

REGULATIONSON
ORGANIZING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
NAGAKAWA GROUP JOINT STOCK COMPANY

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to Decree 155/2020/ND-CP guiding the Securities Law;*
- *Pursuant to the third amendment of the Internal Corporate Governance Regulations of Nagakawa Group Joint Stock Company dated April 24, 2021;*
- *Pursuant to the Charter of Nagakawa Group Joint Stock Company;*
- *Pursuant to other relevant legal documents.*

The Board of Directors of Nagakawa Group Joint Stock Company hereby issues the Regulations on the Organization of the 2025 Annual General Meeting of Shareholders ("AGM") of Nagakawa Group Joint Stock Company as follows:

CHAPTER I
GENERAL PROVISIONS

ARTICLE 1. SCOPE OF APPLICATION

1. These Regulations govern the organization of the 2025 AGM of Nagakawa Group Joint Stock Company ("Company" or "Nagakawa") and establish the principles and voting methods for agenda items and elections of the Board of Directors and Supervisory Board members at the AGM.
2. Shareholders, their authorized representatives, and other eligible attendees of the AGM must comply with the provisions of these Regulations.

ARTICLE 2. SUBJECTS OF APPLICATION

Shareholders or their representatives (hereinafter referred to as "Shareholders") and other attendees must adhere to the provisions set forth in these Regulations.

CHAPTER II

RIGHTS AND OBLIGATIONS OF PARTICIPANTS AT THE AGM

ARTICLE 3. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

1. Shareholders' Rights at the AGM:
 - a. All shareholders of the Company have the right to attend and vote on matters within the authority of the AGM.
 - b. If unable to attend the AGM, shareholders may authorize another person to attend and vote on their behalf. Such authorization must be in writing using the Company's prescribed form and must be signed as follows:
 - For individual shareholders, the authorization document must bear the signature of the shareholder and the authorized representative attending the meeting;
 - For institutional shareholders, the authorization document must be signed by the legal representative, bear the organization's seal, include the name of the signatory, and the signature of the authorized representative.
 - c. In addition to the Voting Ballot, each attending shareholder shall receive a Voting Card, which specifies the number of voting shares they hold or are authorized to vote on. This Voting Card is used when the Chairperson calls for votes on procedural matters, emerging issues at the AGM, approval of the full minutes and resolutions, or other matters requiring shareholder input.
 - d. Late-arriving shareholders have the right to register immediately upon arrival and participate in voting at the AGM. However, the Chairperson is not required to halt the meeting for late registrants, and votes conducted before their arrival remain valid.
2. Obligations of Attendees:
 - a. Attendees must dress appropriately, ensuring formality and decorum;
 - b. Attendees must fully participate in the AGM as required by the Company. If unable to attend, they must authorize a representative in accordance with the regulations;
 - c. Shareholders or their representatives must complete the required registration procedures with the AGM Organizing Committee;
 - d. Attendees must comply with the conditions and procedures stipulated in the Company's Charter and these Regulations;
 - e. Attendees must adhere to the meeting's rules and respect the AGM's outcomes.

ARTICLE 4: SHAREHOLDER ELIGIBILITY VERIFICATION

The Shareholder Eligibility Verification Committee is responsible for:

1. Verifying shareholders' eligibility to attend the AGM in accordance with legal regulations, the Company's Charter, and these Regulations.
2. Reporting to the AGM on the number and percentage of shareholders present.

ARTICLE 5. CHAIRPERSON/CHAIRING PANEL

1. The Chairman of the Board of Directors shall act as the Chairperson of the AGM. Other

members may be appointed to support the Chairperson in managing the meeting (Chairing Panel).

2. The Chairing Panel shall conduct the AGM in accordance with these Regulations and the approved agenda.
3. The Chairing Panel's decisions regarding procedural matters or unforeseen issues arising during the AGM are final.

ARTICLE 6. SECRETARIAT

1. The Chairperson shall appoint one or more persons as the Secretariat for the AGM.
2. The Secretariat is responsible for:
 - a. Collecting and summarizing shareholders' opinions during the AGM and reporting them to the Chairing Panel;
 - b. Recording a complete and accurate account of the AGM's proceedings and shareholder discussions;
 - c. Drafting the AGM's Minutes and Resolutions for approval before the meeting concludes;
 - d. Performing other tasks as assigned by the Chairperson.

ARTICLE 7. BALLOT COUNTING COMMITTEE

1. The Board of Directors/AGM Organizing Committee shall propose the list and composition of the Ballot Counting Committee, which shall be approved by the AGM.
2. The Ballot Counting Committee shall consist of three (03) members with the following roles:
 - a. Head of the Committee: Responsible for procedural, legal, and formal aspects of voting.
 - b. Statistician: Ensures the accuracy of data related to voting and ballot counting.
3. The Ballot Counting Committee shall:
 - a. Conduct the vote counting process;
 - b. Prepare and publicly announce the ballot counting results before the AGM;
 - c. Transfer all ballot counting records and ballots to the AGM Organizing Committee;
 - d. Be responsible for the accuracy and integrity of the data, inspect, record the vote counting minutes, and publicly announce the vote counting results.

CHAPTER III

AGM PROCEDURES AND VOTING ON AGENDA ITEMS

ARTICLE 8. REGISTRATION AND SHAREHOLDER ELIGIBILITY VERIFICATION

1. On the AGM date, the Company shall conduct shareholder registration until all eligible shareholders have completed their registration.

2. Late-arriving delegates have the right to register immediately and then participate and vote in the General Meeting of Shareholders. The Chairperson is not responsible for pausing the meeting to allow late delegates to register, and the validity of voting sessions conducted before their arrival will remain unaffected.
3. The Shareholder Eligibility Verification Committee shall conduct the verification of shareholder eligibility as follows:
 - a. Verify the registration/attendance eligibility of shareholders and their authorized representatives in accordance with the procedures and regulations detailed in this Regulation, the Company's Charter, and relevant legal provisions;
 - b. Directly or through the online AGM system, issue/share voting ballots and AGM documents to shareholders or their authorized representatives;
 - c. Compile and/or extract verification results and report to the AGM on the eligibility status of attending shareholders.

ARTICLE 9: CONDITIONS FOR HOLDING THE AGM

The AGM shall be convened when the shareholders attending the meeting represent more than 50% of the total voting shares of the Company (based on the final registration list provided by the Vietnam Securities Depository Center).

ARTICLE 10: DISCUSSIONS AT THE AGM

1. Shareholders shall participate in discussions as guided by the Chairperson during the AGM.
2. Discussions and responses to questions shall follow these principles and methods:
 - a. Shareholders wishing to speak must obtain approval from the Chairperson.
 - b. Shareholders shall keep their statements concise, avoid repetition, and focus on key discussion points relevant to the approved agenda. The Chairperson will arrange speaking turns in order of registration and respond to shareholders' questions. The Chairperson has the right to halt speeches if they are repetitive or unrelated to the agenda.
 - c. The Chairperson shall respond directly only to key questions related to the agenda.
 - d. If the discussion exceeds the allocated time for the AGM, unanswered questions will be compiled by the Secretary, and the Chairing Committee may respond later via email or other appropriate means as per the Company's Charter and legal regulations.

ARTICLE 11: VOTING ON AGENDA ITEMS AT THE AGM

1. Voting rules and ballots:
 - a. Voting at the AGM shall be conducted openly.
 - b. Each shareholder or their authorized representative attending the AGM will receive a set of voting ballots, including: (i) A voting ballot for agenda items requiring approval; and (ii) A voting card for procedural matters such as approving the Chairing Committee, the Secretary, the Vote Counting Committee, the AGM agenda, arising issues, the AGM Minutes, and the AGM Resolution.

- c. The voting ballot shall include: Company name, shareholder name, number of votes, agenda items, and space for the shareholder's signature. A valid ballot must be an official pre-printed form issued by the Company without any erasures or alterations.
 - d. The voting card shall include: Company name, shareholder name, and number of votes.
 - e. A shareholder's number of votes is determined by the total number of shares they own and/or represent.
2. Valid and invalid voting ballots:
- a. Valid ballots:
 - Official ballots issued by the Organizing Committee with a unique identification mark.
 - Ballots marked (☒ or ☒) in one (1) of the three boxes (Approve/Disapprove/Abstain) for each voting item.
 - Ballots signed by the shareholder or their authorized representative.
 - Ballots without erasures, alterations, or unauthorized additional content.
 - Ballots that are intact and undamaged.
 - b. Invalid ballots:
 - Ballots that do not meet the criteria specified in Clause 2(a) of Article 11.
3. Voting results:
- a. Voting results shall be calculated as a percentage (%) and rounded to two (02) decimal places.
 - b. Resolutions and decisions of the AGM shall be valid when approved by shareholders owning or representing at least 51% of the total voting shares of the attending shareholders.
 - Decisions related to share types and quantities offered, amendments to the Company's Charter, corporate restructuring, dissolution, or asset sales exceeding thirty-five percent (35%) of the Company's total recorded assets must be approved by at least sixty-five percent (65%) of the voting shares of the attending shareholders.
 - c. Voting results shall be recorded in the Vote Counting Minutes and AGM Minutes, including:
 - Number of votes for/against/abstaining;
 - Percentage (%) of votes for/against/abstaining relative to the total votes present at the AGM.
 - d. If shareholders or their representatives raise concerns about the voting results, the Chairperson shall review and make an immediate decision at the AGM.

ARTICLE 12: AGM MINUTES AND RESOLUTIONS

All AGM discussions must be recorded in the AGM Minutes and Resolutions by the AGM Secretary. The Minutes and Resolutions shall be read and approved before the meeting adjourns and retained by the Company.

CHAPTER IV

ENFORCEMENT PROVISIONS

ARTICLE 13: ENFORCEMENT PROVISIONS

This Regulation consists of 4 chapters and 13 articles, was publicly read at the AGM, and shall take effect immediately upon approval by the 2025 Annual General Meeting of Shareholders.

Recipients:

- AGM;
- Board of Directors; Supervisory Board;
- Archives: AGM Secretariat.

ON BEHALF OF THE BOARD OF DIRECTORS ✍



CHAIRMAN

Nguyễn Ngọc Quy



**NAGAKAWA GROUP
JOINT STOCK COMPANY**

No: 01/2025/TTr-ĐHĐCĐ

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Vinh Phuc, March 06, 2025

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Re: Approval of the Audited 2024 Financial Statements

To: The General Meeting of Shareholders of Nagakawa 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 Nagakawa Group Joint Stock Company.

The Board of Directors of Nagakawa Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the Consolidated Financial Statements for the year 2024 of Nagakawa Group Joint Stock Company (*Detailed report attached*).

The Consolidated Financial Statements for the fiscal year ended December 31, 2024, have been audited and certified by Nhan Tam Viet Auditing Co., Ltd., with the following opinion:

"In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Nagakawa Group Joint Stock Company as of December 31, 2024, as well as the consolidated financial performance and consolidated cash flows for the fiscal year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations on the preparation and presentation of consolidated financial statements".

The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for review and approval.

Recipients::

- General Meeting of Shareholders;
- Board of Directors; Supervisory Board;
- Archives: Shareholder Administration Office.

**ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN**



Nguyen Ngoc Quy

No: 04/2025/TTr-DHĐCĐ

Vinh Phuc, March 06, 2025

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Re: Selection of the Audit Firm for 2025

To: The General Meeting of Shareholders of Nagakawa 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 Nagakawa Group Joint Stock Company.

The Board of Directors of Nagakawa Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the list of audit firms for selection to conduct the audit of the 2025 financial statements of Nagakawa Group Joint Stock Company as follows:

1. Nhan Tam Viet Auditing Co., Ltd.
2. KPMG Vietnam Co., Ltd.
3. AASC Auditing Firm Co., Ltd.

We respectfully propose that the General Meeting of Shareholders authorize the Board of Directors to negotiate and select one of the above-listed audit firms to conduct the review of the semi-annual financial statements and the audit of the 2025 financial statements of Nagakawa Group Joint Stock Company.


In the event that the approved list of audit firms for 2025, as announced by the State Securities Commission of Vietnam, does not include any of the above-mentioned firms, we respectfully request that the General Meeting of Shareholders authorize the Board of Directors to select another suitable audit firm.

We respectfully submit this proposal to the General Meeting of Shareholders for review and approval./.

Recipients::

- General Meeting of Shareholders;
- Board of Directors; Supervisory Board;
- Archives: Shareholder Administration Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Nguyễn Ngọc Quy

PROPOSAL

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Re: Authorization for the Board of Directors to Decide on Transactions Generating Revenue and Expenses with Related Parties

To: The General Meeting of Shareholders of Nagakawa 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 Nagakawa Group Joint Stock Company.

According to Clause 3, Article 167 of the Law on Enterprises 2020, as follows::

“3. The General Meeting of Shareholders shall approve the following contracts and transactions:

- a) Contracts and transactions other than those specified in Clause 2 of this Article;;*
- b) Contracts and transactions involving loans, lending, or asset sales with a value exceeding 10% of the total assets recorded in the latest financial statement, conducted between the company and a shareholder holding 51% or more of the total voting shares, or any related party of such a shareholder.”*

To facilitate business operations, the Board of Directors (BOD) hereby submits to the General Meeting of Shareholders for authorization to decide on transactions generating revenue and expenses with related parties, specifically:

Related Party	Relationship
Nagakawa Investment and Technical Development JSC	Subsidiary
Nagakawa Da Nang JSC	Subsidiary
Nagakawa Ho Chi Minh JSC	Subsidiary
Nagakawa Electronics JSC	Subsidiary
Viet Phuc Hung Yen JSC	Subsidiary
Nagakawa High-Tech JSC	Subsidiary
KLW Vietnam Garment JSC	Associate Company

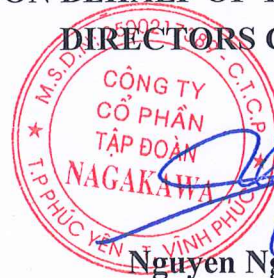


The Board of Directors is responsible for reporting the implementation status of the aforementioned content (if any) to the General Meeting of Shareholders at the nearest session. The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval.

Recipients::

- General Meeting of Shareholders;
- Board of Directors; Supervisory Board;
- Archives: Shareholder Administration Office.

ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN



Nguyễn Ngọc Quy

