

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

To:

- **The State Securities Commission;**
- **Hanoi Stock Exchange;**
- **Shareholders.**

- Name of organization: **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.
- Website: gclgroup.vn Email: info@gclgroup.vn
- Phone: 024 665 23182
- Person who discloses information: **Giang Thanh Trung**
- Type of Disclosure: ☒ 24-hour ☒ Ad hoc ☐ Periodic ☐ Request

Information disclosure contents:

GCL Group Joint Stock Company announces the Resolution of the 2026 Annual General Meeting of Shareholders No. 01/NQ-ĐHĐCĐ-KDM dated 09/03/2026.

This information was published on the website of GCL Group Joint Stock Company on 09/03/2026 at the address: www.gclgroup.vn.

We commit that the information published above is true and fully responsible before the law for the published contents.

Best regards!

Recipients:

- As dear to.

**PERSON MAKING INFORMATION
DISCLOSURE**



Giang Thanh Trung

**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-ĐHĐCĐ-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 to Report No. 02/BC-HĐQT-KDM dated 07/03/2026).

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 07/03/2026).

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

(Detailed content is according to Report No. 01/TTr-HĐQT-KDM dated 07/03/2026 attached).

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-HĐQT-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-HĐQT-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-HĐQT-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-HĐQT-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; Board of Directors (to be presented),
- The People's Committee (for supervision),
- Business Registration Department.

**GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN**



**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 Ward, Hanoi, Vietnam

I. Time and place

1. Meeting Time: Starting at **09** hours **50** 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. The Board of Directors ("BOD"), the Executive Board ("BOD"), officials of professional departments of GCL Group Joint Stock Company.

PART I – PROCEDURES FOR OPENING THE CONGRESS

III. Report on 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.

However, due to the health situation, Ms. Dang Thi Thao could not attend the Meeting, the General Meeting appointed Mr. Dang Ngoc Chi as a Member of the Shareholder Status Examination Committee in place of Ms. Dang Thi Thao. Therefore, the Shareholder Eligibility Examination Committee approved at the General Meeting is:

- Ms. Dang Thi Minh Thuy - Head of the Department.
- Mr. Dang Ngoc Chi - 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: 08 cards, representing 4,267,975 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 09:50 on 09/03/2026, the number of delegates who are shareholders/authorized persons to attend: 08 shareholders/authorized persons, representing 4,267,975 shares/voting votes, equivalent to 56.18% of the total 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 Company's 2026 Annual General Meeting of Shareholders 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: 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

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

- The number of votes with no opinion was 0 cards, representing 0 votes, accounting for 0% 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 100% 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 inspection and shareholder registration updated to 09:55 on 09/03/2026: The total number of shareholders/authorized persons attending the General Meeting is 08 shareholders/authorized persons, representing 4,267,975 votes (each ordinary share has one vote), accounting for 56.18% 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.

Because Mr. Chu Van Dung was busy and could not attend, the Congress asked for opinions to withdraw the number of members of the Presiding Delegation of the Congress, including:

- 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.

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

- Number of invalid votes: 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

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

- The number of votes with no opinion was 0 cards, representing 0 votes, accounting for 0% 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 100% 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: 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.
- Number of valid votes: 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.
- The number of votes against the Congress was 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.
- The number of votes with no opinion was 0 cards, representing 0 votes, accounting for 0% 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 100% 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.

However, due to the health situation, Ms. Dang Thi Thao could not attend the Congress, the Congress appointed Mr. Dang Ngoc Chi as a member of the Vote Counting Committee in place of Ms. Dang Thi Thao. Therefore, the vote counting committee approved at the General Meeting is:

- Ms. Dang Thi Minh Thuy - 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: 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.
- Number of valid votes: 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.
- The number of votes against the Congress was 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.
- The number of votes with no opinion was 0 cards, representing 0 votes, accounting for 0% 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 100% 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 inspection and shareholder registration updated to 10:15 a.m. on 09/03/2026: The total number of shareholders/authorized persons attending the General Meeting is 08 shareholders/authorized persons, representing 4,267,975 votes (each ordinary share has one vote), accounting for 56.18% 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: 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.
- Number of valid votes: 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.
- The number of votes against the Congress was 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.
- The number of votes with no opinion was 0 cards, representing 0 votes, accounting for 0% 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 100% of the total votes attending the General Meeting.

2. Meeting Agenda

Mr. Giang Thanh Trung – On behalf of the Presiding Delegation, 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: 0 cards, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 cards, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

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

- The number of votes with no opinion was 0 cards, representing 0 votes, accounting for 0% 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 100% 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 Operation Plan in 2026 (*Detailed*

content according to Report 02/BC-HĐQT-KDM dated 07/03/2026 provided to the 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 07/03/2026 provided to the whole 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 (*The detailed content according to the Report No. 01/TTr-HĐQT-KDM dated 07/03/2026 has been provided to the 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-HĐQT-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-HĐQT-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-HĐQT-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-HĐQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

8. Proposal approving the plan for private placement of shares in the year

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-HĐQT-KDM dated 12/02/2026 has been provided to the whole General Meeting as prescribed*).

9. Proposal to approve the plan to issue shares under the option program for employees in 2026

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-HĐQT-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: In the 3 main business areas of the Company, the Real Estate Sector is having a strategy to invest in a total project of 500 billion, with the current capital of the Company, the contribution is too small and how effective is the expectation. The number of employees of the Company is small, can there be enough human resources to spread across the 3 business segments of the Company? Does the Company tend to cooperate with external partners to increase investment capital for the Company? It is recommended to state long-term, medium-term and short-term plans.

- Answer: The capital is small but invests in real estate about 30% of the Company's assets, Building Materials invests about 20% due to declining profits, the Financial Sector is investing with about 30% of the Company's assets. Share investment segments to minimize risk.

The number of employees of the Company is sufficient to meet the business activities of the Company.

The Company's medium-term plan:

- + In the period of 2026-2027, complete the governance model.
- + In the period of 2028-2030, the organization will be organized in the form of Holding, setting the target of equity by 2030 of VND 150 billion and ROE of 15%. This phase focuses on increasing the Company's capital in the form of issuance, cooperation or borrowing.

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 Minh Thuy - 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 inspection and shareholder registration updated to 11:15 a.m. on 09/03/2026: The total number of shareholders/authorized persons attending the General Meeting is 08 shareholders/authorized persons, representing 4,267,975 votes (each ordinary share has one vote), accounting for 56.18% of the Company's voting shares.

- Each shareholder/authorized representative attending the meeting was given 01 slip;
- Total number of votes issued: 08 votes, representing 4,267,975 votes;
- Total number of votes not collected: 0 votes, representing 0 votes;
- Total number of votes collected: 08 votes, representing 4,267,975 votes.

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

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

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% 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: 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% 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: 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% 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: 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% of the total votes attending the General Meeting.

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

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

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% 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: 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% of the total votes attending the General Meeting.

7. Approval of no private placement of shares in 2025

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

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% of the total votes attending the General Meeting.

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

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

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% 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: 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% 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 shareholder registration updated to 11:50 a.m. on 09/03/2026: The total number of shareholders/authorized persons attending the General Meeting is 08 shareholders/authorized persons, representing 4,267,975 votes (each ordinary share has one vote), accounting for 56.18% 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: 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% 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: 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- Number of valid votes: 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

In which:

- The number of votes in favor was 08 votes, representing 4,267,975 votes, accounting for 100% of the total votes to attend the Congress.

- The number of votes against is 0 votes, representing 0 votes, accounting for 0% of the total votes to attend the Congress.

- The number of votes with no opinion is 0 votes, representing 0 votes, accounting for 0% 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 100% of the total votes attending the General Meeting.

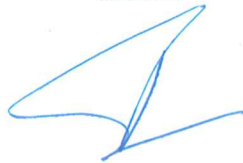
This record is fully and truthfully recorded by the Secretariat of the meeting. The minutes include 14 page, which was read before the General Meeting and approved by the Annual General Meeting of Shareholders in 2026 before the end of the session.

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 at 12:00 on the same day.

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

**SECRETARIAT
HEAD**



Giang Thanh Trung



Dang Trung Hieu

Hanoi, March 9, 2026

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

Article 1. Base

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

Article 2. Objectives of the Regulation

- Ensure compliance with the provisions of 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 it to the Shareholder Eligibility Examination Board and receive one (01) voting card (green) and voting slips (white) (including the code of the delegates attending and 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:

- 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.
- 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**



REPORT OF THE BOARD OF DIRECTORS

Respectfully submitted to the General Meeting of Shareholders of GCL Group Joint Stock Company

Perform the functions and tasks of the Board of Directors (BOD) specified in the charter of organization and operation and internal management regulations of GCL Group Joint Stock Company approved by the General Meeting of Shareholders.

The Board of Directors would like to report on the operating results in 2025 and operational orientation in 2026 to be submitted to the General Meeting of Shareholders (AGM) as follows:

1. Operation of the Board of Directors

1.1. Information about members of the Board of Directors

On May 11, 2025, the Annual General Meeting of Shareholders dismissed members of the Board of Directors for the term 2020-2025 and elected members of the Board of Directors for the term 2025-2030. The list of members of the Board of Directors includes:

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

1.2. Activities of the Board of Directors

As a representative of the interests of the Company's shareholders, the Board of Directors always upholds the sense of responsibility together with the Board of Directors to direct and administer the implementation of the planned targets according to the Resolution of the General Meeting of Shareholders. Perform well the function of strategic planning, directing and supervising all aspects of the Company's activities, appraising and approving business activities, deciding on personnel and management issues of the Company according to the authority of the Board of Directors. The direction and supervision activities of the Board of Directors are carried out in person and/or in writing.

In 2025, the Board of Directors will maintain regular meetings, ensuring that each member has a clear grasp of the Company's production and business situation, thereby making correct and timely decisions. Facing the great challenges of the business context in 2025, the Board of Directors has agreed on many important decisions to remove difficulties, prioritize maintaining financial security and maintaining stable production output. The Board of Directors is always consistent with the goals and tasks assigned by the General Meeting of Shareholders, and closely supervises the activities of the Board of Directors.

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

TT	Resolution/Decision	Date	Contents
1	01/NQ-HĐQT-KDM	17/03/2025	Convening the Annual General Meeting of Shareholders in 2025
2	02/NQ-HĐQT-KDM	16/04/2025	Approval of documents and list of personnel for the Annual General Meeting of Shareholders in 2025
3	03/NQ-HĐQT-KDM	07/05/2025	Supplementing documents for the 2025 Annual General Meeting of Shareholders
4	04/NQ-HĐQT-KDM	11/5/2025	Election of the Chairman of the Board of Directors of the Company (Term 2025-2030)
5	05/NQ-HĐQT-KDM	04/08/2025	Adopting the policy of transactions with related parties and contributing capital to establish subsidiaries
6	06/NQ-HĐQT-KDM	27/11/2025	Convening the Extraordinary General Meeting of Shareholders in 2026
7	07/NQ-HĐQT-KDM	27/11/2025	Revocation of business cooperation, business cooperation and authorization of the General Director to decide on securities investment
8	08/NQ-HĐQT-KDM	06/12/2025	Sale of shares in 998 Steel Joint Stock Company and business cooperation policy for the implementation of The Bale' Mui Ne Tourist Area project
9	09/NQ-HĐQT-KDM	22/12/2025	Approving the policy of business cooperation to implement the Truong Xuan market street residential area project

1.3. Evaluation of the Board of Directors on the activities of the Board of Directors of the company

- The Board of Directors has proactively implemented reasonable business solutions, and at the same time improved the quality of products and services to meet the needs of customers. The company has implemented cost management measures and enhanced production efficiency that differentiate it from competitors;

- The Board of Directors highly appreciates the financial management capacity of the Board of Directors and employees in the finance department. The company has taken reasonable measures to minimize financial risks and strengthen its financial position, ensuring sustainable development in the future;

- The Board of Directors has increased the frequency of actual inspection of the operations of departments such as warehouses, sales, transportation, meetings to evaluate, give orientation for arranging locks, assess the quality of goods and provide direct training to make reasonable judgments and changes for each department.

In general, the Board of Directors and all employees of the company have made efforts to perform well in business activities in 2025. However, due to adverse fluctuations of macroeconomic factors, business results have not been achieved as planned.

2. Report on the results of directing the implementation of tasks in 2025

Implementing the Resolution of the General Meeting of Shareholders in 2025, the Board of Directors has directed and supervised the Board of Directors in the organization of the Company's production and business activities, closely following the actual situation of the market to propose correct and appropriate decisions to ensure that all production and business activities of the Company take place smoothly and effectively. Specifically:

2.1. Implementation of the 2025 plan

TT	Criteria	2024	2025	Plan of 2025
1	Total Assets	78.244.717.586	78.544.596.256	89.140.560.000
2	Revenue	35.660.063.272	14.760.820.300	98.625.000.000
3	Accounting profit before tax	1.610.839.696	787.805.786	4.426.245.000

In 2025, the targets of the Company's Total Assets, Revenue, and Accounting Profit before tax have not been achieved as planned approved by the General Meeting of Shareholders in 2025 and there will be a sharp decrease compared to 2024. This partly comes from objective reasons, common difficulties of the market. However, it is required that the Board of Directors needs to make changes and strategic directions to be able to improve the situation in 2026.

2.2. Governance and strategic orientation

- The Board of Directors has organized quarterly meetings and extraordinary meetings when necessary to promptly consider, discuss and promulgate important guidelines and decisions for production and business activities and long-term development orientation of the Company.

- Promulgate, direct and supervise the implementation of key strategies, including:

- + Improve competitiveness in steel business activities through good cost management and improvement of product quality, customer care after sales;

- + Analyze, research and make early forecasts to serve the Company's financial investment activities.

2.3. Executive supervision and risk management

- **The** Board of Directors has fully performed the role of supervising the activities of the Board of Directors, ensuring that the governance and administration comply with the law, the Company's Charter and passed resolutions.

- Strengthen internal control systems and risk management, especially in the context of macroeconomic fluctuations and geopolitical instability that have a major impact on the stock market. The Board of Directors has given strategic orientations to serve steel business activities as well as securities investment in 2025.

- Regularly assess material risks (market, operational, financial and supply chain), thereby devising preventive measures and response plans to ensure stable business operations and sustainable development.

3. Operational orientation of the Board of Directors in 2026

3.1. Orientation of administration

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

- Continue to review, adjust and supplement the regulations on the appointment, re-appointment and rotation of managers at all levels, in accordance with the scale and characteristics of the Company's operations;
- Organize the implementation of corporate financial management in accordance with current laws and internal financial regulations;
- Restructuring and rearranging resources to improve the efficiency of use;
- To strengthen the inspection, control and close supervision of production and business costs as well as investment costs, ensuring the efficiency of the use of capital sources;
- Promote the efficiency of sales channels through market expansion and new customers; continue to research the market to promptly grasp customer trends and tastes;
- Closely monitor the output targets, selling prices, profits, inventories and specifications of each item in each market to develop purchasing plans, coordinate goods and implement solutions in a timely manner in accordance with the actual situation.

3.2. Orientation of business activities

3.2.1. Strategic orientation 2026

2026 opens the period 2026 – 2030 with the Government's double-digit GDP growth target. Traditional drivers such as public investment, import and export, FDI and domestic consumption continue to play a role while forming new drivers from innovation, science and technology, green economy and digital economy. Institutional reforms and strategic resolutions of the Government create a favorable foundation for businesses to expand investment. However, risks from geopolitics, trade protectionism and fluctuations in prices, interest rates and exchange rates still exist.

In that context, KDM achieves strong growth goals for its business. The growth driver comes from building materials business, securities investment and real estate business. The principles of governance and administration are specifically defined as follows:

- Focus on the Company's main business lines;
- Allocate capital reasonably, not focusing on one industry to limit risks;
- Do not expand business activities beyond the Company's capital capacity;
- Liquidity management, ensuring liquidity and safety of assets.

3.2.2. Business plan in 2026

2026 is a pivotal year for the implementation of the strategy for the period of 2026 – 2030 with major changes within the enterprise. KDM is oriented to develop based on three key investment pillars: **Building materials, real estate, finance**. KDM aims to achieve strong profit growth in 2026 as a growth engine for the following years of the period 2026 – 2030.

Unit: VND

STT	Criteria	Plan 2026
1	Revenue	38.000.000.000

2	Profit before tax	8.700.000.000
3	Target ROE	11%
4	Expected dividend rate	8 – 10%

Above is the report on the performance of the Board of Directors in 2025 and operational orientations in the coming time.

Thank you very much!

**BOARD OF DIRECTORS
CHAIRMAN**



Dang Trung Hieu

**REPORT
ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF
DIRECTORS IN THE AUDIT COMMITTEE IN 2025**

To: Annual General Meeting of Shareholders in 2026.

1. About the Audit Committee

1.1. Personnel

The Audit Committee (SSC) was strengthened on 21/08/2023 according to Resolution No. 12/2023/NQ-HĐQT-KDM of the Board of Directors (BOD) with 02 members:

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

1.2. Main tasks of the Audit Committee

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

2. Activities of the Audit Committee

In 2025, the People's Committee has closely coordinated with the Board of Directors and the Board of Directors in investigating and supervising the situation of production and business activities and the financial situation of the Company.

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

- Approving the work plan of the People's Committee;
- Through the process and working mechanism of the People's Committee;
- Approved the financial statements in 2024 and the semi-annual report in 2025;
- Approved the financial statements for the 1st, 2nd, 3rd, 4th quarters and the 2025 Financial Statements.

In addition, the members of the People's Committee have:

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

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

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

3. Audit Committee's inspection results

3.1. Results of examination of financial statements

In terms of materiality: The company's financial statements have honestly and reasonably reflected the company's financial situation as at 31/12/2025 as well as the business results and cash flow situation for the fiscal year ending on the same day, in accordance with Vietnamese accounting standards.

Quarterly, semi-annual and full-year financial statements for 2025: The SSC did not detect errors and frauds in these financial statements.

Some basic indicators in the Company's financial statements in 2025:

Criteria	Unit	31/12/2024	31/12/2025	Changes
Total Assets	VND	78.244.717.586	78.544.596.256	299.878.670
Short-term assets	VND	57.314.927.773	48.544.596.256	-8.770.331.517
Long-term assets	VND	20.929.789.813	30.000.000.000	9.070.210.187
Asset Structure				
Short-Term Assets/TTS	%	73,25	61,81	-11,44
Long-Term Assets/TTS	%	26,75	38,19	11,44
Total Capital	VND	78.244.717.586	78.544.596.256	299.878.670
Liabilities	VND	947.761.485	564.530.857	-383.230.628
Equity	VND	77.296.956.101	78.980.065.399	1.683.109.298
Capital Structure				
Liabilities/TNV	%	1,21	0,72	-0,49
Equity/Volunteer	%	98,79	99,28	0,49

3.2. Results of inspection of compliance with provisions of law, results of review of transactions with related persons

The company has fully fulfilled its financial obligations to the State, employees and other requirements as prescribed by law;

No cases of non-compliance with regulations on transactions and contracts between the Company and related persons were detected as prescribed under the approving authority of the Board of Directors or the General Meeting of Shareholders.

3.3. Results of monitoring the operation situation in 2025

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

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

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

The Audit Committee has proposed that the Board of Directors select Moore AISC Auditing and Informatics Services Co., Ltd. as an independent auditor for the 2025 Financial Statements. The audit unit has completed its tasks objectively, independently and effectively.

3.4. Results of the assessment of the Company's internal control and risk management system

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

In 2025, the internal audit department conducted a monthly review of reports on the financial prudential ratio, and conducted a quarterly audit of the financial statements. These reports all ensure compliance with financial safety regulations and in accordance with accounting standards as prescribed by law.

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

3.5. Supervision results for the Board of Directors, General Director and other executives of the Company

The Board of Directors, the Board of Directors and functional departments have fully and promptly provided information and documents on the management, administration and business activities of the Company at the request of the Audit Committee; create conditions for the Audit Committee to perform its rights and tasks in accordance with the provisions of law and the Company's Charter.

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

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

On a quarterly basis, the Committee shall appraise the management evaluation reports of the Board of Directors, the production and business situation reports submitted by the General Director, as well as the financial statements of the Company, in order to ensure that the reports reflect the Company's operations and finances at the time of reporting.

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

4. Comments and recommendations

4.1. Reviews

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

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

4.2. Recommendations

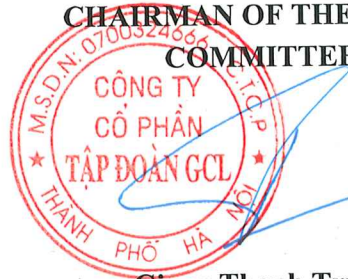
The Company continues to develop traditional business operations, and at the same time promotes research and development of new services but needs to ensure risk management requirements in accordance with the Company's regulations and the law.

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

Recipients:

- General Meeting of Shareholders;
- MEMBERS OF THE BOARD OF DIRECTORS,
MEMBERS OF THE PEOPLE'S COMMITTEE;
- General Director.

**INDEPENDENT MEMBER OF THE
BOARD OF DIRECTORS
CHAIRMAN OF THE AUDIT
COMMITTEE**



Giang Thanh Trung



STATEMENT

Approved the audited 2025 financial statements; Selection of an independent auditor to audit/review financial statements in 2026

To: 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 Company's Charter of Organization and Operation.

1. Approval of the 2025 Financial Statements

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2025 Financial Statements audited by Moore AISC Auditing and Informatics Services Co., Ltd. including the following contents:

1. Report of the Board of Directors
2. Independent audit report: Fully accepted.
3. Balance sheet as of 31/12/2025.
4. Report on business results in 2025.
5. Cash Flow Report 2025.
6. Explanation of financial statements.

In particular, some basic indicators in the 2025 Financial Statement have been audited as follows:

TT	Major indicators	Unit	01/01/2025	31/12/2025
1	Total Assets	VND	78.244.717.586	78.544.596.256
2	Net Revenue	VND	35.660.063.272	14.760.820.300
3	Accounting profit before tax	VND	1.610.839.696	787.805.786
4	Profit after tax	VND	1.296.728.829	683.109.298

Detailed content according to the audited 2025 Financial Statements of GCL Group Joint Stock Company published on the website: <https://gclgroup.vn/>

2. Selection of auditors in 2026

Perform the obligations specified in the Company's Charter and the provisions of law. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan to select an independent audit unit to audit/review the Company's 2026 financial statements as follows:



- The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on the selection of an independent auditing firm to review the Company's semi-annual financial statements in 2026 and audit the Company's financial statements in 2026 in accordance with the provisions of law and assign the General Director to sign a contract to provide audit services with the selected auditing firm.

- The auditing firm is selected as an auditing firm legally operating in Vietnam, in the list of auditing firms eligible to provide audit services in 2026 and approved by the State Securities Commission to audit listed companies; have a reputation for audit quality; have a fee level suitable to the quality and scope of the audit.

- Proposal of audit firm: Moore AISC Auditing and Informatics Services Co., Ltd.
Address: 389A Dien Bien Phu, Ward 4, District 3, Ho Chi Minh City.

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

Respectfully submit to the General Meeting of Shareholders for approval.

Best regards!

Recipients:

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

**BOARD OF DIRECTORS
CHAIRMAN**



Dang Trung Hieu



No. 02/TTr-HĐQT-KDM

Hanoi, February 12, 2026

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

To: 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)
A	Board Remuneration			252.000.000
1	Chairman of the Board of Directors	01	60.000.000	60.000.000
2	Board Members	04	48.000.000	192.000.000
B	Remuneration of the Audit Committee			84.000.000
1	Chairman of the Audit Committee	01	48.000.000	48.000.000
2	Member of the Audit Committee	01	36.000.000	36.000.000
	Total Amount (A+B)			336.000.000



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

Best regards!

Recipients:

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



STATEMENT

Change of address of the Company's head office.

To: 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 to;
- 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

To: 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



No. 05/TTr-HĐQT-KDM

Hanoi, February 12, 2026

STATEMENT

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

To: 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-HĐQT-KDM dated 29/04/2025;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-DHĐCD-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-HĐQT-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 to;
- Board of Directors;
- General Director;
- Save: VT.

**BOARD OF DIRECTORS
CHAIRMAN**



Dang Trung Hieu

STATEMENT

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

To: 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;
- Save: VT.



Dang Trung Hieu

No. 07/TTr-HĐQT-KDM

Hanoi, February 12, 2026

STATEMENT

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

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

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

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:

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

BOARD OF DIRECTORS
CHAIRMAN

Dang Trung Hieu

