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*Ho Chi Minh City, June 24, 2020*

**WORKING REGULATION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2020  
POWER GENERATION JOINT STOCK CORPORATION 3**

**CHAPTER I  
GENERAL REGULATIONS**

**Article 1. Scope of application**

1. This Regulation is applicable for the organization of the Annual General Meeting of Shareholders in 2020 (General Meeting) of the Power Generation Joint Stock Corporation 3 (EVNGENCO 3).

2. This Regulation specifies rights and obligations of shareholders, authorized representatives and participants in the General Meeting, other conditions and procedures for organizing the General Meeting.

3. Shareholders, authorized representatives and participants shall be responsible for complying with provisions of this Regulation.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF PARTICIPANTS**

**Article 2. Rights and obligations of shareholders/authorized representatives**

1. Conditions for participation in the General Meeting: Shareholders or authorized representatives according to power of attorney (form issued by EVNGENCO 3) of one or more shareholder named in the List of shareholders of EVNGENCO 3 at the time of the final registration day in June 02, 2020 as certified by Vietnam Securities Depository (VSD).

2. Rights of shareholders, their authorized representatives when attending the General Meeting:

a. To be entitled to directly attend or authorize others to attend the General Meeting according to the form issued by EVNGENCO 3.

b. To discuss and vote on all issues under the authority of the General Meeting in accordance with the Enterprise Law and Charter of EVNGENCO 3.

c. To be informed contents, agenda of the General Meeting by the Organization Board.

d. To receive votes, voting cards and other documents right after registering to attend the General Meeting with the Inspection Committee of shareholders' qualification.

e. To register and vote right at the General Meeting for issues those are not voted in case of late attendance; in this case, the Chairman shall not suspend the General Meeting and the validity of previous voting is not affected.

f. In the case that shareholders must leave the meeting due to personal reasons before the General Meeting carries out the voting, such shareholders are responsible for contacting to the Voting Committee to inform their written opinions about issues to be voted in the General.

If a shareholder leaves the meeting before the General Meeting carries out the voting without notifying the Voting Committee, that shareholder is considered as agreed with all issues to be voted at the General Meeting.

3. Obligations of shareholders, their authorized representatives when attending the General Meeting:

a. Shareholders or authorized representatives attending the General Meeting shall bring Letter of Invitation, Citizen Identification Card, Identity Card or Passport, Power of Attorney (for authorized representatives) and register to attend the General Meeting with the Inspection Committee of shareholders' qualification.

b. Dress well

c. Audio and video recording of the General Meeting must be publicly announced and approved by the Chairman of the General Meeting.

d. To register to make speech at the General Meeting according to regulations, contents of the speech are within the scope of the agenda.

e. To speak and vote in accordance with guidance of the Organization Committee and comply with the Chairman's control and management.

f. Not to cause any obstruction or disturbance activity that may prevent the meeting from being organized fairly and legally.

g. Not to cause disturbance and prevention the normal development of the General Meeting.

h. To comply with the Chairman's management authority;

i. To strictly abide by Regulations and respect working results of the General Meeting.

### **Article 3. Rights and obligations of the Inspection Board of shareholders' qualification**

1. The Inspection Committee of shareholders' qualification established under the decision of EVNGENCO 3's Board of Management shall be responsible for implementing the following functions and tasks:

a. To inspect shareholders' or authorized representatives' qualification attending the General Meeting: Request shareholders attending the General Meeting and guests to present their Letter of Invitation, Citizen Identification Card, Identity Card or Passport, Power of Attorney (for authorized representatives).

b. To hand over votes, voting cards and other relevant documents to shareholders or authorized representatives attending the General Meeting.

c. To report the General Meeting on the inspection results of shareholders' qualification at the following times:

- Before the opening of the General Meeting.

- Before each voting time of the General Meeting in case of any change of the number of shareholders registered to attend the General Meeting (belated shareholders register to attend the General Meeting).

d. To carry out other tasks as assigned by the Organization Committee or Chairman.

2. The Inspection Committee of shareholders' qualification is entitled to establish an assistance team to complete tasks as assigned by the Committee.

3. If a shareholder attending the General Meeting fails to meet requirements of qualification, the Inspection Committee is entitled to refuse that shareholder's right to attend

the General meeting and refuse to issue votes, voting cards and documents of the General Meeting.

#### **Article 4. Rights and obligations of the Voting Committee**

1. The Voting Committee is nominated by the Chairman and approved at the General Meeting. Members of the Voting Committee shall not be named in the list of nominees and candidates for members of the Board of Management.

2. The Voting Committee is responsible for instructing use manners of Votes, Voting cards, counting, measuring and excluding related shareholders who don't have voting rights (if any) for each issue to be voted.

3. The Head of the Voting Committee shall report voting results to the General Meeting.

4. The Voting Committee is entitled to establish an assistance team to complete assigned tasks.

5. The Voting Committee is responsible for the accuracy and truthfulness of the vote count results.

6. The Voting Committee is liable for remaining, preserving and handing over all voting cards and vote count minutes to the Board of Management after the end of the General Meeting.

#### **Article 5. Rights and obligations the Chairman and Presidium**

1. The Chairman of the Board of Management is the Chairman of the General Meeting of Shareholders and is responsible for presiding over the General Meeting.

2. Any decision made by the Chairman of the General Meeting on orders, procedures or events arising out of the Agenda shall be the highest judgment.

3. The Chairman shall implement works deemed as necessary to manage the General Meeting in a valid and orderly manner; or ensure that the General Meeting shall reflect wishes of the majority of attending shareholders.

4. Without obtaining opinions of the General Meeting, the Chairman may, at any time, delay the General Meeting and transfer to another time (in accordance with provisions of the Enterprise Law and the Charter of EVNGENCO 3) and at another location as decided by the Chairman in the following cases:

a) Seats of the meeting location are insufficient for all participants.

b) Participants have any obstruction, disturbance or cause any risks that may prevent the meeting from being organized in fair and legal manner.

c) The delay is necessary for works of the General Meeting to be proceeded properly.

5. The Chairman shall have the right to not answer or only record shareholders' opinions if such contributions and recommendations are out of the Agenda of the General Meeting.

6. The Chairman is entitled to interrupt shareholders' speech if their contributions and recommendations are out of the Agenda or overlapping opinions; to limit the speech time of shareholders to ensure that the General Meeting's Agenda is carried out according to the plan.

7. The Chairman may require competent authority to maintain the order of the Meeting, to deport participants who cause disturbance, obstruction and refuse to comply with the executive authority of the Chairman, preventing the normal development of the General Meeting.

## **Article 6. Rights and obligations of the Secretariat**

1. The Secretariat of the General Meeting of Shareholders is nominated by the Chairman.
2. The Secretariat shall perform assistance tasks as assigned by the Chairman of the General Meeting, including but not limited to recording meeting minutes, reflecting truthfully, accurately and fully all contents of the General Meeting in Minutes and Resolutions; presenting Meeting Minutes and Resolutions at the General Meeting.

## **CHAPTER III**

### **FORMALITY OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 7. Conditions for organizing the General Meeting**

1. The General Meeting is organized when the number of participating shareholders representing for at least 51% of the total number of votes according to the list of shareholders that is closed at the closing date of the participation right. The Inspection Committee of shareholders' qualification shall notify the number of attending shareholders, the total number of voting shares that shareholders represent for and the attendance rate so that the General Meeting can be organized in accordance with regulations.
2. In the case that the General Meeting is not eligible for organizing the meeting according to the above-mentioned provisions, the convention and organization of the following General Meeting of Shareholders shall be implemented in accordance with the Charter of EVNGENCO 3 and Enterprise Law.

#### **Article 8. Organization of the General Meeting**

1. The General Meeting is organized according to the order and contents of the Agenda as approved by the General Meeting of Shareholders.
2. The General Meeting shall discuss and approve in succession all contents of the Agenda in the form of voting as stipulated in Article 10 of this Regulation.
3. The General Meeting is ended after Meeting Minutes and Resolutions are approved.

#### **Article 9. Approval of Resolutions of the General Meeting**

1. Unless otherwise provided in Clause 2 of Article 9, decisions of the General Meeting of Shareholders on the following issues shall be approved when there is 65% or more of the total voting shares of shareholders with voting rights who directly attend the meeting or through authorized representatives attending the General Meeting of Shareholders:
  - a. Type of shares and total number of shares of each type.
  - b. Changes of business lines and business sectors.
  - c. Changes of management structures of EVNGENCO 3, reorganization and winding up of EVNGENCO 3.
  - d. Decisions of EVNGENCO 3 on investment or selling of assets that its value is equal to or higher than 35% of the total value of assets as recorded in the latest Financial Statements of EVNGENCO 3.
  - e. Amendment and supplementation of the Charter of EVNGENCO 3.

2. Other resolutions, including those will affect the national energy security situation that are approved when the number of shareholders representing for at least 51% of the total voting shares of all attending shareholders, except for provision in Clause 1 of this Article.

#### **Article 10. Votes and voting cards**

1. Votes and Voting cards are stamped by EVNGENCO 3 and issued by Inspection Committee of shareholders' qualification to shareholders or their authorized representatives. Voting cards are filled with full name and signature of a shareholder or authorized representative and other factors to guarantee the accurate and convenient counting of votes.

2. The voting value of Votes and Voting cards is determined by the number of voting shares owned by shareholders or their authorized representatives.

#### **Article 11. Voting formality for approval at the General Meeting**

1. All contents in the Agenda of the General Meeting shall be approved by collecting voting opinions of all shareholders attending the General Meeting through voting shares according to the number of shares owned and represented (*except for voting contents through the Voting Committee, Agenda, Working Regulation, other Principles, Voting Rules, Minutes, Resolutions of the General Meeting and some contents arising right at the General Meeting that need to be implementing by raising voting cards*).

2. Voting method: Voting contents in the General Meeting shall comply with principles, formality and procedures as approved at the General Meeting according to the normal development of the General Meeting.

3. The total number of votes "for", "against" and "blank" of each content shall be announced at the General Meeting.

#### **Article 12. Minutes and Resolutions of the General Meeting of Shareholders**

1. Meeting Minutes: All contents at the General Meeting shall be recorded in minutes by the Secretariat. Minutes must be read and approved before the closing of the General Meeting and publicized on the website of EVNGENCO 3 within twenty-four (24) hours from the closing date of the General Meeting and/or copies are submitted to the members of EVNGENCO 3's Board of Management as required.

2. Based on minutes and voting results, the Secretariat shall summarize data and include in the Resolution draft. The Resolution draft is read and approved before the closing of the General Meeting and must be published on the website of EVNGENCO 3 within twenty-four (24) hours from the date of approval of the Resolution.

3. Minutes, Appendices of the list of shareholders and Resolutions in full approved and other relevant documents attached to the Letter of Invitation shall be kept at the Head Office of EVNGENCO 3.

### **CHAPTER IV**

#### **PROVISIONS OF IMPLEMENTATION**

#### **Article 13. Implementation effect of the Regulation**

1. This Regulation consists of four (04) Chapters and thirteen (13) Articles and takes effect immediately after being approved by the General Meeting.

2. The Chairman of the General Meeting is responsible for managing the General Meeting in accordance with this Regulation.

3. Shareholders or their authorized representatives and participants shall be responsible for implementing provisions of this Regulation.