in accordance with the provisions of law.

The 2025 Annual General Meeting of Shareholders of GCL Group Joint Stock Company ended on ..... hour..... on the same day.

The minutes shall be made with the signatures of the presiding judge and the secretary as follows:

**TM. SECRETARIAT  
HEAD**

**TM. PRESIDUM  
CHAIRMAN**

**Giang Thanh Trung**

**Dang Trung Hieu**

**DRAFT**

**RESOLUTION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

**GENERAL MEETING OF SHAREHOLDERS  
GCL GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Charter of organization and operation of GCL Group Joint Stock Company (the Company);
- Pursuant to the Minutes of the 2024 Annual General Meeting of Shareholders No. 01/BB-ĐHĐCĐ-KDM dated 11/05/2025.

**RESOLUTIONS:**

**Article 1. Approval of the 2024 Board of Directors Activity Report and 2025 Operation Plan**

*(Detailed content according to Report No. 02/BC-HĐQT-KDM dated 10/04/2025 attached).*

**Article 2. Approval of the Activity Report of Independent Board Members in the Audit Committee in 2024**

*(Detailed content according to Report No. 01/BC-UBKT-KDM dated 10/04/2025 attached).*

**Article 3. To approve the 2024 financial statements and select an independent audit unit to audit and review the 2025 financial statements**

*(Detailed content according to Report No. 01/TTr-HĐQT-KDM dated 10/04/2025 attached).*

**Article 4. Approving the Remuneration Payment Plan for the Board of Directors and the Audit Committee in 2023 and the Remuneration Payment Plan for the Board of Directors and the Audit Committee in 2024**

*(Detailed content according to Report No. 02/TTr-HĐQT-KDM dated 10/04/2025 attached).*

**Article 5. Approved not to implement the plan to issue private placement of shares in 2024**

*(Detailed content according to Report No. 03/TTr-HĐQT-KDM dated 10/04/2025 attached).*

**Article 6. Approval of the private placement plan**

*(Detailed content according to Report No. 04/TTr-HĐQT-KDM dated 10/04/2025 attached).*



**Article 7. Approving the plan to issue shares under the option program for employees in 2025**

*(Detailed content according to Report No. 05/TTr-HDQT-KDM dated 10/04/2025 attached).*

**Article 8. Approving the dismissal and election of members of the Board of Directors of the Company (term 2025-2030)**

- Dismissal of the title of member of the Board of Directors with Mr.

*(Detailed content according to Report No. ...).*

List of members of the Board of Directors of the Company (term 2025-2030):

1.

**Article 9. The General Meeting of Shareholders assigns and authorizes the Board of Directors of the Company to direct the implementation of the above contents in accordance with the provisions of law and the Company's Charter.**

This Resolution has been approved by the General Meeting of Shareholders and takes effect from the date of signing.

***Recipient:***

- SSC, NNX, Shareholders (for reporting),
- Company website,
- BOM; Board of Directors (to be present),
- The People's Committee (for supervision),
- Business Registration Department,
- Luu VT.

**GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**Dang Trung Hieu**