

Khanh Hoa, April , 2025

DRAFT
**REGULATIONS ON ORGANIZATION AND OPERATION OF THE 2025 ANNUAL
GENERAL MEETING OF SHAREHOLDERS**

Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Law No. 56/2024/QH15 dated November 29, 2024;

Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of provisions on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;

Pursuant to the Charter of organization and operation of Khanh Hoa Power Joint Stock Company;

Pursuant to the Internal regulations on corporate governance issued together with Decision No. 90/QĐ-KHPC dated April 19, 2023 of the Board of Directors of Khanh Hoa Power Joint Stock Company (BOD);

Pursuant to Resolution No. 50/NQ-KHPC dated February 25, 2025 of the BOD on approving the plan to organize the 2025 Annual General Meeting of Shareholders (the General Meeting) of Khanh Hoa Power Joint Stock Company (the Company);

Pursuant to Resolution No. 71/NQ-KHPC dated March 19, 2025 of the BOD on supplementing the content of the General Meeting.

The BOD respectfully submits to the General Meeting for approval the Regulations on organization and operation of the 2025 Annual General Meeting of Shareholders as follows:

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. The Regulations on the organization and operation of the General Meeting of Shareholders of Khanh Hoa Power Joint Stock Company (the Regulations) apply to the organization of the 2025 Annual General Meeting of Shareholders of Khanh Hoa Power Joint Stock Company.

2. The Regulations specifically stipulate the rights and obligations of shareholders, authorized persons attending the meeting and parties participating in the General Meeting, conditions, procedures for conducting the General Meeting.

3. Shareholders, authorized persons attending the meeting and parties participating in the General Meeting are responsible for implementing the provisions of the Regulations.

CHAPTER II

RIGHTS AND OBLIGATIONS OF PARTICIPANTS ATTENDING THE GENERAL MEETING

Article 2. Rights and obligations of shareholders or authorized representatives

1. Conditions for attending the General Meeting:

Being shareholders or representatives authorized in writing by one or more shareholders whose names are on the Company's shareholder list on the date of the record date for attending the General Meeting.

2. Rights of shareholders when attending the General Meeting:

a. To discuss and vote on all matters within the authority of the General Meeting according to the provisions of the Enterprise Law, other relevant legal documents and the Company's Charter;

b. To be notified by the Organizing Committee of the content and agenda of the General Meeting;

c. Each shareholder or authorized person attending the General Meeting received **03 voting cards, 01 voting ballot, 01 vote for members of the BOD** and other relevant meeting documents upon registration for attending the General Meeting with the Shareholders' Qualification Examination Committee.

d. Shareholders and authorized persons attending the meeting late have the right to register immediately and participate in voting at the General Meeting on matters not yet voted. The Chairman is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of any voting that has already been conducted before the late shareholders attended will not be affected.

3. Obligations of shareholders when attending the General Meeting:

a. Shareholders when attending the General Meeting must bring their Citizen Identification card/Passport (original). In case of being authorized to attend the General Meeting, please bring the Power of Attorney to attend the General Meeting (original) according to the Company's form or established in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of individual, the name of authorized organization, the number of authorized shares, the content of the authorization, the scope of authorization, the authorization period, the signature of the authorizing party and the authorized party, the Citizen Identification card/Passport of the authorized person (copy); the individual representing the shareholder being an organization must present the Citizen Identification card/Passport and the Power of Attorney signed by the legal representative and stamped by the organization.

b. Shareholders need to dress politely, when entering the General Meeting room, they must sit in the correct position or area as prescribed by the General Meeting Organizing Committee, complying with the seating arrangement of the Organizing Committee.

c. No smoking in the General Meeting room. No private conversations, no use of mobile phones during the General Meeting. All mobile phones should be turned off or set to vibrate mode.

d. Speak and vote in accordance with the instructions of the General Meeting Organizing Committee, respect the Chairman's direction of the General Meeting.

Article 3. Responsibilities of the Shareholder Qualification Examination Committee

1. The Shareholder Qualification Examination Committee consists of 01 Head and members decided by the Organizing Committee of the General Meeting to perform functions and tasks as follows:

a. Check the qualifications of shareholders or authorized representatives attending the meeting; request shareholders attending the General Meeting to present their Citizen Identification cards or passports, Power of Attorney (for authorized representatives);

b. Issue to shareholders or authorized persons attending the meeting: Voting card, Voting ballot and other relevant meeting documents;

c. Report to the General Meeting on the results of the verification of shareholders' qualifications to attend the General Meeting at the following times:

- Before the opening of the General Meeting;

- Before each vote of the General Meeting if there is a change in the number of shareholders registered to attend the General Meeting (shareholders arriving late to register to attend the meeting).

2. The Shareholder Qualification Examination Committee has the right to establish a support unit to complete the Committee's tasks.

Article 4. Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee has 04 members including: 01 Head of the Committee, 02 members nominated by the Chairman of the General Meeting and 01 member nominated by the General Meeting and approved by the General Meeting;

2. The Vote Counting Committee is responsible for guiding the voting rules, election rules and conducting the counting of votes and election ballots.

3. The Head of the Vote Counting Committee is responsible for reporting to the General Meeting on the results of the voting and election of the BOD.

4. The Vote Counting Committee has the right to establish a support unit to complete the tasks of the Committee.

5. The Vote Counting Committee is responsible for the accuracy and honesty of the announced vote counting results.

Article 5. Rights and obligations of the Chairman of the General Meeting and the Secretariat

1. The Chairman of the BOD chairs or authorize another member of the BOD to chair the meeting of the General Meeting convened by the BOD. In case the Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chair, the Head of the Supervisory Board shall direct the General Meeting to elect the meeting chair from among the attendees and the person with the highest number of votes shall chair the meeting;

In other cases, the person who signs the summons for the General Meeting shall direct the General Meeting to elect a chairman of the meeting and the person with the highest number of votes shall be appointed as chairman of the meeting.

2. The Chairman's decision on matters of order, procedure or events arising outside the agenda of the General Meeting shall be final.

3. The Chairman of the General Meeting conducts the necessary work to conduct the General Meeting in a valid and orderly manner; or to enable the General Meeting to reflect the wishes of the majority of the attending shareholders.

4. The Chairman of the General Meeting may postpone the General Meeting when there is a consensus or request from the General Meeting of Shareholders with the required number of delegates present.

5. The Chairman has the right not to respond or record the shareholders' comments and respond in writing later if the content of the contributions and recommendations is outside the content of the General Meeting's request for opinions.

6. Has the right to request the competent authority to maintain order at the meeting; expel from the General Meeting those who show signs of causing disturbance, do not comply with the Chairman's authority, prevent the normal progress of the General Meeting.

7. The Secretariat is responsible for preparing the Minutes of the General Meeting, performing supporting tasks as assigned by the Chairman of the General Meeting.

CHAPTER III

PROCEDURES FOR CONDUCTING THE GENERAL MEETING

Article 6. Conditions for conducting the General Meeting

1. The General Meeting is conducted when the number of shareholders attending the meeting represents **more than 50%** of the total number of votes.

2. In case the first meeting does not meet the conditions for conducting it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for conducting the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the shareholders attending the meeting.

Article 7. Conducting the General Meeting

1. The General Meeting will take place in accordance with the order of the agenda approved by the General Meeting.

2. The General Meeting will discuss and approve the contents of the General Meeting agenda in turn according to the voting method prescribed in Article 10 of these Regulations.

3. The General Meeting will close after the Minutes and Resolution of the General Meeting are approved.

Article 8. Approval of the Resolution of the General Meeting

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Enterprise Law:

a) Type of shares and total number of shares of each type;

- b) Change industry, profession and business field;
- c) Change of the Company's management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company.

2. Resolutions are passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the on Enterprise Law and the Company's Charter.

Article 9. Voting card and Voting ballot

1. Voting card

- The voting card is stamped by the Company, on which is written the shareholder code, full name, Identification card/Citizen Identification card/Passport/Shareholder's business registration certificate/authorized representative and the total number of voting shares of that shareholder.

- The voting cards are issued to shareholders/authorized representatives of shareholders attending the General Meeting and are used to vote on the following contents: Regulations on organization and operation of the General Meeting, General Meeting Agenda, Vote Counting Committee, Minutes and Resolutions of the General Meeting.

- Shareholders' voting cards will be specified as follows: **blue** cards are approval cards; **pink** cards are disapproval cards; **white** cards are no opinion cards.

2. Voting ballot

- The voting ballot is stamped by the Company, on which is written the shareholder code, full name, Identification card/Citizen Identification card/Passport/Shareholder's business registration certificate/authorized representative and the total number of voting shares of that shareholder.

- The voting ballots are distributed to shareholders/authorized representatives of shareholders attending the General Meeting. The voting ballots state each voting content that needs to be approved at the General Meeting with three (03) options: approve, disapprove and no opinion.

Article 10. Voting procedures for passing decisions at the General Meeting

Voting on issues at the General Meeting is carried out in the following direct voting form:

1. At the General Meeting, voting is conducted by voting for approval, disapproval and no opinion. The voting content is selected by shareholders with the option of approval, disapproval or no opinion corresponding to each content voted on the voting ballot and collected by the Vote Counting Committee to summarize the results. The voting contents recorded on the voting ballot will be voted by shareholders/authorized representatives of shareholders by marking (X) in the position of the selected option: Approval, disapproval and no opinion;

2. Invalid voting ballots/invalid voting contents will not be counted, including:

- Ballots that do not follow the form issued by the Vote Counting Committee and do not have the Company's seal;
- Ballots that are crossed out, erased, or modified;
- Ballots with additional information or symbols;
- Ballots that do not have the signature and full name of the shareholder/authorized representative of the shareholder;
- Voting contents that do not mark any voting options or mark 2 or more different voting options in the same voting content.

3. The voting for each content to be approved in the Voting ballot is independent of each other and the validity of the voting part of this content does not affect the validity of other voting contents.

4. The Vote Counting Committee will collect the Voting ballot after the General Meeting has finished voting on all the contents to be voted on to summarize the vote counting results and report to the General Meeting.

In case a shareholder **does not return** the Voting ballot to the Vote Counting Committee for the result to be summarized, it is considered that the shareholder **did not participate in** the voting at the General Meeting. And the voting result is calculated based on the total number of shareholders participating in the vote.

Article 11. Electing additional members of the BOD for the 2025 - 2030 term

1. At the General Meeting, additional members of the BOD for the 2025-2030 term will be elected. The organization of the election of members of the BOD is specifically regulated in the Regulations on nomination, candidacy and election of additional members of the BOD for the 2025-2030 term at the General Meeting after the Regulations are approved by the General Meeting.

2. The method of electing additional members of the BOD is carried out by cumulative voting.

3. Elected as a member of the BOD:

- Elected members of BOD are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of BOD members is reached as prescribed.

- If two or more candidates have the same number of votes, a second election will be held for these candidates. If the second vote is still equal, the decision on whether to continue the election or not will be made by the General Meeting.

Article 12. Expressing opinions at the General Meeting

Shareholders or authorized representatives attending the meeting must raise their voting cards and receive approval from the Chairman of the General Meeting when expressing their opinions. The content of the speech must be concise and consistent with the content being discussed at the General Meeting. Shareholders must not repeat opinions that have been expressed by other shareholders and only opinions that are consistent with the content of the General Meeting agenda will be recorded in the Minutes of the meeting.

Article 13. Minutes and Resolutions of the General Meeting

1. The contents of the General Meeting are recorded in the Minutes as prescribed in Article 23 of the Company's Charter. The Chairman and Secretary of the General Meeting are responsible for the accuracy and truthfulness of the Minutes of the General Meeting.

2. Minutes of the General Meeting must be completed and approved before the end of the meeting. The Chairman and Secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Based on the Minutes of the General Meeting, the Chairman issues the Resolution of the General Meeting on the issues approved by the General Meeting. The Resolution of the General Meeting is read and voted on in full at the General Meeting.

4. Resolutions, Minutes of the General Meeting, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

5. Shareholders, members of the BOD, Board of Supervisors, General Director have the right to request the Court or Arbitration to review, cancel part or all of the decisions of the General Meeting in accordance with the provisions of the Company's Charter.

Article 14. Effectiveness of the Regulations

1. This Regulation consists of 3 Chapters, 14 Articles and takes effect immediately after being approved by the General Meeting;

2. The General Meeting decides on amendments and supplements to this Regulation.

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN**