

**WORKING REGULATIONS**  
**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**IDICO SROK PHU MIENG HYDROPOWER JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 and the guiding documents for its implementation;
- Pursuant to Law on Securities No. 54/2019/QH14 and the guiding documents for its implementation;
- Pursuant to the Charter on Organization and Operation of IDICO Srok Phu Mieng Hydropower Joint Stock Company, first approved by the General Meeting of Shareholders on January 18, 2008, and amended on April 24, 2024;
- Pursuant to the Internal Regulations on Corporate Governance dated April 24, 2024,

In order to ensure the successful organization of the 2025 Annual General Meeting of Shareholders of IDICO Srok Phu Mieng Hydropower Joint Stock Company, the Board of Directors has established the following regulations and working principles for the meeting:

**Article 1: Subjects and Scope:**

- **Scope of application:** This regulation applies to the organization of the 2025 Annual General Meeting of Shareholders of IDICO Srok Phu Mieng Hydropower Joint Stock Company, which is scheduled to be held on April 22, 2025.

- **Subjects of application:** All shareholders, representatives (*authorized persons*) of shareholders holding shares of Srok Phu Mieng IDICO Hydropower Joint Stock Company as listed in the shareholder record dated March 25, 2025, and invited attendees of the Annual General Meeting of Shareholders must comply with the provisions of this regulation, the Company's Charter, and applicable legal regulations.

**Article 2: Interpretation of Terms/Abbreviations:**

- The Company : IDICO Srok Phu Mieng Hydropower Joint Stock Company.
- BOD : Board of Directors.
- SP : Supervisory Board.
- OC : Organizing Committee
- GMS : The General Meeting of Shareholders
- AGM : The 2025 Annual General Meeting of Shareholders
- Delegate : Shareholders, Representatives (*Authorized Persons*).

**Article 3: Conditions for conducting the General Meeting of Shareholders:**

- The General Meeting of Shareholders (GMS) shall be conducted when the attending shareholders represent more than 65% of the total voting shares.

- In case the required number of delegates is not met within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the initially planned meeting date. The second convened GMS shall only be conducted if the attending shareholders represent at least 51%

of the total voting shares.

- If the second AGM cannot be conducted due to the absence of the required number of delegates within thirty (30) minutes from the scheduled opening time, a third GMS may be convened within twenty (20) days from the intended date of the second meeting. In this case, the AGM shall proceed regardless of the total voting shares represented by the attending shareholders and shall have the authority to vote on all matters proposed for approval at the first GMS.

#### **Article 4. Delegates Participating in the 2025 Annual General Meeting of Shareholders:**

1. All shareholders or duly authorized representatives of one or more shareholders listed in the Company's shareholder register as of the final registration date for exercising the right to attend the 2025 Annual General Meeting of Shareholders (*March 25, 2025*).

##### **2. Rights of shareholders when attending the AGM:**

a. To attend the AGM directly or authorize another person to attend in writing using the provided form.

b. To discuss and vote on all matters within the authority of the AGM in accordance with the Law on Enterprises, other relevant legal documents, and the Company's Charter.

c. To be notified by the Organizing Committee of the content, agenda of the AGM, and accompanying documents.

d. Each shareholder or authorized person attending the AGM shall receive a Voting Card and a Ballot after registering for the meeting with the Shareholder Eligibility Verification Committee.

e. Shareholders or authorized persons who arrive late, while the AGM has not yet concluded, have the right to register and participate in voting immediately at the AGM for matters that have not yet been voted on. In such cases, the Chairperson is not obligated to pause the meeting, and the validity of previous votes is not affected.

##### **3. Obligations of shareholders attending the AGM:**

a. Shareholders/or authorized persons attending the meeting must bring their Identity Card/or Citizen Identity Card/or Passport, Meeting Invitation Notice, Power of Attorney (for authorized representatives), and register attendance with the Shareholder Eligibility Verification Committee.

b. Dress appropriately and respectfully.

c. Speak and vote in accordance with the Presidium's instructions.

d. Strictly comply with these Regulations and respect the working results of the AGM.

#### **Article 5. Guest at the AGM**

- Guests include the Company's management personnel, invited guests, and members of the Organizing Committee who are not shareholders of the Company but are invited to attend the AGM.

- Guests shall not participate in discussions at the AGM (*unless invited by the Chairperson or if they have registered in advance with the Organizing Committee and received approval from the Chairperson*).

#### **Article 6. Chairperson and the Presidium of AGM**

1. The Presidium consists of *three (03)* members, including the Chairperson and *two (02)* other members.

2. The Chairman of the Board of Directors (BOD) shall act as the Chairperson of the AGM or may authorize another BOD member to chair the meeting, nominate members of the Presidium, and seek approval from the AGM through voting.

In case the Chairman of the BOD is absent or temporarily unable to perform duties, the remaining BOD members shall elect one among them to chair the AGM based on the majority principle.

In other cases, the person who signs the notice convening the GMS shall preside over the meeting to organize the election of the Chairperson, and the candidate with the highest number of votes shall be appointed as the Chairperson of the AGM.

3. The Chairperson has the authority to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of attendees.

**4. Responsibilities of the Presidium:**

- Conduct the AGM in accordance with the approved agenda, rules, and regulations.
- Assign and introduce representatives of the Board of Directors (BOD) and the Supervisory Board (SP) to present reports at the AGM.
- Introduce the Election Committee members for approval by the General Meeting.
- Guide discussions and facilitate voting on matters included in the agenda, as well as other related issues throughout the AGM.
- + Respond to and record issues related to the approved agenda of the AGM.
- + Address any arising matters during the course of the AGM.
- + Approve and issue documents, results, minutes, and resolutions of the AGM upon its conclusion.
- + The Chairperson shall operate based on the principle of democratic centralism and make decisions by majority rule.

**Article 7. Shareholder Eligibility Verification Committee**

1. The Shareholder Eligibility Verification Committee of the AGM consists of one (01) Head and other members, who are responsible to the Presidium and the GMS for their duties. The committee is established by a decision of the Board of Directors (BOD).

**2. Missions:**

- Verify the eligibility of shareholders or authorized representatives attending the meeting: Require shareholders, authorized representatives, and invited guests to present their ID card/Citizen identification card/Passport, Meeting Invitation, and Authorization Letter (*for authorized representatives*).
- Distribute Voting Cards, Ballots, and other AGM documents to shareholders or authorized representatives attending the meeting.
- Report to the AGM on the results of the shareholder eligibility verification at the following times:
  - + Before the opening of the AGM.
  - + Before each voting session of the AGM if there is a change in the number of registered shareholders attending the meeting (*late-arriving shareholders registering for attendance*).

**Article 8. The AGM Secretariat**

1. The AGM Secretariat consists of *two (02)* members who are responsible to the Presidium and the GMS for their duties, operating under the direction of the Presidium. The Secretariat is appointed by the Chairperson.

**2. Missions:**

- Receive and review shareholders' speech registration forms and forward them to the Presidium for decision.
- Accurately and comprehensively record the minutes of the GMS, capturing the full proceedings and issues approved or noted by shareholders.
- Assist the Chairperson in announcing the draft minutes of the AGM and resolutions on matters approved at the AGM.
- Perform other tasks as assigned by the Presidium.
- Bear joint responsibility for the accuracy and integrity of the minutes and resolutions of the AGM.

**Article 9. Election Committee [Voting and Election (if any)]**

1. The Election Committee is introduced by the Chairperson and elected by the AGM, consisting of one *(01)* Head and other members.

**2. Missions:**

- Guide the voting procedure and conduct the Election.
- Prepare and announce the Election Minutes for voting and elections (if any) to the GMS.
- Be responsible to the Presidium and the GMS for the execution of their duties.

**Article 10. Discussion at the AGM**

**1. Principles:**

- Discussions shall be conducted within the allotted time and must pertain to the issues presented in the GMS agenda.
- Delegates who wish to speak must register their questions by filling out a Question Form and submitting it to the AGM Secretariat.
- The AGM Secretariat will arrange the Question Forms in the order of submission and forward them to the Presidium.
- Delegates wishing to speak or engage in debate must raise their hand and may only speak upon approval from the Presidium. Each delegate is allowed a maximum of 03 minutes per speech, and statements should be concise and avoid repetition.
- Proposals must not violate the law, involve personal matters, or exceed the authority of the company.
- The Chairperson of the AGM has the right to remind or request shareholders to focus on key discussion points to save time and ensure the quality of discussions. The Chairperson also has the authority to interrupt shareholders' speeches if deemed necessary.

**2. Responses to Delegates' Opinions**

- Based on the Question Forms submitted by Delegates, the Chairperson or a designated member appointed by the Chairperson will respond to the Delegates' inquiries.
- In cases where time constraints prevent certain questions from being answered directly during the AGM, the Company will provide responses afterward via email or in written form.

**Article 11. Voting at the AGM**



## **1. Principles:**

All matters included in the agenda and discussions of the AGM must be openly discussed and voted on by the GMS.

The Voting Card (*pink*) and Ballot (*white*) are printed, officially stamped by the Company, and directly distributed to Delegates at the AGM (along with the meeting documents). Each delegate is issued a Voting Card and a Ballot. The Voting Card and Ballot clearly state the delegate's full name, number of shares owned, and the number of shares authorized for voting.

## **2. Voting at the AGM**

### **2.1. Voting methods**

#### **2.1.1. Voting by raising the Voting Card**

- This voting method is applied to approve the following matters:

- + The AGM agenda;
- + Working regulations of the AGM;
- + Personnel for the Presidium, Secretariat, and Election Committee;
- + Dismissal and additional election of members of the BOD for the 2023-2028 term;
- + List of candidates for additional election to the BOD;
- + Election regulations;
- + Minutes and Resolutions of the AGM.

#### **2.1.2. Voting by filling in the Ballot**

- This voting method is applied to approve the Reports and Proposals presented at the AGM, specifically:

- + Report on business and investment results for 2024 and the plan for 2025;
- + Report on the activities of the Board of Directors (BOD) in 2024 and the plan for 2025;
- + Report on the activities of the Supervisory Board (SP) in 2024 and the plan for 2025;
- + Proposal for approval of the audited financial statements for 2024;
- + Proposal for approval of the profit distribution plan for 2024 and the plan for 2025;
- + Proposal for approval of the business and investment plan for 2025;
- + Proposal for selecting the auditing firm for the 2025 financial statements;
- + Proposal for approval of the total compensations and bonuses for the Board of Directors and the Supervisory Board for 2024 and the plan for 2025.

### **2.2. Voting procedures**

- Delegates shall cast their votes on matters presented at the AGM by selecting one of the three options: "Agree," "Disagree," or "No opinion." Voting can be conducted either by raising the Voting Card or by marking selections on the Ballot.

- Voting by Raising the Voting Card: Shareholders or their authorized representatives with voting rights shall express their opinion by raising their Voting Card to indicate "Agree," "Disagree," or "No opinion" as directed by the Presidium.

- Voting by Filling in the Ballot: For each voting item, delegates shall choose one (01) of the three (03) options "Agree," "Disagree," or "No opinion" by marking an "X" in the corresponding box on the Ballot. Once all voting items have been completed, delegates shall submit their Ballot into the sealed ballot box at the AGM, following the instructions of the Election Committee. Each Ballot must be signed and include the delegate's full name.

### 2.3. Validity and invalidity of Ballots

#### - Valid Ballots:

- + The ballot must follow the pre-printed template issued by the Organizing Committee, bear the Company's red seal, and must not contain any erasures, alterations, tears, or damage. No additional content may be written beyond the specified fields. It must be signed and include the full name of the attending delegate.
- + For voting content (*Reports, Proposals*), the delegate must mark only one (01) of the three (03) voting options.

#### - Invalid Ballots:

- + Any ballot that contains additional content beyond the specified fields.
- + Any ballot that does not follow the pre-printed template issued by the Organizing Committee, lacks the Company's red seal, or has been altered, erased, or contains unauthorized additions. Ballots without a signature or without the delegate's full name are also considered invalid.
- + For voting content (*Reports, Proposals*): The delegate fails to mark a choice or selects more than one (01) of the three (03) voting options.

### 2.4. Voting rules

- Each share corresponds to one voting right. Every delegate attending the meeting represents one or more voting rights.

- As of the shareholder record date (*March 25, 2025*), the total number of voting shares in the Company is 45,000,000 shares, equivalent to 45,000,000 voting rights.

- Resolutions at the AGM are approved only when they receive consent from shareholders representing more than 65% of the total voting rights of all shareholders present and voting at the meeting. However, for certain matters specified in Clause 3, Article 21 of the Company's Charter, approval requires at least 75% of the total voting rights of all shareholders present and voting. In cases covered under Clause 6, Article 21 of the Company's Charter, *where the resolution involves changes that adversely affect the rights and obligations of preferred shareholders*, approval is granted only if shareholders holding at least 75% of the total number of that type of preferred shares vote in favor at the GMS.

- The election of Board of Directors (BOD) members is conducted using the cumulative voting method. Under this method, each delegate has a total number of votes equal to the number of shares they own (*or represent by proxy*) multiplied by the number of BOD members to be elected. Delegates may allocate all or part of their total votes to one or multiple candidates. Elected BOD members are determined based on the highest number of votes received, starting with the candidate who has the most votes, until the required number of BOD members, as stipulated in the Company's Charter, is reached. In the event that two (02) or more candidates receive the same number of votes for the final BOD position, a re-election shall be conducted among those candidates, or a selection will be made based on the criteria specified in the Company's Election Regulations (*if any*).

### 3. Recording Voting and Election Results

The Election Committee shall verify, consolidate, and report the voting results for each agenda item to the Presidium. The voting results shall be announced by the Election Committee before the conclusion of the meeting.

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

- All matters discussed at the General Meeting of Shareholders (GMS) must be recorded in the Minutes of the GMS by the AGM Secretariat.
- The Minutes and Resolutions of the GMS must be read and approved before the meeting is adjourned.

### **Article 13. Implementation of the Regulations**

These Regulations shall be publicly read at the 2025 Annual General Meeting of Shareholders and shall take effect immediately upon approval by the GMS of IDICO Srok Phu Mieng Hydropower Joint Stock Company.

Shareholders, authorized representatives, and guests who violate these Regulations shall be subject to appropriate actions determined by the Presidium, depending on the severity of the violation, in accordance with the Company's Charter and the Law on Enterprises.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
  
**Mr. Nguyen Van Thinh**