

APPROVED
By the general shareholders' meeting
JSC FEEC
of 8 June 2007
Minutes № 1



REGULATIONS

About order of preparation and holding of the
General Shareholder's Meeting
Of the Open Joint Stock company
"Far Eastern Energy Company"

2007

1. General provisions

1.1. The present regulations are worked out in compliance with Civil Code of the Russian Federation, Federal Law " On Joint-Stock Companies", other regulatory acts of the Russian Federation and the Charter of the open Joint Stock Company "Far Eastern Energy Company", (hereinafter - Company) and defines the order of preparation and holding of the General Shareholders' Meeting of the Company (further – the General shareholder's meeting).

1.2. The General Shareholders' meeting is a superior management body of the Company.

1.3. In its activity General shareholder's meeting is governed by the legislation of the Russian Federation, Charter of the Company and the present Regulations.

2. Convocation and preparation for the holding of the General shareholders' meeting

2.1. The decision about the convocation of the General Shareholders' meeting shall be made by the Board of Directors.

2.2. Under preparation for the holding of the General shareholder's meeting in the cases stipulated by the paragraph 3.1. of the present Regulations other individuals shall make the following decisions:

a) about convocation and about defining of the form of holding the General shareholders' meeting;

b) about defining the date, location and time of holding the General shareholders' meeting, time of registration of the individuals taking part in the meeting (in the event of holding the General shareholders' meeting in the form of simultaneous attendance), about defining the dead line of receiving the filled in ballots for the voting and the mail address at which the filled in voting ballots shall be forwarded (in the event of holding the General Shareholders' meeting in the form of absentee voting);

c) about specification the agenda of the General shareholders' meeting;

d) about defining the date of making the list of people entitled to take part at the General shareholders meeting;

e) about defining the type (types) of privileged shares, the owners of which have voting right for the matters in agenda of the General Shareholders' meeting;

f) about defining the list of information(materials), presented to the shareholders under preparation of the General shareholders' meeting and the order of familiarization of the shareholders with the said information;

g) about approval of the form and text of voting ballots at the General shareholders' meeting;

h) about defining the date of forwarding the ballots to the individuals entitled to take part in the General shareholders' meeting (in the event of holding the General shareholders' meeting in the form of the absentee voting as also in the event of holding the General shareholders' meeting in the form of a meeting if under the federal law "On joint stock companies" or by the Charter of the Company the voting ballots shall be forwarded (handed) to the individuals entitled to take part at the General shareholders' meeting, prior the holding the General shareholders' meeting);

i) about defining the order of notification of the shareholders of the Company about holding the General shareholders' meeting as also approval of the form and text of the message;

j) about election of the Secretary of the General shareholders' meeting as also in the event that the number of the shareholders-owners of the voting shares is no more than 100 (one hundred) and the Counting Commission of the Company has not been created, about appointing an individual exercising functions of the Counting commission of the Company;

k) about approval of the estimated charges connected with the preparation and holding of the General shareholders' meeting.

2.3. The Sole executive body of the Company organizes the execution of the decisions of the Board of Directors connected with preparation and holding of the General shareholders' meeting including :

- provides timely forwarding of the requirements to the Registrar of the Company about making the list of people entitled to take part at the General Shareholders' meeting as of the date set by the Board of Directors;
- provides the production of the ballots in compliance with the form and the text approved by the Board of Directors of the Company;
- provides the forwarding of the ballots for voting to the shareholders and receipt of the filled-in ballots in the event of holding the General Shareholders' Meeting in the form of the absentee voting or in the event of voting at the General shareholders' meeting held in the form of a simultaneous attendance, may be exercised by means of forwarding to the Company of the filled-in ballots for voting;
- provides the notification of the shareholders about holding the General shareholders' meeting in the order and in terms set by the decision of the Board of Directors and by the Charter of the Company;
- provides the preparation of the necessary materials (information) for the matters in agenda of the General shareholders' meeting and opportunity of familiarization with the set information (materials) in accordance with the Board of Directors' decisions;
- exercises other functions for implementation of the decisions of the Board of Directors of the Company.

3. The particularities of the extraordinary General shareholders' meeting

3.1. The extraordinary General shareholders' meeting may be convened by the Audit Commission (Auditor) of the Company, auditor of the Company or shareholders (shareholder) of the Company owning no less than 10 (ten) per cent of the voting shares in the Company in the event that in 5 (five) days from the date of making a request about convocation of the extraordinary General shareholders' meeting the Board of Directors of the Company have not made a decision about refusal of the convocation.

3.2. Individuals, convened the extraordinary General shareholders' meeting in the order stipulated by the paragraph 3.1. of the present Regulations, independently exercise activities for preparation and holding the extraordinary General shareholder's meeting.

4. Holding of the General shareholders meeting in the form of simultaneous attendance

Holding of the General shareholders' meeting of the Company in the form of simultaneous attendance is on-site participation of the shareholders of the Company at the General shareholders' meeting with the aim to discuss and subsequently make decisions on the matters in agenda.

4.1. Registration of the individuals entitled to take part at the General shareholders' meeting

4.1.1. Registration of the individuals entitled to take part at the General shareholders' meeting shall be exercised by the Audit Commission or any other individual, exercising functions of the Audit Commission, at the place of holding General shareholders' meeting, said in the notification about holding a meeting.

Registration of the individuals entitled to take part at the General shareholders' meeting shall start at the time said in the notification about holding a meeting.

4.1.2. The individuals entitled to participate at the General shareholders' meeting held in the form of a simultaneous attendance shall be registered.

In the event that the voting for the matters in agenda of the General Shareholders' meeting held in the form of a meeting may be exercised by means of forwarding to the Company filled in voting ballots, individuals, the ballots of whom have been received not later than two days prior the General shareholders' meeting, shall not be registered.

4.1.3. Under registration a shareholder (his representative, assignee) upon arrival at the General shareholders meeting, shall present a passport or any other identity document. Assignees as also representatives of the individuals included into list of entitled to participate at the General shareholders' meeting under registration for participation at the General shareholders' meeting shall also present to the Audit Commission or to an individual exercising functions of the Audit Commission, documents that certify their powers.

The list of documents certifying the powers of the representatives and assignees included in the list of the individuals entitled to participate meeting shall be specified in compliance with the acting legislation.

In the event of non presentation of the said documents an assignee as also a representative of the shareholder has no power to take part at the General shareholders' meeting.

4.1.4. Registration of the individuals entitled to participate at the General shareholders' meeting shall be exercised upon condition of identification the individuals, arrived for participation at the General shareholder's meeting by means of data comparison contained in the list of individuals entitled to participate at the General shareholders' meeting with the data of the documents presented by these individuals.

4.1.5. Under registration an individual, participating at the General shareholders' meeting, shall be given the ballots to vote for the matters in agenda.

In the event that the voting at the General shareholders' meeting may be exercised by means of forwarding to the Company the filled-in voting ballots, by the request of the individuals, who register for participation at the General shareholder's meeting, the ballots of whom have not been received, or received later than 2 (two) days prior the date of holding the meeting, they shall be given the ballots for voting with the mark about their repeated issue.

4.1.6. The registration of individuals entitled to participate at the General Shareholders' meeting shall be finished at the moment of announcement by the Chairman of the General shareholders' meeting about completion of the last matter in agenda of the General shareholders' meeting, for which a quorum has been reached.

4.2. Opening of the shareholders' meeting

4.2.1. The representative of the Audit Commission or any other individual, exercising functions of the Audit Commission, at the time in compliance with the notification about holding the General shareholders meeting is a beginning of holding the General shareholders meeting, announces about the presence of quorum for the matters in agenda of the General shareholders' meeting.

4.2.2. The General Shareholders' meeting reaches a quorum if the participated shareholders in total own more than half of the votes of the placed voting shares of the Company.

In the event that the agenda of the General shareholders' meeting includes the matters, the voting for which is exercised by different membership of voters, the presence of quorum for decision making shall be defined separately.

At that the absence of quorum for decision making about the matters, the voting for which is exercised by one membership of voters, shall not prevail the acceptance of decisions about the matters, the voting for which is exercised by another membership of voters, for acceptance of which a quorum has been reached.

To make a decision about the matter of approval of the interested-in transaction, the quorum is composed from the shareholders- owners of the voting shares of the Company, not interested in the striking the transaction by the Company, owing more than a half of the votes of the shareholders – owners of the voting shares of the Company, non interested in striking the transaction.

In the event of presence of quorum at least for one of the matters in agenda of the General shareholders' meeting, the Chairman of the meeting announces the opening of the General shareholders' meeting.

4.2.3. The General meeting by the opening of which the quorum was reached only for separate matters in agenda, may not be closed if by the moment of completion of the registration the individuals had registered whose registration provides the quorum for decision making for other matters in agenda of the General meeting, the Chairman at the General shareholder's meeting announces about the shift of the opening of the General shareholders' meeting for 2 (two) hours.

The shift of opening the General shareholder's meeting more than one time is inadmissible.

In the event that in 2 (two) hours after announcement about the shift of the General shareholders' meeting the individuals whose registration provides the quorum at least for one matter in agenda of the General shareholders' meeting, have not registered the Chairman of the meeting shall announce the General shareholders' meeting to be invalid.

In the event that in 2 (two) hours after announcement about the shift of the General shareholders' meeting the individuals whose registration provides the quorum at least for one matter in agenda of the General shareholders' meeting, have registered, the Chairman of the meeting shall announce the General shareholders' meeting to be invalid.

4.2.4. Under the absence of quorum for holding the annual General shareholders' meeting the repeated General shareholders' meeting with the same agenda shall be held. Under the absence of quorum for holding the extraordinary General shareholders' meeting the repeated General shareholders' meeting with the same agenda may be held.

4.3. Discussion of the matters in agenda of the General shareholders' meeting

4.3.1. The individuals reporting at the General shareholders' meeting shall follow the following order of reporting:

report about the matter in agenda - time limit 30 minutes,

joint report - time limit 20 minutes,

report during debates – time limit 5 minutes,

report with the questions, references – time limit 2 minutes .

The Chairman at the General Shareholders' meeting is entitled to increase the said in the present paragraph time limits.

4.3.2. The shareholders who would like to take a floor during debates shall in the written form forward the corresponding application to the Secretary of the General shareholders' meeting.

The application shall contain the surname, name, middle name of the shareholder (his representative), the matter in agenda for which the shareholder would like to make a report , as also shall be signed by a shareholder.

The matter shall be in written form forwarded to the Secretary of the General shareholders' meeting; besides the wording of the asked question the shareholder (the representative of the shareholder) shall also indicate family name, name, middle name (name of the shareholder-legal body), as also shall be signed by the shareholder.

4.3.3. The applications and questions received from shareholders the Secretary of the General shareholders' meeting shall hand to the Chairman of the meeting.

In the event that by the moment of opening of the General shareholders' meeting the quorum has been reached only for some matters in agenda, by the end of discussion of the last from the said matters the Chairman of the Counting Commission announces about the presence of quorum for other matters in agenda.

In the event of the completion of the discussion of all matters in agenda of the General shareholders' meeting for which the quorum has been reached, the Chairman of the meeting announces about the completion of the registration of the matters in agenda and

about completion of registration of the individuals participating at the General shareholders' meeting.

4.4. The voting at the General shareholders' meeting.

4.4.1. The voting at the General shareholders' meeting in the form of the simultaneous attendance shall be exercised in the order, set by the Federal Law "About joint stock companies", other regulatory acts, the Charter of the Company and by the present Regulations.

Voting for the matters in agenda of the General; shareholders' meeting shall be exercised with the voting ballots.

4.4.2. The individuals registered for participation at the General shareholders' meeting held in the form of the meeting are entitled to vote for all matters in agenda from the moment of the beginning of the vote counting.

4.4.3. Upon completion of discussion of the last matter in agenda of the General shareholders' meeting (the last matter with the presence of quorum) the individuals who have not voted by this moment, are given 30 (Thirty) minutes for voting.

Upon expiration of the set time, the Chairman announces the beginning of vote counting.

4.5. Holding, the announcement of the results for the matters in agenda of the General shareholders' meeting.

4.5.1. The counting of the votes for the matters in agenda of the General shareholders' meeting shall be exercised by the Counting Commission or any other individual exercising functions of the Counting Commission, exercising functions of the active legislation.

4.5.2. The results of the voting and decision made by the General shareholder's meeting shall be announced at the General shareholders' meeting.

4.5.3. In the event that the results of voting and the decisions made at the General shareholder's meeting of the company, have not been announced at the General meeting, than no later than 10 (ten) days after drawing up minutes about the results of voting, decisions made by the General shareholders' meeting shall be brought to information of the individuals included into the list of entitled to participate at the General shareholders' meeting in the order stipulated by the Charter of the Company for the notification about holding the General shareholders' meeting unless otherwise provided for by the Charter of the Company.

4.5.4. Upon announcing the results of voting for the matters in agenda of the General shareholders' meeting, unless they are announced at the General shareholders' meeting, the Chairman announces about closing of the General shareholders' meeting.

5. Holding of the General shareholders' meeting in the form of the absentee voting.

5.1. Voting for the matter in agenda of the General shareholders' meeting in the form of the absentee voting, shall be exercised with the voting ballots.

5.2. Filled-in ballots shall enter the Company not later the day of the deadline of the ballots receipt in compliance with the decision about convocation and holding of the General shareholders' meeting, accepted in compliance with the Federal Law "On joint stock companies" and by the present Regulations.

In the event that the date of the dead line of filled-in ballots receipt falls on non working day, than the date of the dead line of the receipt of the filled in ballots is the following working day.

Term of the voting ballots receipt shall be brought to close at an hour of the end of the working day, in compliance with the set rules.

5.3. Filled in voting ballots shall be forwarded to the Company by the registered letter, handed against signature to the individual exercising functions of the sole executive body of the Company, authorized to receive the correspondence addressed to the Company, as

also forwarded to the Registrar of the Company (in the event that he exercises functions of the Counting Commission).

5.4. Shareholder - individual under filling in the ballot shall indicate his surname and initials, shareholder- legal body shall indicate the full legal body's name.

5.5. The representative of the shareholder – individual under filling in the ballots shall indicate his surname and initials, as also requisites of the letter of attorney (other document that proves his powers); representative of the shareholder- legal body shall indicate his surname and initials as also position and the requisites of the letter of attorney (other document that proves his powers).

5.6. Representative of the shareholder shall attach to the voting ballot the letter of attorney (notarized copy) or any other document on the basis of which he acts.

5.7. The General shareholders' meeting held in the form of the absentee voting has a quorum in the event that by the dead line of the ballots receipt the Company has received the ballots of the shareholders in total owing more than half of the placed voting shares of the Company.

To make a decision about the matter of approval of the interested-in transaction, the shareholders- owners of the voting shares of the Company, non interested in the Company's striking a transaction, possessing more than a half of the votes of the shareholders- owners of the voting shares of the Company, non interested-in the Company's striking a transaction.

6. Working bodies of the General shareholders' meeting

6.1. The working bodies of the General shareholders' meeting are:

- a) Chairman of the General shareholders' meeting;
- b) Counting Commission ;
- b) Secretary of the General shareholders' meeting.

6.2. Functions of the Chairman of the General shareholders' meeting shall be exercised by the Chairman of the Board of Directors.

In the event of the absence of the Chairman of the Board of Directors at the General shareholders' meeting shall be exercised by the Chairman of the Board of Directors.

In the event of the absence of the Chairman of the Board of Directors and his Vice-Chairman the functions of the Chairman at the General meeting by the decision of the attendees at the General shareholders' meeting may exercise any member of the Board of Directors.

6.3. The Chairman of the General shareholders' meeting opens and closes the meeting, announces the agenda of the General shareholders' meeting and the order of the reporting about the matters in agenda, about completion of the discussion of the matters in agenda, provides the compliance with the order of holding a meeting set by the present Regulation, signs the minutes of the General shareholders' meeting.

6.4. The functions of the Counting Commission at the General shareholders' meeting shall be exercised by the professional participant of the security market, who is the holder of the Registrar of the Company (Registrar of the Company).

6.5. In the event that the number of the shareholders –owners of the voting shares of the Company is no more than 100 (one hundred), the functions of the counting Commission of the General shareholders' meeting may be exercised by an individual authorized by the Board of Directors of the Company.

6.6. Counting commission shall exercise the following functions:

- a) verification of powers and registration of individuals, participating at the General shareholders' meeting (shareholders, their representatives);
- b) defining of the presence of quorum of the General shareholders' meeting;
- c) clarifying of the questions, arising in connection with the implementation of the Company's shareholders (their representatives) right to vote at the General shareholders' meeting;
- d) explanation of the order of voting for the matters to vote;

- e) provision of the set order of voting and the rights of the shareholders of the Company to participate at the voting;
- f) counting of the votes and summarizing results of the voting;
- g) drawing up of the minutes about the results of voting;
- h) bringing to the notice of the shareholders of the Company the results of voting;
- i) delivery to the archive the voting ballots;
- j) other functions stipulated by the legislation of the Russian Federation and by the Charter of the Company and by the contract concluded between the Company and Registrar (in the event that he exercises functions of the Counting commission).

Secretary of the General shareholders' meeting shall be elected by the Board of Directors under decision of matters about preparation of the General shareholders' meeting or by the individuals convening the General shareholders' meeting in the case stipulated by the paragraph 3.1. of the present Regulations.

6.7. The Secretary of the General shareholders meeting shall exercise the following functions:

- a) reception of the applications of the individuals participating at the General shareholders' meeting about according a right to take part in debates about the matters in agenda of the meeting as also receipt of questions;
- b) handling to the Chairman of the General shareholder's meeting the received from the shareholders applications and questions;
- c) making records of the course of holding the General shareholders' meeting main points of the reports and speeches);
- d) other functions stipulated by the present Regulations and by the Charter of the Company.

7. Financial provision of holding the General shareholders' meeting

7.1. Expenditures connected with preparation and holding of the General shareholders' meeting shall be exercised at the expense of the Company in compliance with the estimated charges approved by the Board of Directors and shall be included into the budget of the Company.

7.2. The Director General shall present to the Board of Directors the report about application of the funds for preparation and holding of the General shareholders' meeting not later two months upon holding the General shareholders' meeting.

7.3. In the event of holding the extraordinary General shareholders' meeting by the individuals requesting the convocation, the expenses for its preparation and holding shall be paid by those individuals.

By the decision of the General shareholders' meeting the document supported expenses of the aforementioned individuals for preparation and holding the General shareholders' meeting may be reimbursed at the expense of the Company.

8. Final provision

8.1. In the event that in the result of alterations of the legislation and regulatory acts of the Russian Federation several articles of the present Regulations contradict them, these articles cease to be in force and till the moment of making alterations into the present Regulations the Company shall be governed by the legislation and regulatory acts of the Russian Federation.

8.2. In the event that the voting shares of the Company are owned by one shareholder the present Regulation shall not be applied, the decision about the matters that fall within competence of the General Shareholders' meeting shall be made by this shareholder (authorized management body of the shareholder) shall be drawn up in the written form and shall be brought to notice of the Company.