

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2019**  
**GIA LAI ELECTRICITY JOINT STOCK COMPANY**

- Pursuant to Law on Enterprise and guiding documents;
- Pursuant to the Charter of Gia Lai Electricity Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,

**DECISION:**

**Article 1. Approve the contents of the following reports:**

1. Report of the Board of Directors.  
Detailed Report according to the AGM's Documents.
2. Report of the Audit Committee in 2019 and the operation plan in 2020.  
Detailed Report according to the AGM's Documents.
3. Report on 2019 business performance and the 2020 business plan.
  - a. Business performance in 2019:
    - Separate Financial Statements:

*Unit: VND billion*

Item	2019 Plan	2019 Actual	Compared Actual/ Plan	2018 Actual	Compared to 2018
Total revenue	663.8	847.1	128%	392.8	216%
Total cost	506.8	625.8	123%	243.7	257%
Profit before tax	157.1	221.3	141%	149.1	148%
Profit after tax	141.4	217.3	154%	138.3	157%

- Consolidated Financial Statements:

*Unit: VND billion*

Item	2019 Plan	2019 Actual	Compared Actual/ Plan	2018 Actual	Compared to 2018
Total revenue	1,013.8	1,184.6	117%	581.4	204%
Total cost	773.6	880.6	114%	374.4	235%
Profit before tax	240.2	303.9	127%	206.9	147%
Profit after tax	228.1	290.5	127%	187.3	155%

b. Plan in 2020:

*Unit: VND billion*

Targets	2020 Plan	2019 Actual	Compare to 2019
Total revenues	1,013.1	847.1	120%
Total expenses	775.7	625.8	124%
Profit before tax	237.4	221.3	107%

**For consolidated business plan of 2020:**

- Total revenue: VND 1,530.6 billion.
- Profit before tax: VND 320.0 billion.

4. Report on Science and Technology Fund:

The provision of S&T Fund as follows:

*Unit: VND*

The provision in 2016	S&T Funds used				Remaining value transfer to 2020
	2016	2017	2018	2019	
1,000,000,000	89,499,754	0	493,812,132	220,537,565	196,150,549

Unify the use of the Science and Technology Fund of 2019 as above and transfer the remaining value to 2020 to continue to use for the Company's research in accordance with regulations.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**ON BEHALF OF CHAIRING BOARD  
CHAIRMAN**

**Recipients:**

- *As Article 2 "to execute";*
- *Publication on the website;*
- *Relevant agencies;*
- *Company's archive.*



A red circular stamp from Công ty Cổ phần Điện Gia Lai. The stamp contains the text: "M.S.D.N. : 5900181213", "CÔNG TY CỔ PHẦN ĐIỆN GIA LAI", and "TP. PLEIKU - T. GIA LAI". A blue ink signature is written over the stamp.

**TÂN XUÂN HIỂN**

**RESOLUTION**  
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**GIA LAI ELECTRICITY JOINT STOCK COMPANY**

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**DECISION:**

**Article 1. Approval of 2019 Audited Financial Statements.**

Summary of some important indicators of Audited Financial Statements in 2019:

❖ **Separate Financial Statements:**

**1. Balance sheet:**

No.	Targets	Unit	2018	2019
<b>I</b>	<b>Total Assets</b>	<b>VND Mil</b>	<b>3,909,383</b>	<b>4,548,125</b>
1	Short-term Assets	VND Mil	966,416	642,525
2	Long-term Assets	VND Mil	2,942,967	3,905,600
<b>II</b>	<b>Resources</b>	<b>VND Mil</b>	<b>3,909,383</b>	<b>4,548,125</b>
1	Liabilities	VND Mil	1,741,576	2,209,126
2	Owners' Equity	VND Mil	2,167,807	2,338,999

**2. Income statement:**

No.	Targets	Unit	2018	2019
1	Total revenues	VND Mil	377,755	846,093
2	Total expenses	VND Mil	240,577	625,309
3	Operating profit	VND Mil	137,178	220,784
4	Other income	VND Mil	15,011	994
5	Other expenses	VND Mil	3,102	471
6	Other profit	VND Mil	11,909	523
7	Profit before tax	VND Mil	149,087	221,307
8	Current corporate income tax	VND Mil	10,196	4,057
9	Deferred corporate income tax	VND Mil	599	0
10	Net profit after tax	VND Mil	138,292	217,250

❖ **Consolidated financial statement:**

**1. Balance sheet:**

No.	Targets	Unit	2018	2019
<b>I</b>	<b>Total Assets</b>	<b>VND Mil</b>	<b>4,360,559</b>	<b>6,763,219</b>
1	Short-term Assets	VND Mil	1,229,873	1,190,393
2	Long-term Assets	VND Mil	3,130,686	5,572,826
<b>II</b>	<b>Resources</b>	<b>VND Mil</b>	<b>4,360,559</b>	<b>6,763,219</b>
1	Liabilities	VND Mil	1,952,624	4,183,591
2	Owners' Equity	VND Mil	2,407,935	2,579,628

**2. Income statement:**

No.	Targets	Unit	2018	2019
1	Total revenues	VND Mil	578,943	1,183,615
2	Total expenses	VND Mil	371,850	879,325
3	Operating profit	VND Mil	207,093	304,290
4	Other income	VND Mil	2,423	973
5	Other expenses	VND Mil	2,577	1,315
6	Other profit	VND Mil	(154)	(342)
7	Profit before tax	VND Mil	206,939	303,948
8	Current corporate income tax	VND Mil	20,639	13,686
9	Deferred corporate income tax	VND Mil	(967)	(254)
10	Net profit after tax	VND Mil	187,267	290,516

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**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**



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**DECISION:**

**Article 1. Approval of selecting the Independent Audit firm for fiscal year 2020 as follows:**

The General Meeting of Shareholders authorize the Board of Directors to select External Audit Company for Financial Statements in 2020 based on the suggestion of Audit Committee among auditing companies approved by State Securities Commission.

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CHAIRMAN**

  
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**DECISION:**

**Article 1. Approval of 2019 Profit distribution plan as follows:**

No	Target	Unit	2019 Plan	2019 Actual
1	Total revenue	VND Million	663,850	847,087
2	Total expenses	VND Million	506,751	625,780
3	Profit before tax (3=1-2)	VND Million	<b>157,099</b>	<b>221,307</b>
4	Business income tax	VND Million	15,710	4,057
5	Net profit after tax (5=3-4)	VND Million	<b>141,389</b>	<b>217,250</b>
6	Appropriation of reserve funds	VND Million	<b>11,311</b>	<b>17,380</b>
6.1	- Investment and development Fund (3%)	VND Million	4,242	6,518
6.2	- Bonus and Welfare Fund (5%)	VND Million	7,069	10,862
7	Remaining Profit after appropriation of reserve funds (7=5-6)	VND Million	<b>130,078</b>	<b>199,870</b>
8	Bonuses for over-fulfilling plans (*)	VND Million		6,069
9	Undistributed profits of previous years	VND Million		32,013
10	Remaining undistributed profits (10=7-8+9)	VND Million		<b>225,814</b>
11	<b>Common dividend</b>	%	<b>10%</b>	<b>8%</b>

(Bonuses for over-fulfilling plans (\*) = Difference profit between implementation and plan x 8%)

**Dividend payment method:** The General Meeting of Shareholders approve the dividend payment in 2019 by shares with the ratio of 8%. Implementation time in 2020 and authorize the Board to implement.

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**DECISION:**

**Article 1. Approval of business plan and profit distribution plan in 2020 as follows:**

- Total revenue:	<b>VND 1,013,135</b>	<b>million</b>
+ Revenue from sale of electricity:	VND 646,171	million
+ Revenue from services:	VND 250,598	million
+ Financial income and other income:	VND 116,365	million
- Total expenses:	<b>VND 775,746</b>	<b>million</b>
- Profit before tax:	VND 237,389	million
- Profit after tax:	VND 224,737	million

**Profit distribution plan expected in 2020:**

- |  |             |         |
|--|-------------|---------|
| - Provision of Investment and Development Fund (3%): | VND 6,742   | million |
| - Provision of Bonus and Welfare Fund (7%):          | VND 11,237  | million |
| - Remaining profit after provision of funds:         | VND 206,758 | million |
- ❖ Estimated total consolidated Revenue is VND 1,530.6 billion, the consolidated Profit before tax is VND 320 billion.
  - ❖ Expected dividend rate: up to 8%
  - ❖ Authorize the Board of Directors to decide the rate, time and form of advance dividend in 2020 depending on business results of Company and optimize the benefits for the Company's Shareholders.

- ❖ In case of Profit after tax exceed the plan, agree to assign the Chairman to decide the appropriation of bonus to the Company with maximum bonus of 8% of Profit after tax exceed the plan.

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**Article 1. Approval of share issuance to pay a dividend for 2019 as follows:**

- 1. The purpose:** Issuance of shares for dividend payment to the existing Shareholders of the Company.
- 2. Issuance plan:**
  - Securities name: The Shares of Gia Lai Electricity Joint Stock Company
  - Type of stock: Common stock
  - Par value of shares: VND 10,000/share
  - Total stock: 203,891,677 shares
    - ✓ Number of outstanding shares: 203,891,677 shares
    - ✓ Number of treasury stock: 0 shares
  - Stock dividend payment ratio: 8%
    - ✓ Number of shares expected to pay dividend: 16,311,334 shares
    - ✓ Total issuance value at par value: 163,113,340,000 VND
  - Object: Existing Shareholders of the Company at the time of closing the list for issuance is provided by the Vietnam Securities Depository (VSD)
  - The Fund to be paid: The remaining undistributed profits in 2019
  - Execution time: In 2020
  - Plan of dealing with fractional shares: The number of shares issued to each Shareholder will be rounded down to the unit. The fractional number of shares from rounding down, if any, will be canceled.
- 3. The General Meeting of Shareholders authorizes to Board of Directors:**
  - Conduct the necessary procedures related to the issuance of shares for dividend payment. To make amendments, supplements to this plan at the request of Public Bodies, to ensure the issuance of shares according to regulations.

- Select the time to close the list of Shareholders and the time of shares distribution after being accepted by the State Security Commission of Vietnam.
- After issuing shares, the Board of Directors will conduct depository registration at Vietnam Securities Depository (VSD), register to list additional shares at the Ho Chi Minh Stock Exchange. To amend the Charter and the Business Registration Certificate of the Company according to the new charter capital.

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**Article 1. Approving the plan of share issuance to existing Shareholders, increasing Charter capital 2020 as follows:**

**I. Issuance plan:**

1. Name of company:	Gia Lai Electricity Joint Stock Company
2. Name of securities:	Gia Lai Electricity Joint Stock Company
3. Share code:	GEG
4. Type of share:	Ordinary share, no transfer restrictions
5. Par value:	10,000 VND/share
6. Estimated number of issued shares:	50,972,919 shares
7. Forms of offering:	Public offering of additional shares to existing Shareholders
8. Share issuance objectives:	Existing Shareholders whose names are in the list of Shareholders as at the recorded date, are entitled to exercise the right to purchase shares
9. Share issuance offering:	Subscription ratio 4:1 (01 share is entitled to 01 right, 04 rights to buy 01 new share)  The number of shares each Shareholder purchased shall be rounded down to the unit.
10. Processing with arising odd shares and Processing with the remaining of	– Assigning the Board of Directors to decide all matters in order to process with the number of Shares to be distributed at a price offered to investors (including existing Shareholders, Company insiders) who have the

shares from existing Shareholders that do not carry out the purchasing rights (“Shares to be distributed”)	<p>need and financial capacity to purchase these Shares to be distributed not lower than the price offered to existing Shareholders. In case the Investor purchases Shares to be Distributed which leads to the possession of the total number of voting shares exceeding the ratio of public bid as prescribed by law, the public tender procedure is not required.</p> <ul style="list-style-type: none"> <li>– Number of Shares to be distributed when sold to Investors will be restricted to transfer within 01 (one) year from the date of completion of the issuance.</li> </ul>
11. Transfer of the right to purchase issued share:	A shareholder of the right to transfer his/her right to buy shares to one or many other persons/organizations, the transferee of the right shall not be transferred to a third party.
12. Principles to determine Offering price:	<ul style="list-style-type: none"> <li>– Based on Financial statement as at December 31, 2019, the book value is 11.384 VND/share (Based on the audited consolidated financial statements in 2019).</li> <li>– Market price: Average closing price of GEG shares in the last 30 sessions (up to 08/04/2020) is 21,733 VND/share</li> </ul>
13. Expected offering price:	10,000 VND/share
14. Expected time of issuance	<p>In 2020 and the first quarter of 2021, after being approved by the State Securities Committee;</p> <p>Authorize the BODs to select and decide an appropriate time</p>
15. Listing of additionally issued shares:	All additional shares issued under this plan will be listed immediately after the completion of the offering.
16. Approvals related to changes in Charter capital:	<ul style="list-style-type: none"> <li>– Approving the increase of the Company's charter capital as a result of the issuance.</li> <li>– Approving the amendment of the charter capital in the Charter of the Company as result of the issuance.</li> <li>– Approving the change of Business Registration Certificate with new charter capital according to the issuance results.</li> </ul>

17. Approvals related to changing the number of outstanding shares of the Company:	Approving (i) Adjusting the certificate of securities registration at Vietnam Securities Depository (VSD) and (ii) Proposing to change the listing at Ho Chi Minh Stock Exchange (HSX), to record the total amount of additional shares issued as result of the issuance.
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## **II. Purpose of Offering and Plan of Capital Use:**

- The total amount of money raised from the issuance is expected to be VND 509,729,190,000 will be used to invest or contribute capital to SPVs deploying Renewable Energy projects of the Company, investment in purchasing projects/power plants (if any) and/or supplementing capital for production and business activities of the Company.
- Minimum successful offering rate: minimum 70% of total number of shares expected to be offered.
- Handling plan in case of unsuccessful offering: The Company will flexibly use other capital sources of the Company or bank loans or mobilize from other valid sources to offset the insufficient capital to fulfill the above mentioned capital use purpose.

## **III. Commitment to registration and additional transaction registration:**

All additionally issued shares will be carried out by the Company with the necessary procedures for depository registration and additional transaction registration in accordance with the law.

## **IV. Authorization for the Board of Directors:**

The General Meeting of Shareholders approve the plan to increase charter capital with the above contents and authorize, including but not limited to, the following works for the Board of Directors:

- Elaborate and approve the detailed issuance plan and select specific time for implementation. Decide to amend, adjust and explain in detail the above issuance plan at the request of the competent state agency in order to implement this share issuance plan to ensure the best interests of the Shareholders and in accordance with applicable law;
- Decide on the offering price and choose the right time to offer, so as to be most beneficial to Shareholders and the Company;
- Prepare and decide in detail the purpose and plan of using the proceeds from the issuance and flexibly adjust the allocation and use of capital raised from this issuance; change the purpose and plan of using capital (if necessary) to suit the actual situation to ensure the interests of the Company, Shareholders and report adjustments related to this capital use plan to the nearest General Meeting of Shareholders;
- Implementing the plan of using the proceeds from the offering in accordance with the purpose of the offer, ensuring the interests of Shareholders and the Company,

complying with the provisions of law and reporting to the nearest General Meeting of Shareholders in the period. Carrying out procedures for reporting on capital use according to regulations;

- Deciding on all other related or arising jobs which the Board of Directors deems necessary to complete the assigned work contents;
- For Shares to be Distributed: authorize Chairman of the Board to negotiate, decide terms and conditions, define criteria, list of investors and decide the offering price, number of offers sold to each investor, signing contracts, documents related to the offering of these shares;
- Carrying out the procedures for changing the Business Registration Certificate with competent state agencies; and amendment of terms relating to charter capital, shares, shares in the Company's Charter based on the actual results of the issuance;
- Carrying out all the necessary procedures and work to change, list additionally on the HSX, adjust the Certificate of securities registration at VSD for the entire number of additional shares issued as a result of the issuance;
- Implement all other necessary procedures at the request of competent authorities to complete the issuance of shares in this plan, in accordance with the provisions of Law and the Company's Charter;
- The Board of Directors may authorize the Chairman of the Board of Directors, CEO to perform one or several authorized tasks mentioned above;

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**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**



**TÂN XUÂN HIỂN**



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- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,

**Article 1. Approval of Private placement for strategic Shareholders as follows:**

**I. ISSUANCE PLAN**

1.	Issuer	Gia Lai Electricity Joint Stock Company
2.	Name of share:	Share of Gia Lai Electricity Joint Stock Company
3.	Type of share:	Ordinary shares
4.	Stock code:	GEG
5.	Par value:	10,000 VND/share
6.	Offering method:	Private offering of shares in accordance with the Securities Law and law enforcement documents
7.	Purpose of the offer:	The Company's common stock offering is necessary for the Company has additional equity to invest in its projects, purchase projects/power plants (if any) and/or supplement capital for production and business activities of the Company.  AGM authorizes the BOD to approve and deploy the detailed capital use plan in accordance with the approved issuing purpose.
8.	Current Charter capital	2,038,916,770,000 VND
9.	Outstanding shares	203,891,677 shares
10.	Number of additional shares expected to be issued under the plan	67,284,253 shares

	of issuing for dividend payments and issuing for existing Shareholders according to Proposal of AGM in 2020 No.06 and No.07 on June 12nd, 2020	
11.	Estimated total number of shares issued before the private offering:	271,175,930 shares
12.	Estimated number of issued shares:	Maximum 27,117,593 shares (equivalent to 10% of total outstanding shares, including newly issued shares)
13.	Total value of offered shares (according to par value)	271,175,930,000 VND
14.	Total expected number of shares after the issuance:	298,293,523 shares
15.	Expected Charter capital after the issuance	2,982,935,230,000 VND
16.	Offering price	The offering price will be determined by an independent price appraisal organization. Authorize the BOD to select an independent price appraisal organization to determine the offering price.
17.	Offering objects	Domestic and foreign institutional and individual investors, (may include one or some existing Shareholders of GEG) Criteria for selecting investors to offer: <ul style="list-style-type: none"> <li>- Having financial capacity, capable of supporting the development of GEG;</li> <li>- Do not be a subsidiary of GEG; not be a company with same parent company with GEG;</li> <li>- In case of offering to an organization, individual</li> </ul>

		<p>or a group of organizations, individuals and related persons leading to the exceeding the ownership level of these objects' ownership ratio according to the regulations of Tender offer declared in Clause 11, Article 1, Law amending and supplementing a number of articles of Securities Law No. 62/2010/QH12 dated November 24, 2010, there is no need to make a tender offer.</p> <p>The AGM authorizes the BOD to decide the offering objects in accordance with the law and ensure maximum benefits for Shareholders and the Company.</p>
18.	Transfer restriction:	Shares issued in this private offering will be restricted to transfer within 01 (one) year from the date of completion of the offering as prescribed by law.
19.	Estimated time of release:	In 2020 after being approved by the State Security Commission of Vietnam (SSC). The specific implementation time will be decided by the BOD.
20.	Registration of depository and trading additionally issued shares:	The additional shares will be registered of depository at the Vietnam Securities Depository Center ("VSD") and registered for additional listing at the Ho Chi Minh Stock Exchange (HSX) in accordance with the law.
21.	Change of business registration certificate:	Authorizing the BOD to approve the change of the Company's charter capital in the Business Registration Certificate based on the results of the private offering in this issuance plan.
22.	Amendment of Company's Charter:	Authorizing the BOD to amend the Company's Charter (stipulating the charter capital and the total number of outstanding shares) according to the results of the private offering in this issuance plan.
23.	No preemptive right of purchase:	Because this is a private offering, the existing Shareholders of the Company will not enjoy or implement the priority of buying (according to their ownership ratio) for the number of shares offered in this offering.

## II. AUTHORIZATION OF IMPLEMENTATION

The General Meeting of Shareholders authorizes the Board of Directors to implement the related works in order to complete the above issuance plan:

1. Deploying the detailed issuance plan:

- Choosing and deciding the right time to offer, the appropriate selling price.
- Making and deciding the plan of using capital mobilized from the offering to ensure maximum benefits for Shareholders and the Company.
- Approving the private offering documents to the Investors, the release reports to the SSC in accordance with the law.
- Implementing all procedures and processes according to the approved plan at the request of the State agencies so that the Company's capital mobilization is carried out and completed in accordance with the law.

2. Preparing registration of depository's document of additionally issued shares at VSD and registering additional listing on the HSX in accordance with the law.

3. Carrying out the procedures for changing the Company's Business Registration Certificate with the State agencies related to the change of charter capital according to the results of the capital raising.

4. Amending the Company's Charter on the charter capital according to the results of the above issuance.

5. Implementing specific investments from capital mobilized from the issuance and reporting to the General Meeting of Shareholders in the latest meeting of the General Meeting of Shareholders.

6. Depending on each specific case, the Board of Directors is allowed to assign/authorize to the Chairman of the Board of Directors or CEO to perform one or some of the above authorized contents.

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**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**



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**Article 1. Approval of the investment policy for Wind power development as follows:**

The General Meeting of Shareholders authorize the BOD to carry out the following contents:

- Decide on issues related to the research, selection and implementation of potential Wind energy projects and authorize the BOD to approve Wind power projects (including projects with investment capital equal to or greater than 70% of the total value of the Company's assets) having minimum IRR value of 12%.
- Implementation time: From the date of the General Meeting of Shareholders' approval until being replaced or cancelled by another Resolutions of the General Meeting of Shareholders.
- This Decision takes effect from the date of the General Meeting of Shareholders' approval and replaces previously approved guidelines for Wind power development.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**Recipients:**

- ❖ *As Article 2 "to execute";*
- ❖ *Publication on the website;*
- ❖ *Relevant agencies;*
- ❖ *Company's archive.*

**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**

  
**TÂN XUÂN HIỂN**

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2019**  
**GIA LAI ELECTRICITY JOINT STOCK COMPANY**

- Pursuant to Law on Enterprise and guiding documents;
- Pursuant to the Charter of Gia Lai Electricity Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,

**Article 1. Approval of the remuneration and estimated operating expenses in 2020 of the Board of Directors and Committees as follows:**

1. Specific of Remuneration of the Board of Directors:

NO	TITLE	QUANTITY	REMUNERATION
	<b>The Board of Directors</b>		130,000,000 VND/month
1	Chairman	1	30,000,000 VND/month
2	Board member	5	20,000,000 VND/month

2. The estimated operating cost of Board members and Subcommittees affiliated to the Board of Directors to perform the tasks assigned by the General Meeting of Shareholders shall not exceed VND 1,310,000,000.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**Recipients:**

- ❖ As Article 2 "to execute";
- ❖ Publication on the website;
- ❖ Relevant agencies;
- ❖ Company's archive.

**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**

  
**TÂN XUÂN HIỂN**

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2019**  
**GIA LAI ELECTRICITY JOINT STOCK COMPANY**

- Pursuant to Law on Enterprise and guiding documents;
- Pursuant to the Charter of Gia Lai Electricity Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,

**Article 1. Approval of amendment of the Charter of the Company as follows:**

1. Amend and supplement the following concepts in Article 1:
  - k. Board of Directors: the leading body elected by the Shareholders that exercises the corporate powers of company. The Board of Directors is responsible for setting the company's strategy and business priorities, as well as guiding and controlling managerial performance, and for making decisions on matters that do not fall under the General Meeting of Shareholders' authority;
  - n. Executive director: Executive director - a director who has executive responsibility of day-to-day operations of a part or the whole of the company;
  - p. Stakeholders: any individual, organization or community in general may affect and/or be affected by the Company's strategy, policies, decisions and business operations. This includes customers, creditors, employees, suppliers, investors, and the government and the community where the Company operates;
  - q. Traditional General Meeting of Shareholders: a form of holding a meeting at only one place, Shareholders attend, discuss and vote directly at the meeting;
  - r. Online General Meeting of Shareholders: the Annual General Meeting of Shareholders or the Extraordinary General Meeting of Shareholders was held in the form that the Delegates can choose to participate in-person or on the internet for their voting rights.
2. Remove Point l, Clause 2, Article 14.
3. Add point e to Clause 1 Article 14: Rights and Obligations of the General Meeting of Shareholders
  - e. Approval of the development orientation of the Company.
4. Amend Clause 1 Article 15.
  1. Shareholders who have the right to attend the AGM in accordance with the law may directly attend or authorize in writing for individuals, organizations to attend. Shareholders are considered attending and voting at the AGM in the following cases:

- a. Attend and vote directly at the meeting.
  - b. Authorize another person to attend and vote at the meeting.
  - c. Attend and vote via online conferences, electronic voting or other electronic forms.
  - d. Send votes to the meeting by mail, fax, email.
5. Amend Clause 1; Point a, Clause 2 and Clause 3, Article 17 as follows:
1. Based on the actual situation, the Board of Directors decides to hold the General Meeting of Shareholders in the traditional form or in online or online combine with traditional form. Issues related to organizing the online meeting will be applied in accordance with the Regulation on the guidance for online participation in General Meeting of Shareholders and E-voting of approved by the General Meeting, in addition the General Meeting of Shareholders shall be convened in the cases prescribed in Clause 3,4 of Article 13 of this Charter.
  2. The convener of the General Meeting of Shareholders shall fulfill following obligations:
    - a. Preparing a list of Shareholders eligible to attend and vote at the General Meeting no earlier than 05 (five) days before the date of sending invitation to the General Meeting of Shareholders; agenda and documents as per the compliance with the laws and regulations of the Company.
  3. Notice of the General Meeting of Shareholders is sent to all Shareholders and published on the website of the Company, the State Securities Commission and Stock Exchange. Notice of the General Meeting of Shareholders must be sent at least 21 (twenty one) days before the date of the General Meeting of Shareholders (from the date invitations are sent or legally transferred, the date mailing cost is paid or the date invitations are put inside mail boxes). The agenda of the General Meeting of Shareholders, relevant documents used during the meeting posted on the Company's website. In case the meeting documents are not enclosed with invitations to General Meeting of Shareholders, invitations shall specify the link to access the documents as follows:
    - a. Meeting agenda, documents used in the meeting;
    - b. List and detailed information of candidates (in case the candidates are identified in advance) in case of electing members of the Board of Directors;
    - c. Votes;
    - d. Form of authorized representative to attend the meeting;
    - e. Draft resolutions for issues in the agenda
6. Amend Clause 4 Article 20 as follows:



4. Resolutions ratified at the General Meeting of Shareholders with 100% of voting shares shall be legitimate and effective even if the procedures for convening the meeting, the agenda and the meeting process are not conformable with regulations.
7. Amend Clause 2 Article 21 as follows:
  2. The Board of Directors shall prepare absentee vote, draft Resolutions of the General Meeting of Shareholders, descriptions thereof, and send them to permanent residence or mailing address of each shareholder which is registered with the Company at least 15 days before the deadline for submitting completed absentee vote to the Company. The list of shareholders to receive absentee vote shall be compiled in accordance with Point a Clause 2 Article 17 of this Charter and Clause 2 Article 137 of Law on Enterprises. Requirements and methods of sending absentee vote and enclosed documents are specified in Article 139 of Law on Enterprises.
8. Amend Clause 1 and add the contents to Clause 3 Article 24 as follows:
  1. The number of Board members is at least 05 (five) people and at most 11 (eleven) people. The specific number of Board members in each period is decided by the General Meeting of Shareholders. The term of Board members shall not exceed 5 years since the date of the General Meeting of Shareholders elected; Board members may be re-elected for an unlimited number of terms. The total number of independent Board members must account for at least one-third (1/3) of the total Board members. The total number of non-executive Board members must account for at least two-third (2/3) of the total Board members.
  3. In addition to the standards and conditions set out by the Law on Enterprises and the relevant laws, Board of Directors members must have the following criteria and conditions:
    - a. It is necessary to fully understand its obligations and fiduciary responsibilities, work on the basis of full information, in a loyal, diligent, careful manner and in the best interests of the Company and its Shareholders as well as take care of the interests of the Parties with related interests of the Company.
    - b. Having professional qualifications and experience in the field of Energy and being able to use English in business management activities;
    - c. Business management expertise: familiarity with up-to-date business management techniques and related ethics; awareness of major external influences on the general company and commercial environment, including political, economic, social and technological issues;
    - d. There are appropriate characteristics and skills in Corporate Governance including: Conformity and commitment to principles, values, and the Code of Business Ethics; strategic vision; willing to defend their point of view, based on their own judgment; capable of teamwork; ready on time; knowledge of best practices in Corporate

Governance; ability to understand Management, Accounting and Financial Reports as well as Nonfinancial;

- e. Having professionalism, objectivity, operating effectively with the role of ensuring the profit and sustainability of the Company, in the best interests of the Company and all Shareholders of the Company;
  - f. Efforts should be made to make independent and objective decisions on all matters of the Company.
9. Add the following provisions to Clause 4, Article 24:

Candidates of the Board of Directors are fully considered by the Board of Directors of the criteria and conditions prescribed in this Charter before submitting to the General Meeting of Shareholders.

10. Amend Clause 1 Article 26 as follows:

1. The Board of Directors must select among its members to elect 01 Chairman/Chairwoman and depending on each period, may vote for one (01) or many Vice Chairmen/Chairwomen. The Chairman of the Board of Directors must not take over the position as the director of the Company, unless otherwise provided for by law.

11. Amend Clause 1 and 13 Article 27 as follows:

1. The Board of Directors selects among the Board members to elect the Chairman of the Board of Directors under the majority rule.

13. Meetings of the Board of Directors shall be held in the form of audio or video conferences.... Decisions ratified at the meeting which is in the form mentioned above and lawfully held shall have legal effectiveness right after the end of the meeting, but the Members of the Board must signatures the minutes of the meeting and send them to Company address or scan and send via email.

12. Amend Clause 1 Article 31 as follows:

1. The Board of Directors appoints a member of the Board of Directors or another person to be the CEO. sign a contract specifying wages, remuneration, benefits and other relevant terms. Remuneration, salary and other benefits of General Director must be reported at the Annual General Meeting of Shareholders, which is presented in a separate section in the annual Financial Statements of the Company.

The term of the CEO shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the Labor Contract. The CEO is not the person prohibited by the law from holding this position and must meet the criteria and conditions prescribed by law and the company's charter.

13. Amend point d Clause 2 Article 31 as follows:

No later than November 30<sup>th</sup> every year, General Director must submit to the Board of Directors for approval on the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as 05 (five) year financial plan.

14. Amend Clause 32 as follows:

Article 32: Person in charge of corporate governance

The Board of Directors designates at least one (01) person to be in charge of Corporate Governance to assist Corporate Governance activities are conducted effectively (“Person in charge of corporate governance”). The term of office of the Person in charge of Corporate Governance is decided by the Board of Directors, maximum 5 years. The person in charge of Corporate Governance can take over the position as the company secretary. The Board of Directors can dismiss the Person in charge of Corporate Governance at any time but not violate the regulations of labor law. The Person in charge of Corporate Governance will effort to carry out the mission as follows:

1. Advise the Board of Directors in organizing the AGM in accordance with regulations and related work between the company and Shareholders;
2. Prepare the meeting of Board of Directors, the AGM as the request of the Board of Directors;
3. Advise on the procedures of meetings and participate in meetings;
4. Advise on procedures for resolutions of the board of directors in accordance with regulations of law;
5. Provide financial information, copies of meeting minutes of the board of directors and other information for the board member;
6. Monitor and report to the board of directors on the operation of publishing information of the company;
7. Ensure the security of information in accordance with regulations of law and the company’s charter;
8. Ensure compliance with regulations of law of public companies;
9. Record and propose necessary training courses for the Board members;
10. Other related jobs are assigned by the Board of Directors;
11. Other rights and obligations as prescribed by law and the Company's Charter.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**Recipients:**

- ❖ *As Article 2 "to execute";*
- ❖ *Publication on the website;*
- ❖ *Relevant agencies;*
- ❖ *Company's archive.*

**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**



**TÂN XUÂN HIỂN**

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2019**  
**GIA LAI ELECTRICITY JOINT STOCK COMPANY**

- *Pursuant to Law on Enterprise and guiding documents;*
- *Pursuant to the Charter of Gia Lai Electricity Joint Stock Company;*
- *Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,*

**DECISION:**

**Article 1. Approval of transactions with the Company's Related persons.**

1. Approval of the signing of contracts, transactions between Gia Lai Electricity Joint Stock Company and Enterprises in accordance with Appendix 01 attached to this Proposal, which the value is equal to or higher than 35% of the total asset value of the Company written in the latest Audited Financial Statements, specifically as follows:
  - Main contents of transactions related to activities include: sales of electricity, trade, supply, rent, lease of goods, services, equipment, machinery, tools, materials and assets; Securities trading/equity; Construction and installation; Sale, liquidation of assets and investments of Company, its subsidiaries; Financial investment, project investment; Borrowing, lending, guaranteeing, implementing security measures, but not including the provision of loans and guarantees to Shareholders and related persons in accordance with the law.
  - Specific value of each transaction that implementing depend on each time and each specific activity, ensuring the interests of Company.
2. Implementation Time: From the date approved by General Meeting of Shareholders to the next Annual General Meeting of Shareholders. The previous resolutions approved by AGM which have content that contrary to this AGM resolution will expire from the date this Proposal is approved and take effect.
3. Responsibility to implement:
  - Assign Board of Directors to decide on each specific case and implement in accordance with actual situation of Company and Charter, internal regulations of Company. Authorization takes valid from the date of the resolution of the General Meeting of Shareholders until the new General Meeting of Shareholders has the resolution replaced.

- Board of Directors is entitled to hierarchy for Managing Board through these transactions and Board of Management is responsible for reporting to Board of Directors about the implementation contents in the latest meeting and ensure that such transactions are complied with legal provisions on reporting and disclosure.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**Recipients:**

- ❖ *As Article 2 "to execute";*
- ❖ *Publication on the website;*
- ❖ *Relevant agencies;*
- ❖ *Company's archive.*

**ON BEHALF OF CHAIRING BOARD  
CHAIRMAN**



**TÂN XUÂN HIỂN**

**APPENDIX 01:*****Related persons of Gia Lai Electricity Joint Stock Company***

No	Name of Companies	Company code
<b>A.</b>	<b>Group of companies related to Gia Lai Electricity Joint Stock Company</b>	
1.	Thuong Lo Hydro Power One-member Limited Company	3301515921
2.	Gia Lai Construction and Electrical Mechanic One-member Limited Company	5900798510
3.	Gia Lai Consultancy and Energy Development One Member Limited Company	5900944828
4.	Gia Lai Hydro Power Joint Stock Company	5900288566
5.	TTC Duc Hue - Long An Electricity Joint Stock Company	1101860490
6.	TTC Duc Hue - Long An Solar Power Joint Stock Company	1101860483
7.	TTC - Tay Son - Binh Dinh Electricity Joint Stock Company	4101495490
8.	TTC - Tay Son - Binh Dinh Solar Power Joint Stock Company	4101495483
9.	Tien Giang Wind Power Joint Stock Company	1201592559
10.	Phong Dien Solar Power One-member Limited Company	3301654636
11.	VPL Energy Joint Stock Company	1301026028
12.	Truc Son Solar Power Plan Joint Stock Company	6400396685
13.	Vi-Ja Renewable Energy Development Cooperation Joint Stock Company	0316274631
14.	Ia Bang Wind Electricity Joint Stock Company	5901142873
<b>B.</b>	<b>Group of companies related to major shareholder: Thanh Thanh Cong Investment Joint Stock Company</b>	
15.	Thanh Thanh Cong Investment Joint Stock Company	0301466073
16.	Thanh Thanh Cong - Bien Hoa Joint Stock Company	3900244389
17.	Thanh Thanh Cong Energy Joint Stock Company	0314232731
18.	Binh Thuan Energy Joint Stock Company	3401148351
19.	Ninh Thuan Renewable Energy Joint Stock Company	4500614277

20.	Truong Phu Hydropower Joint Stock Company	3300507847
21.	TTC Bien Hoa - Dong Nai Sugar One-member Limited Company	3600495818
22.	Thanh Thanh Cong Gia Lai One-member Limited Company	5900421955
23.	Bien Hoa - Ninh Hoa Sugar One-member Limited Company	4200636590
24.	Hai Vi Co., Ltd	3900244283
25.	Bien Hoa - Phan Rang Sugar Joint Stock Company	4500138596
26.	Thanh Thanh Cong Alcohol Commercial Production Joint Stock Company	3901183393
27.	Bien Hoa Import Export Trading Joint Stock Company	0313733213
28.	Nuoc Trong Sugar Joint Stock Company	3900243272
29.	Tay Ninh Sugar Joint Stock Company	3900243272
30.	Miaqua Water One-member Limited Company	3901241327
31.	Hoang Anh Attapeu Sugar Cane Co., Ltd	5900764381
32.	Bien Hoa-Thanh Long Joint Stock Company	3900854955
33.	Thanh Thanh Cong Trading Joint Stock Company	3700594361
34.	Thanh Thanh Cong Packing Trading - Production Joint Stock Company	1200482095
35.	Thanh Thanh Cong Sugar Cane Research and Development Center	3901162964
36.	Thanh Thanh Cong Tourist Joint Stock Company	3500753423
37.	Thanh Thanh Cong Lam Dong Tourist Joint Stock Company	5800396328
38.	Thanh Binh Tourist Joint Stock Company	0302294892
39.	Ben Tre Tourist Joint Stock Company	1300381220
40.	Thang Loi Tourist Joint Stock Company	4200351556
41.	Mount Ta Cu Tourist Joint Stock Company	3400436653
42.	TTC Tourist Limited Company	4200351556
43.	Dong Thuan Tourist Joint Stock Company	4500232976
44.	Ngoc Lan Dinh Restaurant Joint Stock Company	0305445099



45.	Thanh Thanh Cong Dalat Limited Company	5801088534
46.	Thanh Thanh Cong Industrial Zone Joint - Stock Company	3900471864
47.	Sai Gon Thuong Tin Real Estate Joint Stock Company	0303315400
48.	Dang Huynh Industrial Zones Exploitation and Management Joint Stock Company	1100782200
49.	Thanh Nien Printing Joint Stock Company	0301326407
50.	Toan Hai Van Joint Stock Company	1701024018
51.	Toan Thinh Phat Binh Thuan Limited Liability Company	3400837253
52.	Sai Gon Thuong Tin Real Estate Service Business Company Limited	0305829634
53.	Thanh Thanh Cong Education Joint Stock Company	3601478519
54.	Thanh Thanh Nam Joint Stock Company	0312907273
55.	Son Tin Commodity Exchange Joint Stock Company	0309139367
56.	Tan Son Nhat Development Investment Joint Stock Company	0313087961
57.	Hoa Dong Manufacturing Construction Services Joint Stock Company	0301616554
58.	Thuong Tin Tau Cuoc Joint Stock Company	0311349756
59.	Mai Lan Joint Stock Company	0302694361
60.	Đông Sai Gon Property Investment Development Joint Stock Company	0310195302
61.	Binh Tay Packaging and Warehouse Joint Stock Company	0303256882
62.	Tien Phat Corp Company	2100254530
63.	Thuong Tin - CJ Cau Tre Company Limited	0314639132
64.	Sacomreal Property Management Company Limited	0313552626
65.	Hung Anh Nam Property Investment Limited liability company	0305466229
66.	Nguyen Kim Danang Trading Jointstock Company	0400657801
67.	Haiphong Plaza Commercial Joint Stock Company	0200725331
68.	Ttc Land Retail Management Company Limited	0315177868
69.	TTC Land Phu Quoc Real Estate Investment Joint Stock Company	1702154595

70.	TTC Land Long An Real Estate Investment Joint Stock Company	1101890706
71.	TTC Land Hung Dien Real Estate Investment Joint Stock Company	0315544652
72.	Tin Nghia Coffee Corporation	3603425174
73.	Tin Nghia Corporation	3600283394
74.	Ngoc Bao Tea Joint Stock Company	5801278623
75.	Thanh Thanh Cong Tan Thang Real Estate Joint Stock Company	0312909425
76.	Dai Tin Construction and Steel Structure Joint Stock Company	0313911610
77.	TTC Green Energy Investment Joint Stock Company	3901241856
78.	TTC Energy Investment Joint Stock Company	3901241863
79.	Dakai Mineral Water Joint Stock Company	0304364584
80.	Loc Tho Joint Stock Company	3901218896
81.	Tam Binh An Trading Production Joint Stock Company	1101806101
82.	Sai Gon Thuong Tin Consulting Company Limited	0304851612
83.	Mekong Wind Power Joint Stock Company	1301026733
84.	Ninh Hoa Thermoelectricity One Member Company Limited	4201575358
85.	Gia Lai Thermoelectricity One Member Company Limited	5900974477
<b>C.</b>	<b>Group of companies related to major shareholder: Ben Tre Import Export Joint Stock Company</b>	
86.	Ben Tre Import Export Joint Stock Company	1300104040
<b>D.</b>	International Finance Corporation	
<b>E.</b>	AVH PTE. Ltd.	

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2019**  
**GIA LAI ELECTRICITY JOINT STOCK COMPANY**

- *Pursuant to Law on Enterprise and guiding documents;*
- *Pursuant to the Charter of Gia Lai Electricity Joint Stock Company;*
- *Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,*

**Article 1. Amendments Internal Regulations on Corporate Governance, including:**

1. Add the concept in Article 1 as follows:
  - c. Board of Directors: the governing body elected by the Shareholders that exercises the corporate powers of a corporation. The Board of Directors is responsible for setting the company's strategy and business priorities, as well as guiding and controlling managerial performance, and for making decisions on matters that do not fall under the General Meeting of Shareholders' authority;
  - d. Executive director: Executive director – a director who has executive responsibility of day-to-day operations of a part or the whole of the organization;
  - m. Stakeholders: any individual, organization or society at large who can either affect and/or be affected by the company's strategies, policies, business decisions and operations, in general. This includes, among others, customers, creditors, employees, suppliers, investors, as well as the government and community in which it operates.
2. Amend point b Clause 3 and point b Clause 4 Article 5 as follows:
  - 3.b. Prepare a list of Shareholders eligible to attend and vote at the General Meeting no earlier than 05 (five) days before the date of sending invitation to the General Meeting of Shareholders; agenda and documents as per the compliance with the laws and regulations of the Company.
  - 4.b. Invitation to the GMS must be sent at least 21 days prior to the date of GMS, (starting from the date of invitations sent or transferred validly, paid or mailed).
3. Amend Clause 1 Article 12 as follows:
  1. The number of Board members is at least 05 (five) people and at most 11 (eleven) people. The specific number of Board members in each period is decided by the General Meeting of Shareholders. The term of Board members shall not exceed 5 years since the date of the General Meeting of Shareholders elected; Board members may be re-elected for an unlimited number of terms. The total number of independent Board members must account for at least one-third (1/3) of the total Board members. The total number

of non-executive Board members must account for at least two-third (2/3) of the total Board members.

4. To add Point c to Clause 1 Article 13 and amend Clause 2 Article 13 as follows:

1.c: And other standards in the Company Charter

2. Board member of a public company must not be the Board member of more than 5 other companies. The Chairman of the Board of Directors must not take over the position as the director of the same public company, unless otherwise provided for by law.

5. Amend point b Clause 1 Article 18 as follows:

b. Meetings of BOD shall be held in the form of video conferences when all of or some of members of BOD are present at different locations and each attending member can...:

i. Hear every other Board member speaking at the meeting;

ii. He or she can speak to all other attending members simultaneously.

Exchanges between members may be conducted directly by telephone or by other means of communication (including the use of such means which takes place at the time of ratification of the Charter or later). or a combination of all these methods. Members of the Board of Directors participating in such a meeting are considered to be "present" at that meeting. The meeting venue held in accordance with this provision is the place where the largest group of members of the Board of Directors gathers, or if there is no such group, the meeting location is the location of the meeting Chairman present.

Decisions ratified at the meeting which is in the form mentioned above and lawfully held shall have legal effectiveness right after the end of the meeting, but the Members of the Board must signatures the minutes of the meeting and send them to Company address or scan and send via email.

6. Amend Article 22 as follows:

Article 22: Person in charge of corporate governance

The Board of Directors appoints at least one (01) person to be in charge of Corporate Governance to assist Corporate Governance activities are conducted effectively ("Person in charge of corporate governance"). The term of office of the Person in charge of Corporate Governance is decided by the Board of Directors, maximum 5 years. The person in charge of Corporate Governance can take over the position as the company secretary. The Board of Directors can dismiss the Person in charge of Corporate Governance at any time but not violate the regulations of labor law. The Person in charge of Corporate Governance will effort to carry out the mission as follows:

1. Advise the Board of Directors in organizing the AGM in accordance with regulations and related work between the company and Shareholders;
  2. Prepare the meeting of Board of Directors, the AGM as the request of the Board of Directors;
  3. Advise on the procedures of meetings and participate in meetings;
  4. Advise on procedures for resolutions of the board of directors in accordance with regulations of law;
  5. Provide financial information, copies of meeting minutes of the board of directors and other information for the board member;
  6. Monitor and report to the board of directors on the operation of publishing information of the company;
  7. Ensure the security of information in accordance with regulations of law and the company's charter;
  8. Ensure compliance with regulations of law of public companies;
  9. Record and propose necessary training courses for the Board members;
  10. Other related jobs are assigned by the Board of Directors;
  11. Other rights and obligations as prescribed by law and the Company's Charter.
7. Amend point d Clause 1 Article 24 as follows:
- 1.d: The salary, benefits and other terms in labor contract for CEO are decided by BOD and labor contract with the Chief Accountant and the other Executive Officers will be decided by BOD after consultation with CEO. Remuneration, salary and other benefits of CEO and the other Executive Officers must be presented separately in the Company's annual Financial Statements and reports to the annual GMS.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**Recipients:**

- ❖ *As Article 2 "to execute";*
- ❖ *Publication on the website;*
- ❖ *Relevant agencies;*
- ❖ *Company's archive.*

**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**

  
**TÂN XUÂN HIỂN**

**RESOLUTION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2019  
GIA LAI ELECTRICITY JOINT STOCK COMPANY**

- Pursuant to Law on Enterprise and guiding documents;
- Pursuant to the Charter of Gia Lai Electricity Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,

**Article 1. The dismissal and additional election of the Board member for 2020 -2025 term as follow:**

1. Dismissal of the Board members:

- Ms Do Thu Ngan - based on the Resignation letter dated December 31<sup>th</sup>, 2019.
- Mr Jean Paul Pinard - based on the Resignation letter dated April 29<sup>th</sup>, 2020.
- Ms Pham Ngoc Thanh Mai - based on the Resignation letter dated June 08<sup>th</sup>, 2020.

2. Re-elect member of the Board of Directors:

- Mr Tan Xuan Hien - based on the nomination dated June 8<sup>th</sup>, 2020 of Thanh Thanh Cong Investment JSC and TTC Bien Hoa - Dong Nai Sugar One-member Limited Company.

3. Elect additional 03 Board members:

- Mr. Deepak C.Khanna  
Pass port No.: Z3793943      Date of issue: 02/03/2017      Place of issue: DUBAI.
- Mr Pham Hong Duong.  
ID card No.: 290563876      Date of issue: 11/11/2011      Place of issue: Tay Ninh.
- Ms Pham Thi Khue.  
ID card No.: 025355887      Date of issue: 08/09/2010      Place of issue: HCM City.

Members of the Board of Directors have a term of 5 years from the effective date of this Resolution.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**Recipients:**

- ❖ *As Article 2 "to execute";*
- ❖ *Publication on the website;*
- ❖ *Relevant agencies;*
- ❖ *Company's archive.*

**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**



**TÂN XUÂN HIÊN**

## **RESOLUTION**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2019 GIA LAI ELECTRICITY JOINT STOCK COMPANY**

- Pursuant to Law on Enterprise and guiding documents;
- Pursuant to the Charter of Gia Lai Electricity Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2019 dated June 12, 2020 of Gia Lai Electricity Joint Stock Company,

**Article 1.** The M&A policy of Alin hydroelectric plant group:

#### **1. Overview about Truong Phu Hydroelectric JSC:**

- Companies: Truong Phu Hydroelectric Joint Stock Company
- Charter capital: VND 400,000,000,000
- Project: Alin hydroelectric power complex (including Alin Thuong and Alin B1 plants)
- Total installed capacity: 52.5 MW (Alin Thuong - 2.5 MW, Alin B1 - 50 MW)
- Project location: A Luoi and Phong Dien districts, Thua Thien Hue Province, about 80km from Hue City to the West, 10km from A Luoi district to the North
- Alin Thuong project: COD in Quarter IV/2018
- Alin B1 project: COD Quarter IV/2019
- Total investment 02 projects: VND 1,674.3 billion (including taxes and interest).

#### **2. M&A plan:** looking for the Consulting firm to determine the value of the two companies, consulting issue of stocks for swap to conduct M&A.

The General Meeting of Shareholders to consider and approve the M&A policy with the above contents and authorize the Board of Directors to implement the following contents:

- Deciding on issues related to the research and selection of Consulting firm to conduct M&A in accordance with the approved policy.
- Based on the evaluation results, recommendations, proposals ... of the Consulting firm, the BOD will select and decide the M&A plan so as to ensure the rights and interests of Shareholders.
- Implementation time: From the date of the GMS's approval until being cancelled or replaced by another GMS's Resolutions of.

#### **3. The AGM approved the above contents with the voting rate below:**

Agree: 105,671,690 shares.

Not agree: 39,057,174 shares.

No comment: 28,514,582 shares.

**Article 2. The resolution takes effect from the date of signing.**

The Board of Directors of the Company is responsible for implementing, monitoring and reporting the implementation of this Resolution.

**Recipients:**

- ❖ *As Article 2 "to execute";*
- ❖ *Publication on the website;*
- ❖ *Relevant agencies;*
- ❖ *Company's archive.*

**ON BEHALF OF CHAIRING BOARD**

**CHAIRMAN**



**TÂN XUÂN HIỂN**