

Hanoi, March 05, 2026

**Draft
REGULATIONS
ON ORGANIZATION AND OPERATION OF THE SECOND 2026 ANNUAL GENERAL
MEETING OF SHAREHOLDERS
C.E.O GROUP JOINT STOCK COMPANY**

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented, and its guiding documents;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its guiding documents;*
- *The Charter of C.E.O Group Joint Stock Company;*
- *The Company's internal corporate governance regulations.*

The 2026 Annual General Meeting of Shareholders of C.E.O Group Joint Stock Company shall be organized and conducted in accordance with the following provisions:

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope of Application

- 1.1. These Regulations apply to the organization of the 2026 Annual General Meeting of Shareholders (“Meeting”) of C.E.O Group Joint Stock Company (“C.E.O Group”).
- 1.2. These Regulations specifically provide for the rights and obligations of shareholders and participants in the Meeting, as well as the conditions and procedures for conducting the Meeting.

Article 2: Applicable Subjects

Shareholders or their authorized representatives attending the Meeting and all participants are responsible for complying with the provisions of these Regulations.

**CHAPTER II
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, AUTHORIZED
REPRESENTATIVES, AND PARTICIPANTS IN THE GENERAL MEETING**

Article 3: Rights and Obligations of Shareholders or Authorized Representatives

3.1. Conditions for Attending the General Meeting

Participants must be shareholders or authorized representatives (in writing) of shareholders whose names appear on the list of shareholders of C.E.O Group on the record date for the General Meeting.

3.2. Rights of Shareholders Attending the Meeting

- a. To attend the Meeting in person or authorize another person to attend via a valid written Power of Attorney;
- b. To discuss and vote on all matters within the authority of the General Meeting in accordance with the Law on Enterprises, the Charter of C.E.O Group, internal corporate governance regulations, and applicable laws;
- c. To be notified by the Organizing Committee of the Meeting's agenda, content, and accompanying documents;
- d. Upon registration, each shareholder or authorized representative will receive a Voting Card, Ballots, Election Ballots, and other relevant documents from the Shareholder Eligibility Verification Committee;
- e. Shareholders or authorized representatives arriving late (before the conclusion of the Meeting) may register and vote on matters not yet voted upon. The Chairperson is not obligated to pause the Meeting for late registration, and prior voting results will remain effective.

3.3. Obligations of Shareholders Attending the Meeting

- a. Shareholders or their authorized representatives must bring the following documents:
 - For individual shareholders: (1) Meeting invitation; (2) Original ID card/Passport (valid); (3) Original valid Power of Attorney (if attending as a proxy). A proxy is not allowed to re-authorize another person to attend.
 - For corporate shareholders: (1) Meeting invitation; (2) Certified copy of the Business Registration Certificate; (3) Original ID card/Passport (valid) of the legal representative. If the legal representative authorizes another person to attend, the proxy must present: (1) Meeting invitation; (2) Original ID card/Passport (valid) of the proxy; (3) Certified copy of the Business Registration Certificate; (4) Original valid Power of Attorney.
- b. Shareholders attending the General Meeting must wear appropriate and formal attire, and shall not bring, use, or display any clothing, symbols, images, or items containing sensitive, offensive, provocative, disruptive, or culturally inappropriate content, or any politically sensitive elements that may incite conflict, convey controversial messages, or adversely affect the security, order, and proceedings of the Meeting, as well as the image and reputation of other organizations and individuals.
- c. During the Meeting, shareholders must follow the instructions of the Organizing Committee and the guidance of the Presidium, behave politely and respectfully, refrain from causing disturbances, smoking, or using mobile phones during the Meeting. Phones must be turned off or set to silent mode;
- d. It is strictly prohibited to record audio, video, livestream, or transmit information about the Meeting content externally before official conclusions are announced;
- e. Shareholders must speak and vote in accordance with the instructions of the Organizing Committee and respect the conduct of the Presidium;
- f. Comply fully with any regulations on epidemic prevention and control (if applicable) as required by the Organizing Committee;
- g. Strictly observe these Regulations and respect the outcomes of the Meeting.

Article 4: Rights and Obligations of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee consists of one (01) Head and other members appointed by the Organizing Committee of the General Meeting, with the following functions and duties:

- 4.1. Verify the eligibility of shareholders or their authorized representatives attending the Meeting. Request shareholders or their authorized representatives to present the documents as stipulated in Article 3 of these Regulations;
- 4.2. Distribute to shareholders or their proxies attending the Meeting: Voting Cards, Ballots, Election Ballots, and other relevant meeting materials;
- 4.3. Report to the General Meeting on the results of shareholder or proxy eligibility verification at the following times:
 - Before the opening of the Meeting;
 - Before each voting or election session if there are changes in the number of shareholders registered to attend (e.g., late-arriving shareholders).
- 4.4. The Shareholder Eligibility Verification Committee is entitled to establish supporting units to fulfill its assigned duties.

Article 5: Rights and Obligations of the Presidium and the Secretary/Secretariat of the General Meeting

5.1. The Presidium

- a. The Presidium is introduced by the Organizing Committee and approved by the General Meeting through voting. The Chairman of the Board of Directors shall serve as the Head of the Presidium and preside over the General Meeting (“Chairperson”), with the following functions and responsibilities:
 - Direct the proceedings of the General Meeting in accordance with the approved agenda. Carry out necessary tasks to ensure the orderly conduct of the Meeting;
 - Guide shareholders and the Meeting in discussing items listed in the agenda;
 - Present drafts and provide conclusions on matters that require the General Meeting’s resolution;
 - Respond to questions raised by shareholders;
 - Has the right to refrain from answering or only acknowledge shareholders’ opinions if the comments or proposals are outside the scope of matters under the Meeting’s consideration;
 - Resolve any issues that arise during the course of the Meeting.
- b. The decisions of the Presidium regarding order, procedure, or unexpected events beyond the agenda of the Meeting shall be final and binding.
- c. The Chairperson has the right to request competent authorities to maintain order during the Meeting and to expel individuals who do not comply with the Chairperson's authority, intentionally disrupt order, or obstruct the normal progress of the Meeting and/or otherwise fail to comply with the provisions of this Regulation..
- d. The Chairperson has the right to postpone the General Meeting to another time or change the meeting venue if:
 - A participant acts disruptively or poses a threat to the fair and lawful conduct of the Meeting;
 - The venue does not provide adequate seating or facilities for all participants;
 - Communication facilities at the venue do not meet the requirements for shareholder

participation, discussion, and voting.

The maximum postponement period shall not exceed three (03) working days from the originally scheduled meeting date.

- e. The Presidium operates on the principle of collective decision-making and shall decide by majority vote.

5.2. Secretary/Secretariat of the General Meeting

- a. The Secretary/Secretariat of the General Meeting is nominated by the Presidium and approved by the General Meeting through voting. They are responsible to the Presidium and the General Meeting for performing their duties under the direction of the Presidium.
- b. Duties of the Secretary/Secretariat:
 - Accurately and faithfully record all proceedings of the Meeting, including matters approved or noted by shareholders or their authorized representatives;
 - Draft the Resolution of the General Meeting and other resolutions for matters approved during the Meeting (if any);
 - Perform other tasks as assigned by the Presidium.

Article 6: Rights and Obligations of the Vote Counting Committee

- 6.1. The Vote Counting Committee consists of one (01) Head and other members nominated by the Presidium and approved by the General Meeting through voting.
- 6.2. Duties of the Vote Counting Committee:
 - Guide the procedures for voting and election;
 - Supervise the voting and election process conducted by shareholders and their authorized representatives attending the Meeting;
 - Conduct the vote counting and prepare the Vote Counting Minutes.
- 6.3. The Head of the Vote Counting Committee shall report the vote counting results to the General Meeting.
- 6.4. The Vote Counting Committee is responsible for the accuracy and truthfulness of the announced vote counting results.
- 6.5. The Vote Counting Committee is entitled to establish a support team to fulfill its duties.

CHAPTER III

CONDUCTING THE GENERAL MEETING

Article 7: Conditions for Holding the General Meeting

The General Meeting shall be conducted when the shareholders and/or authorized representatives present represent more than 33% of the total voting shares, based on the list of shareholders compiled on the record date for attending the Meeting.

Article 8: Discussion at the General Meeting

- 8.1. Principles:
 - Shareholders who wish to raise questions or need clarification must write their inquiries on the Question Slip and submit it to the Secretary/Secretariat to be forwarded to the Presidium;
 - Discussions shall take place only within the allotted time and on matters presented in the Meeting Agenda.
- 8.2. Responding to Shareholders' Questions:
 - The Presidium or members designated by the Presidium shall respond to shareholders' comments and questions;

- The Chairperson shall manage the discussion based on the meeting schedule and may prioritize shareholders who registered to speak earlier or whose questions are directly related to the agenda.

Article 9: Voting Method and Approval of Resolutions at the General Meeting

Each shareholder shall be provided with a Voting Card, Ballots, and Election Ballots printed and sealed for control by the Company. Voting at the General Meeting shall be conducted in the following forms:

9.1. Direct Voting

- Direct voting shall apply to the following matters:
 - + Approval of the members of the Presidium, the Secretary/Secretariat, and the Vote Counting Committee;
 - + Approval of the Meeting Agenda, Regulations on the Organization and Operation of the Meeting, Election Rules, Minutes/Resolutions of the Meeting;
 - + Other matters as decided by the Presidium (if any).
- During the voting process, under the direction of the Chairperson, shareholders shall vote in favor, against, or abstain according to the instructions of the Chairperson or the Presidium.
- For each voting session, members of the Vote Counting Committee shall record the number of votes in favor, against, and abstentions, and announce the vote counting results to the General Meeting.

9.2. Voting by Ballot

- a. The matters subject to voting by ballot will be listed on the Ballot. Shareholders or authorized representatives shall cast their votes by selecting either “agree,” “disagree,” or “no opinion” for each item (by marking an **X** or **✓** in the appropriate box).
- b. Voting procedure:
 - Voting shall commence upon the signal given by the Chairperson of the Meeting or the Head of the Vote Counting Committee and shall conclude when the last shareholder has cast their vote into the ballot box, or after thirty (30) minutes from the start of voting whichever comes first. Once voting is closed, the ballot box shall be sealed. Shareholders who do not submit their ballots shall be considered as having no opinion.
 - If a shareholder makes an error while completing their ballot (and has not yet placed it in the ballot box and the voting time has not ended), they may directly contact the Head of the Vote Counting Committee to request a replacement ballot to ensure their voting rights are protected.
- c. Vote Counting Procedure:
 - Vote counting shall be carried out immediately after the conclusion of the voting session.
 - The vote counting process shall proceed as follows:
 - + The Vote Counting Committee shall operate in a designated separate room or area;
 - + The Committee may use electronic devices to facilitate the vote counting process;
 - + Verify the validity of each ballot;
 - + Examine and record each ballot in sequence;
 - + Calculate and exclude shares held by shareholders who are not eligible to vote on specific matters (if applicable);

- + Seal all ballots and hand them over to the Chairperson.
- Invalid ballots include the following:
- + Ballots not in the format issued by the Organizing Committee or lacking the Company’s official seal;
- + Ballots that are torn, erased, or altered;
- + Ballots containing additional information or unauthorized markings;
- + Ballots with multiple conflicting votes for the same item—such votes shall be deemed invalid for that specific item.
- Voting for each agenda item is conducted independently. The invalidity of one item shall not affect the validity of the others.
- Upon completion of vote counting, the Vote Counting Committee shall prepare a Vote Counting Minutes, which must include:
 - + The time and location of the vote counting;
 - + The list of Vote Counting Committee members;
 - + The total number of shareholders with voting rights attending the meeting;
 - + The total number of shareholders who participated in the vote;
 - + The number and percentage of valid and invalid ballots;
 - + The number and percentage of votes for each item;
 - + Signatures of the Vote Counting Committee members.

9.3. The voting results shall be announced by the Vote Counting Committee after compiling the results for all items on the Meeting’s agenda.

9.4. The election of members to the Board of Directors shall be conducted in accordance with a separate election regulation approved by the General Meeting.

Article 10: Adoption of Resolutions by the General Meeting

10.1. Items listed in the agenda of the 2026 Annual General Meeting of Shareholders shall be adopted when approved by shareholders or authorized representatives present at the Meeting who represent more than 50% of the total voting shares.

10.2. The following matters shall be adopted only when approved by shareholders or authorized representatives present at the Meeting who represent at least 65% of the total voting shares:

- Amendments to business lines, industries, and fields of operation;
- Changes in the organizational and management structure of the Company;
- Types and quantity of shares to be offered;
- Reorganization or dissolution of the Company;
- Decisions on investment in or disposal of assets valued at 50% or more of the total asset value recorded in the latest audited financial statements of the Company.

Article 11: Minutes of the General Meeting

11.1. The proceedings of the General Meeting must be recorded in official minutes. The Chairperson and the Secretary shall be responsible for the accuracy and integrity of the minutes.

11.2. The minutes must be announced before the General Meeting and approved by the Meeting before its conclusion.

11.3. The minutes must be published on the Company’s website within twenty-four (24) hours from the end of the Meeting.

11.4. The minutes shall serve as the basis for the issuance of the General Meeting’s Resolution.

Article 12: Resolution of the General Meeting of Shareholders

- 12.1. Based on the results of the General Meeting, the Chairperson shall issue the Resolution of the General Meeting of Shareholders for the matters approved. The Resolution must be disclosed in accordance with laws and regulations on information disclosure in the securities market.
- 12.2. Shareholders or groups of shareholders as defined in Clause 2, Article 115 of the Law on Enterprises have the right to request a court or arbitration body to review and annul part or all of a resolution of the General Meeting of Shareholders, in accordance with the provisions of Article 151 of the Law on Enterprises.

**CHAPTER IV
IMPLEMENTATION PROVISIONS**

Article 13: Effectiveness of the Regulations

- 13.1. These Regulations consist of 4 Chapters and 13 Articles, and shall be publicly read prior to the commencement of the General Meeting. They shall take effect immediately upon approval by the General Meeting through voting.
- 13.2. These Regulations may be amended from time to time based on the proposal of the Chairperson and must be approved by the General Meeting through voting.

**FOR THE BOARD OF DIRECTORS
CHAIRMAN**

Doan Van Binh

Note: *This document may be revised and supplemented as appropriate and submitted to the General Meeting of Shareholders for consideration and decision at the General Meeting.*