

**DISCLOSURE OF INFORMATION ON THE ELECTRONIC INFORMATION  
PORTAL OF THE STATE SECURITIES COMMISSION  
AND THE HANOI STOCK EXCHANGE**

**To:**

- State Securities Commission of Vietnam;
- Hanoi Stock Exchange;
- Shareholders.

- Company name: **GCL Group Joint Stock Company**
- Stock code: **KDM**
- Head office address: 5th Floor, NO2 Building, Gold Season, No. 47, Nguyen Tuan street, Thanh Xuan ward, Hanoi city, Vietnam.
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- Phone: +84 24 665 23182
- Person in charge of information disclosure: **Giang Thanh Trung**
- Type of information disclosure: ☒ 24-hour      ☒ Ad hoc      ☐ Periodic      ☐  
Request

**Content of the information disclosure:**

GCL Group Joint Stock Company announces information on the Resolution of the Board of Directors No. 03/NQ-HĐQT-KDM dated February 12, 2026 on the Approving the documents of the General Meeting and personnel for the Annual General Meeting of Shareholders in 2026.

This information was published on the website of GCL Group Joint Stock Company on February 12, 2026 at the following link: [www.gclgroup.vn](http://www.gclgroup.vn).

We hereby commit that the above-disclosed information is true and accurate, and we take full responsibility before the law for the content of the disclosed information./.

**AUTHORIZED PERSON FOR  
INFORMATION DISCLOSURE**



**Giang Thanh Trung**

**RESOLUTIONS OF THE BOARD OF DIRECTORS**

*(Re: Approving the documents of the General Meeting and personnel for the 2026 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. 03/BB-HĐQT-KDM of the Board of Directors of the Company dated 12/02/2026.*

**RESOLVED:**

**Article 1.** Approving the documents of the 2026 Annual General Meeting of Shareholders (AGM) of GCL Group Joint Stock Company (the Company), including:

1. Invitation to the 2026 Annual General Meeting of Shareholders;
2. Agenda of the Annual General Meeting of Shareholders in 2026;
3. Working Regulations of the Annual General Meeting of Shareholders in 2026;
4. Submission of the Remuneration Plan to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the Remuneration Plan for the Board of Directors and the Audit Committee in 2026;
5. Proposal for change of head office of the enterprise;
6. The authorization report of the General Meeting of Shareholders to the Board of Directors to decide on a number of issues under the competence of the General Meeting of Shareholders;
7. The proposal does not implement the plan for private placement of shares in 2025;
8. Proposal on the plan for private placement of shares in 2026;
9. Proposal on the plan to issue shares under the option program for employees in 2026;
10. Draft Minutes and Resolution of the Annual General Meeting of Shareholders in 2026.

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

1. The Shareholder Eligibility Examination Committee shall be established consisting of the following personnel:

- Ms. Dang Thi Thuy - Head of the Department;

- Ms. Dang Thi Thao - Member;

2. The Shareholder Eligibility Examination Committee may have an assisting division which, as designated by the Head of the Board, uses computer systems, printers, scanners and cameras to perform its tasks.

3. Rights and obligations of the Shareholder Status Examination 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 Status Examination Committee has the right to consider and decide to settle cases arising in the shareholder qualification examination which have not yet 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.

- Performing/supervising the registration procedures, entering shareholder data attending the meeting.

- Distribute voting cards to shareholders; Voting slips; Ballots and other relevant meeting documents.

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

- Report to the General Meeting on the results of the examination of shareholders' eligibility 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 registered to attend the General Meeting (due to shareholders going out or late registering for the meeting);

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

- Perform other tasks assigned by the Congress.

**Article 3.** Decision on nomination of personnel to participate in the Presiding Delegation, Vote Counting Committee, Secretariat of the General Meeting of Shareholders to vote for approval at the Annual General Meeting of Shareholders in 2026, 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:

- Ms. Dang Thi Thao - Head of Department

- Mr. Dang Ngoc Chi - Member

**Article 4.** Implementation provisions:

1. This Resolution takes effect from the date of its signing. The Presiding Delegation, the Shareholder Eligibility Examination Committee, the Vote Counting Committee, and the Secretariat of the General Meeting shall operate during the Annual General Meeting of Shareholders in 2026 and dissolve themselves after 90 days from the end of the General Meeting.

2. The Chairperson of the General Meeting, the Head of the Vote Counting Committee and the Secretary of the General Meeting shall lead, direct and comprehensively administer all aspects of the work of each committee and take responsibility before 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./.

**Recipients:**

- As in Article 4;
- SSC, HNX.

**BOARD OF DIRECTORS  
CHAIRMAN**



**Dang Trung Hieu**



## GCL GROUP JOINT STOCK COMPANY

Business Registration Certificate No. 0700324666 issued by the Department of Planning and Investment of Hanoi City  
changed for the 28th time on 02/08/2024

Head office: 5th Floor, NO2 Building, Gold Season, No. 47, Nguyen Tuan Street, Thanh Xuan Ward, 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 2026

#### SHAREHOLDER CODE

**Dear Shareholders:**

**Address:**

**ID CARD/CCCD/HC/KDN number:.....**

**Number of shares owned:**

GCL Group Joint Stock Company would like to invite shareholders to attend the Annual General Meeting of Shareholders in 2026 with specific details as follows:

- 1. Time: 09:00**, Monday, March 9, 2026.
- 2. Location:** 3rd Floor, 25T2-N05 Building, Trung Hoa Nhan Chinh Urban Area, Nguyen Thi Thap Street, Thanh Xuan Ward, Hanoi City.
- 3. Contents of the meeting:** The Annual General Meeting of Shareholders will consider and approve the following contents:
  - Report on the activities of the Board of Directors (BOD) in 2025 and Operation Plan in 2026;
  - Report on the activities of independent members of the Board of Directors in the Audit Committee in 2025;
  - Financial statements in 2025 and selection of independent auditing units to audit and review financial statements in 2026;
  - Proposal on the plan to pay remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2026; Proposal for change of head office of the enterprise;
  - The authorization report of the General Meeting of Shareholders to the Board of Directors to decide on a number of issues under the competence of the General Meeting of Shareholders;
  - The proposal does not implement the plan for private placement of shares in 2025;
  - Proposal on the plan for private placement of shares in 2026;
  - Proposal on the plan to issue shares under the option program for employees in 2026;
  - Other contents under the jurisdiction 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 10/02/2026.
- 5. Shareholders or authorized persons attending the meeting should bring the following documents:**

### **5.1. For individuals**

- Attending in person: Invitation letter and original ID card/citizen identity card/passport with validity date.
- Attendance by authorization: Invitation letters and valid Power of Attorney must have full signatures specified in the Working Regulations of the General Meeting and the original of the People's Identity Card/Citizen Identity Card/Passport with the validity period of the authorized person.

### **5.2. For organizations**

- Attending in person: Invitation to the meeting, Certified Copy of the latest Business Registration Certificate and the original of the valid identity card/citizen identity card/passport of the legal representative.
- Attendance by authorization: Invitation letters and valid Power of Attorney must have full signatures specified in the Working Regulations of the General Meeting and the original of the People's Identity Card/Citizen Identity Card/Passport with the validity period of the authorized person.

### **6. Documents enclosed with the Invitation to the Meeting**

- The program of the congress, the form of confirmation of attendance at the meeting, the form of the power of attendance to attend the meeting;
- 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 us to receive documents directly from the Company.

### **7. Registration for the Congress and Contact Information**

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

<https://forms.gle/HsNLKLRNDi9gagcd7>

It is a great pleasure to welcome shareholders at the 2026 Annual General Meeting of Shareholders of GCL Group Joint Stock Company.

Sincerely invited./.

*Hanoi, February 12, 2026*  
**BOARD OF DIRECTORS**  
**CHAIRMAN**

**Dang Trung Hieu**



**MEETING AGENDA**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**  
**GCL GROUP JOINT STOCK COMPANY**

**Time:** 9:00 AM, Monday, March 9, 2026.

**Location:** 3rd Floor, 25T2-N05 Building, Trung Hoa Nhan Chinh Urban Area, Nguyen Thi Thap Street, Thanh Xuan Ward, Hanoi City.

Time	Contents
08h30 - 09h00	<ul style="list-style-type: none"><li>- Welcoming delegates and checking shareholder status.</li></ul>
09h00 - 09h30	<ul style="list-style-type: none"><li>- Declaration of reasons, introduction of participants to the Congress;</li><li>- Report on the results of checking the eligibility of shareholders to attend the General Meeting;</li><li>- Introducing and approving the Presidium, the Secretariat, the Vote Counting Committee;</li><li>- Approving the meeting agenda and working regulations of the Congress;</li><li>- The Chairman opened the General Meeting of Shareholders.</li></ul>
09:30 - 10:15	<p>Presenting reports and submissions:</p> <ol style="list-style-type: none"><li>1. Report on the activities of the Board of Directors (BOD) in 2025 and Operation Plan in 2026;</li><li>2. Report on the activities of independent members of the Board of Directors in the Audit Committee in 2025;</li><li>3. Financial statements in 2025 and selection of independent auditing units to audit and review financial statements in 2026;</li><li>4. Proposal on the plan to pay remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2026;</li><li>5. Proposal for change of head office of the enterprise;</li><li>6. The authorization report of the General Meeting of Shareholders to the Board of Directors to decide on a number of issues under the competence of the General Meeting of Shareholders;</li><li>7. The proposal does not implement the plan for private placement of shares in 2025;</li><li>8. Proposal on the plan for private placement of shares in 2026;</li><li>9. Proposal on the plan to issue shares under the option program for employees in 2026;</li></ol>

	10. Other contents under the jurisdiction of the General Meeting of Shareholders (if any).
10:15 - 10:45	<ul style="list-style-type: none"> <li>- Discussing and answering questions at the Congress;</li> <li>- Shareholders vote on the contents of reports and submissions at the General Meeting.</li> </ul>
10:45 - 11:00	<ul style="list-style-type: none"> <li>- Counting votes;</li> <li>- Report on the results of vote counting on the contents at the General Meeting</li> </ul>
11:00 - 11:30	<ul style="list-style-type: none"> <li>- Approving the Minutes and Resolutions 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, March 9, 2026*

**DRAFT**

**WORKING REGULATIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026  
GCL GROUP JOINT STOCK COMPANY**

**Article 1. Based on**

- 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 the law and the Charter of GCL Group Joint Stock Company;
- Ensuring the principles of openness, democracy and legitimate interests of all shareholders;
- Ensuring 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 (10/02/2026) who have the right to directly attend the General Meeting or authorize others to attend the General 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 People's Identity Card/Citizen Identity Card/Passport, Invitation Letter, original Power of Attorney (if any), enclosed with a copy of the people's identity card/citizen identity card/passport of the authorized person, a certified copy of the latest enterprise registration certificate (for organizations), submit to the shareholder qualification examination board and receive one (01) voting card (green) and voting slips (blue) (including the code of the delegates attending and the number of voting shares).
2. Power of attendance to attend the General Meeting of Shareholders
  - a. The power of attorney must be signed according to the following provisions:
    - (i) For individual shareholders: In case the individual shareholder is the 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 shareholder of the organization is the authorizer, the authorization document must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.
  - In case the authorized representative of the shareholder of the organization is the authorizer, 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 re-authorize a third person unless 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, affixed with 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, complying with the arrangement of the position of the Organizing Committee.
4. Shareholders attending the General Meeting must comply with the general regulations on culture of 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 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 general agenda.
5. The chairperson has the right to request all participants to undergo inspection or other lawful and reasonable security measures; request competent agencies to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from 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, such shareholder shall be responsible for contacting the Vote Counting Committee to notify his/her written opinions 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 Vote Counting Committee, the opinion of such shareholder shall be considered invalid for the issues voted on from the time of such shareholder's absence.



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

1. The General Meeting shall be conducted when the number of shareholders/authorized persons of shareholders 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 be conducted according to the above provisions, the convening and conducting the next General Meeting of Shareholders will be conducted in accordance with the provisions of the Law on Enterprises and the Company's Charter.

## **Article 6. Proposing the issue to be included 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 issues 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 shares of the shareholder, and the issue proposed 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 General Meeting of Shareholders, he or she must reply in writing and clearly state the reason. The convener of the General Meeting of Shareholders may only refuse the petition 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 is not 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 proposals specified in Clause 1 of this Article in the proposed 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 program and content of the meeting if approved by the General Meeting of Shareholders.
4. Right at the 2026 Annual General Meeting of Shareholders, the meeting agenda and meeting content may be supplemented with detailed issue(s) arising at the recommendation of shareholders if approved by the General Meeting of Shareholders.

## **Article 7. Voting at the General Meeting**

1. All issues on the agenda of the General Assembly are adopted by direct vote at the General Assembly. Each shareholder is issued a voting card and voting cards (when there are contents that need to be approved by voting at the General Meeting) with the seal of GCL Group Joint Stock Company.

2. In case the voting slips/cards are lost, voted incorrectly or filled in the wrong voting information, at that time, the shareholders come to the desk to carry out the procedures to request reprinting:
  - + Shareholders must go to the right ticket printing counter for the 1st time to carry out procedures for reprinting the voucher set for the next time. In case the Vote Counting Board is counting votes, shareholders must go to the ticket printing counter outside the Vote Counting Room to reprint the votes. At this time, only the votes with the content that the Congress has not yet voted on.
  - + The reprinting of the Card/Voting Slip must be made in writing with the certification of the shareholders. The employee printing the card/voting slip must keep the record and revoke the old set of votes and affix the cancellation stamp (in case the shareholder fills in the wrong information or mistakenly votes to reprint another set of votes).
  - + For Cards/Ballots that are printed multiple times, only the Cards/Ballots that were printed the last time are valid (the program only allows the information of the last Card/Ballot to be updated).
3. How to vote:
  - Voting cards
    - + Characteristics: The voting card contains information of shareholders/authorized persons, registration numbers/codes of shareholders attending, number of shares with voting rights at the General Meeting and the corresponding number of 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 Agenda, Election of the Presiding Delegation, Vote Counting Committee, Secretariat,... in the form of holding up voting cards.
    - + Usage: 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 opinion* 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 hold up the voting card in all 03 votes of Approval/Disapproval/No opinion of an issue, it is considered as voting in favor of that issue. In case the shareholder/authorized person raises the voting card more than 01 time when voting in favor/disapproval/no opinion on an issue, it is considered as an invalid vote.
  - Voting
    - + Characteristics: The voting slips contain information of shareholders/authorized persons, registration numbers/codes of shareholders attending, total number of shares with voting rights at the General Meeting and the corresponding number of votes. On the Voting Form, the Shareholder Eligibility 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 voting vote to vote on the contents to be approved at the General Meeting by voting. The Shareholder Qualification Examination Committee arranges ballot boxes in the hall for shareholders to vote.
- + How to use:
  - (i) Shareholders/Authorized Persons of shareholders vote for each issue by marking "X" on the corresponding option on the Voting Form when the Presiding Delegation asks the shareholders to vote and vote in the ballot box.
  - (ii) For each voting slip including the 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 Voting Papers:
  - + Valid voting papers: are those issued by the Shareholder Status Examination Board according to the form, affixed 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 can only choose one of three options: Approve - Disagree - No opinion; in case the shareholders/authorized persons change their opinions before completing the voting, they will mark again and sign on the right side their final selection plan); sign and clearly state the full name of the shareholder/authorized person to attend the meeting.
  - + A vote is invalid when:
    - a. The slip is not issued by the Shareholder Status Examination Board according to the form and is not stamped with the hanging seal of GCL Group Joint Stock Company and/or;
    - b. The slip does not have the signature of the shareholder/authorized person attending the meeting and/or;
    - c. The ballot is torn, crossed out and/or;
    - d. The vote shall be inscribed with other contents on all contents that have been pre-printed in the Voting Form and/or;
    - e. If the voting slip has two or more options in the same content and there is no signature on the final selection plan or no option is selected, the voting for that content is considered invalid. The voting for each content to be approved in the voting slip is independent of each other and the validity is determined on each voting content and/or;

- f. The vote is used by the shareholders in the wrong voting order for the voting content (This vote will not be counted in the voting results).
- + Handling of invalid votes:
  - o If the voting papers are invalid for the reasons specified in (a), (b), (c), all voting contents shall not be included in the vote counting results.
  - o For the case specified in item (e): the votes with each invalid content, the invalid voting contents shall not be included in the vote counting results.
- Voting rules:
  - + Each ordinary share has one vote.
  - + The voting ratio per voting content is determined by the ratio of the total valid votes collected by the shareholders attending the meeting divided by the total number of votes of the shareholders attending the meeting (calculated on the number of votes cast).
  - + The percentage of votes necessary to approve the voting contents at the General Meeting shall comply with the provisions of the Company's Charter and the provisions of law.
  - + Time to count votes and announce the results of vote counting: The vote counting committee will count the votes and report the results of the vote counting right at the Congress.
- 4. Conditions for the Resolution of the General Meeting of Shareholders to be approved
  - a. Each ordinary share has one vote.
  - b. The percentage of votes required to approve voting contents at the General Meeting shall comply with the provisions of the Company's Charter and the provisions of law, in which:
    - (i) The resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting:
      - Type of shares and number of shares offered;
      - Change of business lines, professions and fields;
      - Changes in the organizational structure of the Company's management;
      - Transactions of purchase and sale of assets of the Company or its branches with a value of 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 cancellation of special rights attached to a class of preferred shares;
    - (ii) Resolutions on other issues shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all

shareholders attending the meeting, except for the cases 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 General Meeting**

1. Shareholders attending the General Meeting who wish to express their opinions must register the contents of their speeches in the question form, in case there is no question sheet, they shall register the contents of their speeches on paper and transfer them to the assisting team to the Secretariat for submission to the Presiding Delegation.
2. In case the Presiding Delegation requests shareholders to speak directly, shareholders need to make a speech, raise their hands to propose to speak, and only express their opinions when invited by the Presiding Delegation 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 an unexpected prolongation of the Congress or there are many overlapping opinions on the content, the Presiding Delegation has the right to choose the most general or closest to the agenda to answer and refuse to answer issues outside the agenda.
4. Shareholders when speaking need to be concise, avoid duplication and focus on the focus to be discussed, in accordance with the content of the approved agenda of the 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 shareholders' questions.

#### **Article 9. Rights and responsibilities of the Presiding Delegation**

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

1. To administer the activities of the General Meeting of Shareholders of the Company in accordance with the order of the expected General Meeting approved by the General Meeting of Shareholders.
2. Guide the delegates and the Congress to discuss.
3. Submit the draft and conclude necessary issues for the General Meeting of Shareholders to vote.
4. Answer/Appoint persons responsible for answering issues requested by the Congress.
5. The Presiding Delegation 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 shareholder representatives attending.
6. Other rights under the Company's Charter of organization and operation.

#### **Article 10. Responsibilities of the Shareholder Eligibility Examination Committee**

The Shareholder Eligibility Examination Committee to attend the General Meeting shall be appointed by the Board of Directors. The Eligibility Examination Committee is responsible for checking the qualifications and status 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 eligibility and legality examination. validity of the organization of the General Meeting in accordance with the provisions of the Company's Charter.

#### **Article 11. Responsibilities of the Secretariat of the Congress**

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

1. Fully and truthfully record all the contents of the General Meeting and issues that have been approved or noted by 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. Receive question cards from shareholders through the Chairman's Delegation assisting team.
4. Other tasks specified in the Company's Charter and Internal Regulations on governance (if any).

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

1. The Vote Counting Committee is nominated by the Presiding Delegation and approved by the General Meeting of Shareholders in the form of voting. The Vote Counting Committee has the following tasks:
  - a. Disseminate 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 Company's Charter and Internal Regulations on governance (if any).
2. Vote counting principles:
  - a. 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 about the remaining shareholders who have not voted without any shareholders having an opinion;
  - b. The Vote Counting Board shall inspect 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 brought into the counting room is invalid;



- e. The Vote Counting Committee may use electronic technical means and technical experts to assist in counting votes;
- f. The vote counting must ensure accuracy, transparency, objectivity, timeliness and strictly comply with the provisions of law and this Regulation, settle questions of shareholders related to voting within their competence;
- g. When entering the vote counting room: to avoid making noise, disorder, ensuring the safety and confidentiality of information at the vote counting room; All personnel present at the vote counting room are absolutely not allowed to use any electronic devices (mobile devices, camcorders, recordings, photography, smartphones,...). The Organizing Committee of the Congress is entitled to arrange video cameras with confidential filming contents to serve the post-inspection upon request;
- h. It is absolutely forbidden to propose or commit acts of obstructing the counting of votes and acts that are not in accordance with the provisions of law and this Regulation. It is not allowed to make copies of documents of the Vote Counting Committee, votes of shareholders, preliminary vote counting results, minutes of the Vote Counting Committee; Failing to provide vote counting results to any person other than the Chairman of the Congress when the minutes of vote counting results have not been announced at the Congress and approved by the Congress;
- i. After the vote counting is completed, the Vote Counting Committee shall make a vote counting record and the vote counting record 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 the meeting 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 of Shareholders 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 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. Records, minutes, signatures of shareholders attending the meeting directly and the written authorization to attend the General Meeting shall be kept at the Company's head office.

**Article 14. Implementation provisions**

The Working Regulations of the 2026 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, participants of the General Meeting and parties participating in the General Meeting shall have to implement this Regulation.

**Above is the entire Working Regulation of the 2026 Annual General Meeting of Shareholders of GCL Group Joint Stock Company. Respectfully submit to the General Meeting of Shareholders for approval.**

**Sincerely./.**

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dang Trung Hieu**

**STATEMENT**

Plan to pay remuneration to the Board of Directors, Audit Committee (under the Board of Directors) in 2025 and Plan to pay remuneration to the Board of Directors and Audit Committee in 2026

**Dear: Annual General Meeting of Shareholders in 2026.**

*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 Company's 2025 business results and 2026 business plan.*

The Board of Directors (BOD) of the Company respectfully submits to the General Meeting of Shareholders (AGM) for approval the Plan for payment of remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the Plan for payment of remuneration to the Board of Directors and the Audit Committee in 2026, specifically as follows:

**1. Remuneration payment to the Board of Directors and the Audit Committee (under the Board of Directors) in 2025**

In 2025, the Company did not achieve the business plans as planned, so members of the Board of Directors and members of the Audit Committee proposed not to receive remuneration.

**2. Remuneration plan for the Board of Directors and the Audit Committee in 2026**

TT	Criteria	Number of people	Expected remuneration in 2026(VND/year)	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	Board Members	07	48.000.000	336.000.000
<b>B</b>	<b>Remuneration of the Audit Committee</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>

Respectfully submitted to the Annual General Meeting of Shareholders in 2026 for approval.

Best regards!

**Recipients:**

- As dear;
- Board of Directors;
- General Director.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dang Trung Hieu**

**STATEMENT**

Change of address of the Company's head office.

**Dear: Annual General Meeting of Shareholders in 2026.**

*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 GCL Group Joint Stock Company.*

The Board of Directors (BOD) of GCL Group Joint Stock Company (the Company) respectfully submits to the General Meeting of Shareholders for approval the change of the Company's head office as follows:

**1. To approve the change of the address of the Company's head office as follows:**

- Current address: 5th Floor, NO2 Building, Gold Season, Nguyen Tuan Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City, Vietnam (now Thanh Xuan Ward, Hanoi City, Vietnam).

- New address: Assign the Board of Directors to decide on the new location.

- Implementation time: In 2026.

**2. To approve the amendment of the Charter, Enterprise Registration and documents related to the Company's legal entity on the address of the Company's head office at the new location.**

**3. To authorize and assign the Board of Directors of the Company to decide on necessary tasks in accordance with the provisions of law to change the address of the head office, including but not limited to the following tasks:**

- The decision to rent or purchase an office at the expected address is changed according to the contents in Section 1 of this Report depending on the actual situation;

- Negotiating and signing contracts related to the lease/purchase of an office at the new address;

- Carrying out renovation and repair of premises to ensure the Company's operation (if necessary);

- Carrying out procedures for registering the change of head office address with competent state agencies in accordance with law;

- Carrying out procedures for changing the Certificate of Enterprise Registration, other related procedures with the authorities after completing the change of the address of the Company's head office;

- Amend the terms related to the head office information in the Company's Charter after completing the procedures for changing the location of the head office;
- Perform other necessary and relevant tasks as prescribed;
- The Board of Directors is allowed to assign/re-authorize the General Director to perform the authorization contents as prescribed in Sections 2 and 3 of this Report.

**Respectfully submit to the General Meeting of Shareholders for approval.**

Sincerely./.

**Recipients:**

- As dear;
- Board of Directors;
- General Director.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dang Trung Hieu**



**STATEMENT**

Authorizing the Board of Directors to make decisions  
some contents under the jurisdiction of the General Meeting of Shareholders

**Dear:      Annual General Meeting of Shareholders in 2026.**

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17/06/2020;*

*- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019;*

*- Pursuant to Decree 155/2020/ND-CP dated 31/12/2020 detailing a number of articles of the Law on Securities;*

*- Pursuant to the Charter of GCL Group Joint Stock Company.*

The Board of Directors of GCL Group Joint Stock Company respectfully proposes to the General Meeting of Shareholders to authorize the Board of Directors and approve the Board of Directors to re-authorize the Chairman of the Board of Directors and members of the Board of Directors to work under the standing regime to decide on a number of contents under the competence of the General Meeting of Shareholders in the fiscal year 2026 with the following contents:

- Proactively adjust business plans, targets and annual business operating budgets to suit market developments, macroeconomic policies and provisions of law;

- Decide on the selection, formulation of plans and implementation of forms of capital mobilization and loans for the Company's business activities within the scope permitted by law;

- Decide on amendments and supplements to the Charter in accordance with current law provisions and apply the amended Charter;

- Deciding to invest in or sell assets with a value equal to or greater than or equal to 35% of the total value of assets recorded in the company's latest financial statements to meet business operation requirements;

- Deciding on contracts and transactions with a value equal to or greater than or equal to 35% of the total value of assets recorded in the company's latest financial statements between the Company and shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and related persons; Members of the Board of Directors, the Control Board, the General Director, other managers of the Company and related persons of these subjects.

Respectfully submit to the General Meeting of Shareholders of GCL Group Joint Stock Company for consideration, comments and approval./.

Sincerely./.

***Recipients:***

- Shareholders;
- Board of Directors;
- General Director.

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Dang Trung Hieu**

No. 05/TTr-HDQT-KDM

*Hanoi, February 12, 2026*

**STATEMENT**

Not implementing the private placement plan  
to increase charter capital in 2025

**Dear: Annual General Meeting of Shareholders in 2026.**

- 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 the Report No. 04/TTr-HDQT-KDM dated 29/04/2025;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-DHĐCĐ-KDM dated 11/05/2025;
- Based on the operation situation of GCL Group Joint Stock Company.

On May 11, 2025, the 2025 Annual General Meeting of Shareholders of GCL Group Joint Stock Company approved the plan to offer private placement of shares to increase charter capital in 2025 (*Details according to report No. 04/TTr-HDQT-KDM dated April 29, 2025*).

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 2025, the Board of Directors of the Company has not implemented the plan to offer individual shares to increase charter capital in 2025.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders of GCL Group Joint Stock Company in 2026 to approve not to implement the plan to offer individual shares to increase charter capital in 2025.

Sincerely,

***Recipients:***

- As dear;
- Board of Directors;
- General Director.

**BOARD OF DIRECTORS  
CHAIRMAN**

**Dang Trung Hieu**

**STATEMENT**

Plan to issue individual shares to increase charter capital in 2026.

**Dear:      Annual General Meeting of Shareholders in 2026.**

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17/06/2020;*

*- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019;*

*- Pursuant to Decree 155/2020/ND-CP dated 31/12/2020 detailing a number of articles of the Law on Securities;*

*- Pursuant to the Charter of GCL Group Joint Stock Company.*

The Board of Directors of GCL Group Joint Stock Company respectfully submits to the General Meeting of Shareholders (AGM) for approval the plan to issue shares separately to increase charter capital, detailed as follows:

**1. Issue Stock Information**

**- Issued shares:** GCL Group Joint Stock Company shares

**- Stock Code:** KDM

**- Stock Type:** Common Stock

**- Par value of shares:** 10,000 VND/share

**- Number of outstanding shares before issuance:** 7,596,981 shares (Seven million five hundred and nine six thousand nine hundred and eighty-one shares)

**- Number of shares expected to be issued:** 4,000,000 shares (Four million shares)

**- Value of shares issued at par value:** 40,000,000,000 VND (Forty billion VND)

**- Purpose of issuance:** Purchase of the Company's headquarters.

The General Meeting of Shareholders authorizes the Board of Directors to proactively allocate capital obtained from the issuance based on the results of the issuance and/or amend, supplement and adjust the capital use plan in accordance with the actual operation of the Company and ensure the interests of shareholders. The change of the capital use plan must be in accordance with the provisions of relevant laws and the interests of shareholders.

**- Form of issuance:** Private placement for professional securities investors.

**- Issuer:** Domestic professional securities investors.

**- Criteria for selecting investors to buy privately issued shares:** Professional securities investors are domestic organizations/individuals in accordance with the provisions of law, have a willingness to cooperate, have financial capacity, and are able to support the company's activities.

- **Transfer restrictions:** Shares successfully issued in this offering will be restricted from transfer for 01 (one) year for professional securities investors and will not restrict transfer between professional securities investors.

- **Expected offering price:** Authorize/assign the Board of Directors to decide on the appropriate issue price at the time of issuance and not lower than the par value of the shares.

- **Expected issuance time:** It is expected that in 2026-2027, the specific implementation time will be decided by the Board of Directors in accordance with the approval of the competent State management agency.

- **Handling plan in case the shares are not offered for sale as planned:** In case the issued shares are not fully distributed according to the expected plan due to the investor's failure to exercise the right to buy, the General Meeting of Shareholders authorizes/assigns to the Board of Directors:

Decide on the distribution to other subjects;

Choosing to adjust the capital use plan ensures the principle of not affecting the company's capital sources and regular operations.

- **Additional registration of shares:** Shares issued to increase share capital from equity will be additionally registered at the Vietnam Securities Depository and Clearing Corporation.

- **Changes in stock listing registration:** Shares issued to increase share capital from equity will be registered for listing on the Hanoi Stock Exchange (HNX) according to regulations.

- **Ensuring the maximum foreign ownership rate in the issuance:** The Company's maximum foreign ownership rate is 0%.

- **Commitment not to violate the regulations on cross-ownership:** The issuance of individual shares of the Company to professional securities investors ensures that it does not lead to violations of the regulations on cross-ownership specified in Article 195 of the current Law on Enterprises and Article 12 of Decree 47/2021/ND-CP.

- **Commitment not to repurchase shares during the private placement:** The Company undertakes not to repurchase its own shares during the private placement.

## **2. Authorization contents**

The General Meeting of Shareholders assigns/authorizes the Board of Directors to decide on the following issues:

- Proactively decide on specific issues in the issuance plan, develop issuance documents, select the issuance time, select investors who meet the criteria according to the issuance plan, the number of investors and the number of shares each investor can buy, approving the contents of the signing and performance of commitments/contracts, agreements and other transactions related to the purchase and sale of shares of the issuance, submitting dossiers and explaining dossiers of application for issuance licenses to the SSC and competent agencies. At the same time, it is allowed to actively adjust and detail relevant issuance plans and dossiers at the request of the SSC and other functional agencies;

- Perform the determination of the status of a professional securities investor or authorize/assign a third party with sufficient authority/function to perform the

determination of the status of a professional securities investor in accordance with the provisions of law;

- Develop and select a detailed plan for the use of capital in accordance with the Company's operation situation at the time of issuance, balance and adjust the plan to use capital mobilized from the issuance in accordance with the actual situation and meet the provisions of law;

- Select and decide on issuance consultancy and issuance underwriting organizations if necessary;

- Deciding and performing all necessary tasks, procedures and other matters related to: (i) changing the level of charter capital and shares, amending the terms of regulations on the level of charter capital and shares in the Company's Charter after the completion of the issuance of shares; and (ii) amending and supplementing the Company's operation license and enterprise registration certificate after completing the issuance of shares; and (iii) registration and depository of additional shares of the Company at VSDC; and (iv) Changes in the registration of listing of the Company's shares on the Stock Exchange after the completion of the issuance of shares;

- Decide on all other matters related to the issuance of shares;

- Other related jobs.

Depending on each specific case, the Board of Directors is assigned/re-authorized to the General Director – Legal representative to perform part or all of the specific tasks mentioned above.

Respectfully submit to the General Meeting of Shareholders of GCL Group Joint Stock Company for consideration, comments and approval./.

Sincerely./.

***Recipients:***

- Shareholders;
- Board of Directors;
- General Director.

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Dang Trung Hieu**



No. 07/TTr-HDQT-KDM

*Hanoi, February 12, 2026*

## **STATEMENT**

Approving the plan to issue shares under the option program for employees in the Company in 2026

**Dear: Annual General Meeting of Shareholders in 2026.**

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020; amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and guiding documents;*

*- 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.*

The Board of Directors (BOD) of GCL Group Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders (AGM) in 2026 to approve the Plan to issue shares under the Employee Option Program in the Company in 2026 (ESOP), with specific contents as follows:

**I. Plan to issue shares under the option program for employees in the Company**

- |  |  |
|--|--|
| 1. Issuer  | : <b>GCL Group Joint Stock Company</b>   |
| 2. Stock Name  | : <b>GCL Group Joint Stock Company Shares</b>  |
| 3. Stock ticker  | : <b>KDM</b>   |
| 4. Type of Shares Issued                                   | : <b>Common Shares</b>   |
| 5. Par value of shares                                     | : <b>10,000 VND/share</b>  |
| 6. Release method  | : <b>Issuance of shares under the option program for employees in the Company</b>    |
| 7. Number of shares expected to be issued                  | : <b>350,000 shares (<i>in words: Three hundred and fifty thousand shares</i>)</b>   |
| 8. Total value of issued shares expected at par value      | : <b>3,500,000,000 VND (<i>in words: Three billion five hundred million VND</i>)</b> |
| 9. Issuance ratio ( <i>number of shares expected to be</i> | : <b>Number of shares issued/total number of shares outstanding is 4.61%</b>         |

*issued/number of shares  
outstanding)*

10. Source of issuance : Paid by the employee
11. Subjects of issuance : Employees and/or Key Personnel at the Company
12. Criteria for selecting employees to participate in the issuance : The General Meeting of Shareholders authorizes the Board of Directors to determine the criteria and list of employees eligible to participate in the program, the principle of determining the number of shares distributed to each subject.
13. Number of employees and number of shares distributed to employees : The General Meeting of Shareholders authorizes the Board of Directors to determine the number of employees to be purchased and determine the number of shares distributed to each subject.
14. Principles for determining the issuance price : With a par value of 10,000 VND/share.
15. Issue price : **10,000 VND/share**
16. Transfer of the right to buy : Employees are not allowed to transfer the right to purchase to other subjects.
17. Plan to handle shares of employees who do not pay for purchase : In case the employee gives up the right to buy the allocated shares, the General Meeting of Shareholders authorizes the Board of Directors to continue allocating these shares to other subjects subject to the issuer at an issue price not lower than 10,000 VND/share
18. Restrictions Related to Transfers : Shares issued under the option program for employees in the Company will be restricted from transfer within 01 year from the end of the issuance.
19. Total proceeds from the issuance (*calculated at the Issue Price*) : 3,500,000,000 VND (*in words: Three billion five hundred million VND*)
20. Ensuring to meet regulations on foreign ownership ratio : The General Meeting of Shareholders authorized the Board of Directors to approve the plan to ensure that the issuance of shares meets the regulations on foreign ownership ratio.
21. Estimated implementation time : After the ESOP issuance plan is approved by the General Meeting of Shareholders and the State Securities Commission announces in writing the receipt of all issuance report documents, expected in the second and third quarters of 2026.

22. Securities registration and additional trading registration : All additional shares will be registered for additional securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing on the Stock Exchange immediately after completing the issuance in accordance with law.
23. Charter Amendments : Amendments to the terms and contents related to charter capital, shares, and shares in Article 6 of the Charter of organization and operation of the Company shall be updated according to the charter capital after the completion of the share issuance.

## **II. Plan to use capital from the issuance of shares under the ESOP program**

The expected amount of proceeds from the issuance of additional shares under the option program for employees in the Company in 2026 is VND 3,500,000,000 (calculated at the issue price), which will be allocated for the purpose of supplementing working capital for the Company's business activities in 2026. Specifically:

<b>STT</b>	<b>Contents</b>	<b>Amount (VND)</b>	<b>Expected Usage Time</b>
1	Supplementing capital for business activities	3.500.000.000	In 2026
	<b>Total</b>		

The General Meeting of Shareholders authorized the Board of Directors of the Company to detail the plan to use the capital raised from the issuance with the highest efficiency. In case the above-mentioned capital use plan is no longer suitable to the actual operation situation of the Company, the General Meeting of Shareholders authorizes the Board of Directors to change the plan to use capital for efficiency in accordance with current laws, and at the same time:

- Report to the State Securities Commission;
- Report to the Vietnam Stock Exchange/Hanoi Stock Exchange on the reasons for this change;
- Disclosure of information on the changed content on the Company's Website;
- Report to the General Meeting of Shareholders at the nearest meeting.

## **III. The General Meeting of Shareholders authorizes and assigns to the Board of Directors**

The General Meeting of Shareholders authorizes and assigns the Board of Directors to carry out and complete procedures related to the plan to issue shares under the option program for employees on the Company mentioned above, including but not limited to the following tasks:

1. Develop and promulgate regulations on the issuance of ESOP shares to implement this plan; Through the criteria and list of employees eligible to participate in the program, the principle determines the number of shares distributed to each subject and the time of issuance.
2. Implement the plan, choose the time and time to implement the issuance plan to suit the needs of the Company on the basis of ensuring compliance with the provisions of the Law;

3. Approve the plan to ensure that the issuance of shares meets the regulations on foreign ownership ratio in case of issuance of shares to employees who are foreign investors;
4. Adjust the issuance rate accordingly to ensure that the total number of issued shares does not exceed the number of shares expected to be issued approved by the General Meeting of Shareholders in this plan (the issuance rate depends on the number of outstanding shares at the time of implementation of the share issuance plan and the actual number of issued shares);
5. The Board of Directors decides to amend, supplement and complete the share issuance plan under the employee selection program in the Company approved by the General Meeting of Shareholders (including the decision on the contents not yet presented in this share issuance plan), the Board of Directors develops, edits and explains all documents related to the share issuance as requested. the management agency (if any), in order to implement the plan to issue shares to achieve the highest efficiency, in accordance with the Company's business practices, in accordance with relevant legal provisions, the Company's Charter and the interests of Shareholders;
6. Decide on, balance and properly use the proceeds from the issuance in accordance with the Company's production and business activities;
7. Continue to allocate these shares to other subjects subject to the issuer at an issue price not lower than 10,000 VND/share, in case the employee gives up the right to buy the allocated shares.
8. Complete the procedures for securities registration and additional listing of newly issued shares at the Vietnam Securities Depository and Clearing Corporation and on the Stock Exchange after the end of the issuance;
9. Complete the procedures for changing the business registration certificate according to the new charter capital at the competent authority; amending and supplementing the Company's Charter of operation, articles related to charter capital and shares after the completion of the issuance;
10. Other issues related to the plan to issue shares under the option program for employees in the Company are mentioned above.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

***Recipients:***

- Member of the Board of Directors;
- General Director of the company;
- Save the Board of Directors.

**BOARD OF DIRECTORS**

**CHAIRMAN**

**Dang Trung Hieu**

**DRAFT**

**MEETING MINUTES  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026  
GCL GROUP JSC**

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

**I. Time and place**

1. Meeting Time: Starting at **09** hours **00** minutes **09 March 2026**.
2. Meeting Location: 3rd Floor, 25T2-N05 Building, Trung Hoa Nhan Chinh Urban Area, Nguyen Thi Thap Street, 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 10/02/2026 attended the General Meeting;
2. Board of Directors ("BOD"), Executive Board ("BOD"), officials of professional departments of GCL Group Joint Stock Company;

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

**III. Report on Shareholder Eligibility Examination before the General Meeting**

**1. Composition of the Shareholder Status Examination Committee**

To check the status of shareholders, report to the General Meeting of Shareholders on the results of the examination of shareholder status; The Board of Directors has issued Resolution No. 03/NQ-HĐQT-KDM dated 12/02/2026, which approves the establishment of the Shareholder Status Examination Committee consisting of Mr. / Mrs.

- Ms. Dang Thi Minh Thuy - Head of the Department.
- Ms. Dang Thi Thao - Member.

The Shareholder Eligibility Examination Committee has distributed to each shareholder/authorized person to attend the meeting 01 voting card to vote on the contents to be approved immediately at the 2026 Annual General Meeting of Shareholders of the Company.

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

**2. Approval of the Minutes of Inspection of Shareholders' Eligibility to Attend the General Meeting**

Ms. Dang Thi Minh Thuy - Head of the Shareholder Eligibility Examination Board read the Minutes of Shareholder Eligibility Examination to attend the Annual General Meeting of Shareholders in 2026 with the following results:

- As of 09:00 on 09/03/2026, the number of delegates who are shareholders/authorized persons to attend: ..... Shareholders/Authorized Persons, Representing ..... 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 according to Clause 1, Article 19 of the Company's Charter, the 2026 Annual General Meeting of Shareholders of the Company **is eligible to conduct**.

*(According to the Minutes of Examination of Shareholder Status which was announced before the General Meeting).*

The General Meeting voted to approve the Minutes of Examination of Shareholder Status with the voting results as follows:

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

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

***In which:***

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

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

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

Pursuant to the Law on Enterprises 2020 and the Company's Charter, this content was approved by the Annual General Meeting of Shareholders in 2026 at the rate of .....% of the total votes attending the General Meeting.

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

Pursuant to the Resolution of the Board of Directors No. 03/NQ-HĐQT-KDM dated February 12, 2026 of the Board of Directors of GCL Group Joint Stock Company, the expected list of the Presiding Delegation, the expected list of the Secretariat and the Vote Counting Committee are as follows:

According to the results of the inspection and registration of shareholders updated to 09:05 on 09/03/2026: The total number of shareholders/authorized persons to attend the General Meeting is ..... shareholders/authorized persons, representing ..... voting votes (each ordinary share has one 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. 03/NQ-HĐQT-KDM dated 12/02/2026, which approves the tentative 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 Meeting.

- Mr. Phan Nam Giang - Member of the Board of Directors cum 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 voting results as follows:

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

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

***In which:***

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

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

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

Pursuant to the Law on Enterprises 2020, the Company's Charter was approved by the Annual General Meeting of Shareholders in 2026 at the rate of .....% of the total votes attending the General Meeting.

## **2. Secretariat of the Congress**

The Board of Directors has issued Resolution No. 03/NQ-HĐQT-KDM dated 12/02/2026, which approves the tentative list of the Secretariat of the General Meeting consisting of:

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

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

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

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

***In which:***

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

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

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

Pursuant to the Law on Enterprises 2020, the Company's Charter was approved by the Annual General Meeting of Shareholders in 2026 at the rate of .....% of the total votes attending the General Meeting.

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

The Board of Directors has issued Resolution No. 03/NQ-HĐQT-KDM dated 12/02/2026, which approves the tentative list of the Congress Vote Counting Committee consisting of:

- Ms. Dang Thi Thao: Head of the Department.
- Mr. Dang Ngoc Chi: Member.

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

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

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

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

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

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

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

Pursuant to the Law on Enterprises 2020, the Company's Charter was approved by the Annual General Meeting of Shareholders in 2026 at the rate of .....% of the total votes attending the General Meeting.

## **V. Approval of the Working Regulations and Program of the Annual General Meeting of Shareholders in 2026**

According to the results of the inspection and shareholder registration updated to 09h..... 09/03/2026: The total number of shareholders/authorized persons attending the General Meeting is ..... shareholders/authorized persons, representing ..... voting votes (each ordinary share has one vote), accounting for .....% of the Company's voting shares.

### **1. Working Regulations**

The Secretariat read the Working Regulations of the 2026 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 votes: ... cards, representing ..... votes, accounting for .....% of the total votes to attend the Congress.



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

***In which:***

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

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

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

Pursuant to the Law on Enterprises 2020, the Company's Charter was approved by the Annual General Meeting of Shareholders in 2026 at the rate of .....% of the total votes attending the General Meeting.

## **2. Meeting Agenda**

Mr. Dang Trung Hieu – Chairman read the Agenda of the 2026 Annual General Meeting of Shareholders, the content of the Agenda is as follows:

1. Report on the activities of the Board of Directors (BOD) in 2025 and Operation Plan in 2026;
2. Report on the activities of independent members of the Board of Directors in the Audit Committee in 2025;
3. Financial statements in 2025 and selection of independent auditing units to audit and review financial statements in 2026;
4. Proposal on the plan to pay remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2026;
5. Proposal for change of head office of the enterprise;
6. The authorization report of the General Meeting of Shareholders to the Board of Directors to decide on a number of issues under the competence of the General Meeting of Shareholders;
7. The proposal does not implement the plan for private placement of shares in 2025;
8. Proposal on the plan for private placement of shares in 2026;
9. Proposal on the plan to issue shares under the option program for employees in 2026.

The General Meeting voted to approve the Agenda of the General Meeting (supplemented with the above contents) with the voting results as follows:

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

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

***In which:***

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

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

- The number of votes with no opinion is... card, representing ..... votes, accounting for ....% of the total 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 2026 with a voting rate of .....% of the total votes attending the General Meeting.

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

### **1. Report on the activities of the Board of Directors (BOD) in 2025 and Operational Plan in 2026**

Mr. Phan Nam Giang - Member of the Board of Directors presented the Report on the activities of the Board of Directors (BOD) in 2025 and the Operational Plan in 2026 (*Detailed content according to Report 02/BC-HDQT-KDM dated 12/02/2026 provided to the whole General Meeting as prescribed*).

### **2. Report on the activities of independent members of the Board of Directors in the Audit Committee in 2025**

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 12/02/2026 provided to the General Meeting as prescribed*).

### **3. Proposal for approval of the 2025 financial statements and selection of an independent audit unit to audit and review the 2026 financial statements**

Mr. Phan Nam Giang - Member of the Board of Directors cum General Director presented the Proposal to approve the 2025 Financial Statements and select an independent audit unit to audit and review the 2026 financial statements (*Detailed content according to the Report No. 01/TTr-HDQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

### **4. Proposal to approve the plan to pay remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2026**

Mr. Phan Nam Giang - Member of the Board of Directors cum General Director presented the Proposal to approve the Plan for payment of remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the Plan for payment of remuneration to the Board of Directors and the Audit Committee in 2026 (*Detailed content according to the Report No. 02/TTr-HDQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

### **5. Proposal approving the change of the head office of the enterprise**

Mr. Phan Nam Giang - Member of the Board of Directors cum General Director presented the Proposal to approve the change of the head office of the enterprise (*The detailed content according to the Report No. 03/TTr-HDQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

**6. Proposal approving the authorization of the General Meeting of Shareholders for the Board of Directors to decide on a number of issues under the jurisdiction of the General Meeting of Shareholders**

Mr. Phan Nam Giang - Member of the Board of Directors cum General Director presented the Proposal to approve the change of the head office of the enterprise (*The detailed content according to the Report No. 04/TTr-HDQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

**7. Proposal to approve the non-implementation of the plan for private placement of shares in 2025**

Mr. Phan Nam Giang - Member of the Board of Directors cum General Director presented the Proposal to approve the non-implementation of the plan to issue individual shares in 2025 (*The detailed content according to the Report No. 05/TTr-HDQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

**8. Proposal for approval of the plan for private placement of shares**

Mr. Phan Nam Giang - Member of the Board of Directors cum General Director presented the Proposal to approve the proposal for the private placement of shares (*The detailed content according to the Report No. 06/TTr-HDQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

**9. Proposal for approval of the plan to issue shares under the option program for employees in 2025**

Mr. Phan Nam Giang - Member of the Board of Directors cum General Director presented the Proposal to approve the plan to issue shares under the option program for employees in 2025 (*Detailed content according to the Report No. 07/TTr-HDQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

**PART III – DISCUSSION AND VOTING OF REPORTS AND SUBMISSIONS**

**1. Discussion:**

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**

**Shareholders' comments**

.....

End of discussion.

**2. Voting to approve the contents of the submissions presented by voting votes**

The chairman of the meeting shall conduct voting on the Reports and Proposals presented by voting votes.

Ms. Dang Thi Thao - Head of the Vote Counting Committee instructed shareholders to vote in accordance with the Working Regulations of the General Meeting and shareholders voted according to regulations.

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

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

After the end of the vote counting period, Ms. Dang Thi Thao - Head of the Vote Counting Committee informed the whole Congress of the voting results of the Report and Proposal for the approval of the Voting Papers at the Congress as follows:

According to the results of the inspection and registration of shareholders updated to the time of ....h..... 09/03/2026: The total number of shareholders/authorized persons attending the General Meeting is ..... shareholders/authorized persons, representing ..... voting votes (each ordinary share has one vote), accounting for .....% of the total voting shares of the Company.

- Each shareholder/authorized representative attending the meeting was given 01 slip;
- Total Votes Issued: ..... the ballot paper, which represents {TONG\_CP} votes;
- Total Non-Collectible Tickets: ..... slip, representing ..... voting votes;
- Total Receipts: ..... slip, representing ..... voting votes.

##### **1. Approval of the Board of Directors' Activity Report 2025 and Operational Plan 2026**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

##### **2. Approval of the Report on the activities of independent members of the Board of Directors in the Audit Committee in 2025**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

### **3. Approve the 2025 financial statements and select an independent audit unit to audit and review the 2026 financial statements**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

### **4. Approving the plan to pay remuneration to the Board of Directors, the Audit Committee (under the Board of Directors) in 2025 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2026**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

#### **5. Through the change of the head office of the enterprise**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

#### **6. Approval of the authorization of the General Meeting of Shareholders for the Board of Directors to decide on a number of issues under the competence of the General Meeting of Shareholders**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

#### **7. Approval of no private placement of shares in 2025**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

## **8. Approval of the private placement plan**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

## **9. Approving the plan to issue shares under the option program for employees in 2026**

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

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

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

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

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

- The number of votes with no opinion is ..... slip, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

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

Mr. Giang Thanh Trung - Secretary of the General Meeting presented the Minutes of the Annual General Meeting of Shareholders in 2026 and the Resolution of the Annual General Meeting of Shareholders in 2026.

The minutes of the meeting and the Resolution of the Annual General Meeting of Shareholders in 2026 shall be voted by holding up a voting card.

According to the results of the inspection and registration of shareholders updated to the time of ....h..... 09/03/2026: The total number of shareholders/authorized persons attending the General Meeting is ..... shareholders/authorized persons, representatives of ..... voting votes (each ordinary share has one vote), accounting for .....% of the total voting shares of the Company.

**The voting results are as follows:**

**1. Approving the Minutes of the 2026 Annual General Meeting of Shareholders of the Company**

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

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

***In which:***

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

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

- The number of votes with no opinion is... card, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.

**2. Approving the Resolution of the Company's 2026 Annual General Meeting of Shareholders**

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

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

***In which:***

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

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

- The number of votes with no opinion is... card, representing ..... votes, accounting for .....% of the total 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 2026 at the rate of .....% of the total votes attending the General Meeting.



This record is fully and truthfully recorded by the Secretariat of the meeting. The minutes include.... page, which was read before the General Meeting and approved by the Annual General Meeting of Shareholders in 2026 before the end of the session.

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

The 2026 Annual General Meeting of Shareholders of GCL Group Joint Stock Company ended in ..... hours on the same day.

The minutes shall be made with the signatures of the Chairman and the Secretary as follows:

**SECRETARIAT  
HEAD**

**PRESIDING DELEGATION  
CHAIRMAN**

**Giang Thanh Trung**

**Dang Trung Hieu**

**DRAFT**

**RESOLUTION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

**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 2026 Annual General Meeting of Shareholders No. 01/BB-DHĐCĐ-KDM dated 09/03/2026.

**RESOLVED:**

**Article 1. Approval of the 2025 Board of Directors Activity Report and 2026 Operational Plan**

*(Detailed content is as attached in Report No. 02/BC-HĐQT-KDM dated 12/02/2026).*

**Article 2. Approval of the Independent Board Member's Activity Report on the Audit Committee in 2025**

*(Detailed contents are as attached in Report No. 01/BC-UBKT-KDM dated 12/02/2026).*

**Article 3. Approve the 2025 financial statements and select an independent audit unit to audit and review the 2026 financial statements**

*(Detailed content is as attached in Report No. 01/TTr-HĐQT-KDM dated 12/02/2026).*

**Article 4. Approving the plan to pay remuneration to the Board of Directors and the Audit Committee in 2025 and the plan to pay remuneration to the Board of Directors and the Audit Committee in 2026**

*(Detailed content is according to Report No. 02/TTr-HĐQT-KDM dated 12/02/2026 attached).*

**Article 5. Through the change of the head office of the enterprise**

*(Detailed content is as attached in Report No. 03/TTr-HĐQT-KDM dated 12/02/2026).*

**Article 6. Approval of the authorization of the General Meeting of Shareholders for the Board of Directors to decide on a number of issues under the competence of the General Meeting of Shareholders**

*(Detailed content is as attached in Report No. 04/TTr-HDQT-KDM dated 12/02/2026).*

**Article 7. Through the non-implementation of the plan to issue private placements in 2025**

*(Detailed content is according to Report No. 05/TTr-HDQT-KDM dated 12/02/2026 attached).*

**Article 8. Approving the plan for private placement of shares in 2026**

*(Detailed content is according to Report No. 06/TTr-HDQT-KDM dated 12/02/2026 attached).*

**Article 9. Approving the plan to issue shares under the option program for employees in 2026**

*(Detailed content is according to Report No. 07/TTr-HDQT-KDM dated 12/02/2026 attached).*

**Article 10. 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.

***Recipients:***

- SSC, HNX, Shareholders (for reporting),
- Company website,
- Board of Directors.

**GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**Dang Trung Hieu**