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| VIETNAM ELECTRICTY  **POWER ENGINEERING CONSULTING JSC 1** | **SOCIALIST REPUBLIC OF VIETNAM**  **Independence – Freedom – Happiness** |
|  | *Hanoi, 4th June, 2024* |

**WORKING REGULATION AND VOTING RULES**

**AT THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Pursuant to:*

*The Enterprise Law No. 59/2020/QH14 dated 17th June, 2020;*

*The Charter on organization and operation of Power Engineering Consulting Joint Stock Company 1 (Company’s Charter);*

*The internal regulation on the Company’s governance.*

# GENERAL REGULATONS

## Scope and objects of application

### This regulation applies to the organization and management of the 2024 Annual General Meeting of Shareholders (General Meeting-GM) of the Company.

### This regulation stipulates the rights and obligations of shareholders, authorized representatives of shareholders and parties attending the GM, conditions and formalities for conducting the GM.

### In this regulation, the term "shareholder" is understood as shareholder and/or authorized representative of shareholder.

## Objectives

### Create favorable conditions to successfully organize the GM, in accordance with the Law and the Company's Charter, ensuring the principles of fairness, transparency and efficiency.

# CONDITIONS, RIGHTS AND OBLIGATIONS OF PARTIES PARTICIPATING IN THE GM

## Rights and obligations of shareholders participating in the GM

### Conditions of participation:

Shareholders who own shares of the Company according to the list finalized by the Vietnam Securities Depository on 21st March, 2024 have the right to directly attend or authorize in writing other individuals and organizations to attend the GM.

### Rights of shareholders attending the GM

#### Have the right to discuss and vote on all issues on the agenda of the GM.

#### Be notified by the Company about the GM’s content, agenda and enclosed documents.

#### Other rights as prescribed by the Company’s Charter and Enterprise Law.

### Obligations of shareholders attending the GM.

#### Must present the documents as prescribed in the Letter of Invitation and register to attend the GM with the Shareholder Eligibility Verification Board.

#### Authorized representatives of shareholders cannot authorize to a third party.

#### Comply with the instructions and control of the Chairman, respect the working results of the GM.

#### Be smartly-dressed, behave politely, do not cause disorder.

#### Register to express opinions according to the provisions of Article 12 in this Regulation.

#### Do not have acts of obstruction, breach of the peace, or prevention of normal proceedings during the GM.

#### Be responsible for attending from the begin to the end of the GM. In case of leaving before the completion of GM, shareholders must notify the Voted Checking Board and return their Voting Ballots.

#### Shareholders who do not submit Voting Ballots are considered to have agreed with all issues voted at the GM.

#### Strictly comply with this Regulation.

## Rights and obligations of the GM Chairman

### Propose the composition of the Meeting Presidium for the GM to vote for approval.

### Decide on order, procedures or events arising outside the GM agenda.

### Control the GM to discuss and get opinions to vote on issues in the GM's agenda and issues which arise during the GM.

### Respond or appoint members of the Meeting Presidium and representatives of relevant departments of the Company to respond to issues requested by the GM.

### The Chairman of the GM has the right to:

##### Not respond or only acknowledge shareholders' comments if such comments and recommendations are beyond the content of the GM’s comments.

##### Stop shareholders' comments when shareholder’s opinions are beyond the content of the GM's agenda, repeated ones or have no time left and may affect the overall time of the GM.

### Other rights stipulated in the Enterprise Law and the Company’s Charter.

## Tasks of the GM Secretariat

### The GM Secretariat consists of 01 Head and 02 members nominated by the Chairman and approved by the GM’s voting.

### The GM Secretariat records the GM proceedings, the content of questions and answers at the GM; prepare the minutes of meeting and resolutions of the GM; Perform other tasks as assigned by the Chairman; presenting Minutes and Resolutions of the GM.

### The GM Secretariat has the right to establish a supporting team to perform the tasks.

## Tasks of the Shareholder Eligibility Verification Board

### The Shareholder Eligibility Verification Board comprises 01 Head and 02 members established by the Management Board to perform the following tasks:

##### Check the eligibility of shareholders and authorized representatives attending the GM based on the following documents: Letter of Invitation; ID card/Passport or other legal personal identification; Power of attorney to attend the GM (for authorized representatives of shareholders).

##### Distribute voting cards, voting ballots and other GM documents to shareholders.

##### Summarize and report to the Chairman and Supervisory Board on the results of checking the eligibility of shareholders attending the GM at the following times:

* Before opening the GM.
* When there is a change in the number of shareholders registered to attend the GM (Shareholders arriving late register to attend the GM).

### In case a person attending the GM is not fully qualified to attend the GM, the Shareholder Eligibility Verification Board has the right to refuse that person's right to attend the GM.

### Perform other tasks assigned by the GM Chairman.

## Tasks of the Voted Checking Board

### The Voted Checking Board consists of 01 Head and 04 members proposed by the Chairman (One (1) additional member can be nominated by the shareholders) and approved by the GM.

### Voted Checking Board has the following tasks:

##### Check the content, form and number of voting ballots issued.

##### Instruct the Voting Rules.

##### Check and supervise the voting and ballot conducted by the shareholders.

##### Check votes, prepare Minutes and announce the Minutes of voted checking results at the GM.

##### Hand over the Minutes of voted checking results and all voting ballots to the GM Chairman.

##### Together with the GM Chairman consider and resolve complaints and denunciations about the voting results and report to the GM for decision.

### The Voted Checking Board has the right to request a supporting team to ensure the voted checking schedule.

### The Voted Checking Board is responsible to the law and shareholders for the accuracy and truthfulness of the announced voted checking results.

# FORMALITY OF CONDUCTING THE GM

## Conditions of conducting the GM

### The GM is conducted when the number of attending shareholders represents at least 51% of the total voting ballots according to the list of shareholders prepared at the time of closing the list of shareholders attending the GM on 21st March, 2024.

### The Supervisory Board announces the number of attending shareholders, the total number of shares with voting rights and the attendance rate so that the GM can be conducted according to regulations.

## Conducting the GM

### The GM is expected to take place in 1/2 day.

### The GM will take place in accordance with the agenda approved by the GM.

### The GM will close after the Resolution and Minutes of the GM are approved.

## Discussion and questioning at the GM.

### Based on the number of attending shareholders and the allowed time of the GM, the Chairman of the GM can select the most appropriate method of controlling the GM. Shareholders attending the GM express their opinions, discuss and ask questions by raising their hands and receive the consent of the Chairman of the GM or fill out a Questionnaire sent to the GM Secretariat.

### Shareholders speak briefly, speaking time of each shareholder should not more than 03 minutes, focusing on the main content which needs to be discussed, in accordance with the approved agenda of the GM. The content of shareholders' proposed opinions should not relate to personal issues or beyond the Company's authority. The Chairman of the GM has the right to remind or recommend shareholders to focus on the key content that needs to be spoken to save time and ensure discussion quality.

### For questions raised, the Meeting Presidium has the right to immediately respond to shareholders or receive opinions so that the Company's Management Board, within the scope of its authority, can respond in writing to shareholders within working 07 days since the date of closing the GM.

## Voting ballots and voting cards in the GM

### Each shareholder when registering to attend will be given 01 Voting Card (***blue***) and 01 Voting Ballot (***yellow***) by the Shareholder Eligibility Verification Board. These ballot and card contain shareholders’ information according to regulations and Company's seal, serving the voting all issues arising at the GM.

### Shareholders must check the information contained on the Voting Cards and Voting Ballots. If there are any errors, shareholders must immediately notify the Shareholder Eligibility Verification Board to compare and make changes and reprint new Voting Cards and Voting Ballots.

### The voting value of the Voting Cards and Voting Ballots corresponds to the number of shares with voting rights that the shareholder owns and/or represents when registering to attend the GM out of the total number of shares with voting rights of the shareholders present at the GM.

### Eligibility of the Voting Ballots

### Eligible Voting Ballots are:

* The ballots are issued by the GM Organization Board.
* The ballots must not be torn, erased, or edited.
* The ballots have the signature of the shareholders participating in the vote.
* Only mark (x) or (√) once for one voting content.
* Ballots should be submitted before the Voted Checking Board opens the seal of the ballot box.

### Ineligible Voting Ballots are:

* The ballots are not issued by the GM Organization Board.
* The ballots with its contents are erased, or edited.
* The ballots have no signature of the voting shareholders.
* The ballots are submitted after the Voted Checking Board unseals the ballot box.

If a content requiring comments has more than one voting option or no shareholder’s voting option, that Ballot is still considered to be eligible if it does not violate the above-mentioned conditions, however, such voting content is considered to be ineligible.

### Ineligible Voting Ballots will be invalid hen checking votes.

## Form of Voting approving the GM’s decision

### Direct voting using the Voting Card:

##### Voting on contents not recorded in the Voting Ballots is carried out in the form of direct voting by raising the Voting Card.

##### For each voting issue, the Chairman asks shareholders' opinions in the order: "Agree", "Disagree", "No comments". In case the shareholder does not raise the voting card all three times, it is considered that the shareholder votes "Agree". For each issue asking for comments, shareholders are only allowed to raise their Voting Card once.

##### The Voted Checking Board records the results of the vote checking results directly and reports to the Chairman who announces the voting results.

### Voting using the Voting Ballots:

##### Shareholders vote on the contents recorded in the Voting Ballots by marking (“x” or “√”) in only one of the boxes “Agree” or “Disagree” or “No comments” for each content needs to be commented on, signed for confirmation and placed in the ballot box.

##### In case of incorrect marking, the shareholder should not erase but request the Voted Checking Board to provide a new ballot.

### The decisions of the GM are approved in accordance with the provisions of the Company's Charter and Voting Rules.

## Regulations on voted checking for voting using Voting Ballots

### The Voted Checking Board checks the voting ballots according to the regulations as given below:

##### Conduct the inspection of the ballot box in the witness of shareholders.

##### Voting begins when the distribution of Voting Ballots is completed and ends when the final shareholder votes in the ballot box.

##### Voted checking is conducted by the Voted Checking Board immediately after voting ends under the supervision of the Company's Supervisors.

##### Check the eligibility of the Voting Ballots and record the voted checking results.

##### Seal all Voting Ballots and hand-over them to the Chairman.

### Preparation and announcement of Minutes of Voted Checking:

##### The results of voted checking are prepared into a Minute of Voted checking in accordance with regulations, signed by all members of the Voted Checking Board and Supervisors participating in supervision of voted checking.

##### The Voted Checking Board is responsible for the truthfulness and accuracy of the voted checking results.

##### The Head of Voted Checking Board announces the Voted Checking Minute before the GM.

## Minutes of GM, Resolution of GM

### All main contents at the GM are prepared into Minutes. The Chairman and Secretary of the GM are responsible for the accuracy and truthfulness of the Minutes of the GM.

### Minutes of the GM must be announced before the GM and approved by the GM before closing.

### Based on Minutes of the GM, the Secretariat summarizes data to include in the draft GM resolution. The draft Resolution is read and approved before the GM closes.

### Minutes and Resolutions of the GM will be posted on the Company's website within 24 hours after the closing of the GM.

# EFECTIVENESS

## Effectiveness of Implementation

### This Regulation includes 04 Chapters, 14 Articles, takes effect immediately after being approved by the GM and is only applied at the Company's 2024 Annual General Meeting of Shareholders.

### Shareholders and parties attending the GM are responsible for implementing the provisions in this Regulation.

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| ***Cc:***   * Shareholders; * P7 (posting on Website); * Archive: MB. | **FOR AND ON BEHALF OF THE MANAGEMENT BOARD**  **CHAIRMAN**  **Nguyen Tai Anh** |