

HELIO ENERGY JOINT STOCK COMPANY



DRAFT

**INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE**

(Second amendment and supplement)

No. HIO.QC.01

*(Issued under Resolution No./2026/HIO/NQ-DHĐCĐ dated, 2026, of
the General Meeting of Shareholders of Helio Energy Joint Stock Company
and Proposal No. 05/2026/HIO/TTr-HĐQT dated, 2026)*

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**HELIO ENERGY
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness***Hanoi, March 27, 2026***INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and the amending, supplementing and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and the amending, supplementing and guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities and the amending, supplementing and guiding documents;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing several articles of the Law on Securities;
- Pursuant to the Charter of Helio Energy Joint Stock Company;
- Pursuant to General Meeting of Shareholders Resolution No./2026/HIO/NQ-DHDCD dated, 2026 and Submission No. 05/2026/HIO/TTr-HDQT dated, 2026.

The Board of Directors hereby issues the Internal Regulations on Corporate Governance of Helio Energy Joint Stock Company with the following contents:

CHAPTER I – GENERAL PROVISIONS**Article 1. Scope and subjects**

1. Scope of regulation: The Internal Regulations on Corporate Governance provide regulations for the role, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; the order and procedures for the General Meeting of Shareholders; nomination, self-nomination, election, removal and dismissal of members of the Board of Directors, the Audit Committee and the General Director; and other activities in accordance with the Company Charter and other applicable provisions of law.
2. Subjects of application: These Regulations apply to members of the Board of Directors, the Audit Committee, the General Director and relevant persons.

CHAPTER II - GENERAL MEETING OF SHAREHOLDERS**SECTION 1 – GENERAL PROVISIONS****Article 2. Role of the General Meeting of Shareholders**

The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company.

Article 3. Rights and obligations of the General Meeting of Shareholders

1. Approve the Company’s development orientations;

2. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
3. Elect, dismiss and discharge members of the Board of Directors;
4. Decide investment in or sale of assets that are worth at least 35% (thirty five percent) of the total assets written the Company's latest financial statement;
5. Decide revisions to the Company's Charter;
6. Approve annual financial statements;
7. Decide repurchase of over 10% of shares of each type;
8. Consider taking actions against violations committed by members of the Board of Directors if they cause damage to the Company and its shareholders;
9. Decide re-organization and dissolution of the Company;
10. Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors;
11. Approve internal regulations on company administration, operation of the Board of Directors;
12. Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
13. Other rights and obligations prescribed by law.

Article 4. Forms of approval of resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall approve matters within its authority by voting at a meeting or by collecting written opinions.

SECTION 2 - ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY VOTING AT THE MEETING

Article 5. Authority to convene the General Meeting of Shareholders

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Article 14 of the Company Charter within 30 (*thirty*) days from the date of occurrence or receipt of a request for convening the meeting. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman and members of the Board of Directors shall compensate the Company for any damage arising therefrom.
2. A shareholder or group of shareholders owning 5% (*five percent*) or more of the voting shares of the Company has the right, on behalf of the Company, to convene the General Meeting of Shareholders when the Board of Directors seriously infringes shareholders' rights, the obligations of managers, or makes decisions beyond its delegated authority, and in other cases as prescribed by the Law on Enterprises and the Company Charter.
3. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. Compile the list of shareholders eligible to participate in the meeting;
 - b. Provide information and resolve complaints related to the list of shareholders;
 - c. Prepare the meeting agenda and contents;
 - d. Prepare meeting documents;

- e. Draft the resolution of the meeting according to the meeting contents;
 - f. Determine the meeting time and location;
 - g. Make an announcement and send invitations to all shareholders that are eligible to participate in the meeting;
 - h. Perform other tasks serving the meeting.
4. Expenses for convening and conducting the General Meeting of Shareholders under Clauses 2, 3 and 4 of this Article shall be reimbursed by the Company.

Article 6. Preparation of the list and notice of the record date for shareholders entitled to attend the meeting

1. Preparation of the list of shareholders entitled to attend: the list of shareholders list entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (*ten*) days before the date of sending the meeting invitation.
2. Notice of the record date of the shareholders list entitled to attend the General Meeting of Shareholders: the Company shall disclose information on the preparation of such list at least 20 (*twenty*) days before the final registration date.

Article 7. Notice convening the General Meeting of Shareholders

The invitation notice shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and simultaneously disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener shall send the invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (counted from the date the notice is validly sent).

Article 8. Agenda and contents of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders shall prepare the meeting agenda, documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. If documents are not enclosed with the meeting notice, the invitation shall clearly state the link to the full set of meeting documents accessible by shareholders, including:
 - The meeting agenda and documents to be used at the meeting.
 - The list and detailed information of candidates in case of election of members of the Board of Directors.
 - Votes.
 - Draft resolutions for each matter on the meeting agenda
2. A shareholder or group of shareholders as prescribed in Clause 2 Article 12 of the Company Charter has the right to propose issues for inclusion in the agenda of the General Meeting of Shareholders. Such proposal shall be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal shall clearly state the shareholder's name, contact address, nationality, lawful and valid personal identification number (Citizen ID card or passport) for individual shareholders; name, enterprise code or establishment decision number, and head office address for

organizational shareholders; the number of each class of shares held; and the issue proposed to be included in the agenda.

3. The convener may reject the proposal under Clause 2 of this Article in any of the following cases:
 - a. The proposal is sent against the regulations of Clause 4 of this Article;
 - b. The proposing shareholder or group of shareholders is holding less than 5% (five percent) of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of the Company Charter;
 - c. The proposed issue is outside the jurisdiction of the GMS;
 - d. Other cases prescribed by law.
4. The person convening the General Meeting of Shareholders shall accept and include such proposal in the proposed agenda and contents of the meeting, except for the cases stipulated in Clause 3 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if it is approved by the General Meeting of Shareholders.

Article 9. Authorization of representatives to attend the General Meeting of Shareholders

1. A shareholder or the authorized representative of an organizational shareholder may attend the meeting directly or authorize one or more other individuals or organizations to attend in one of the following forms:
 - a. Attend and vote directly at the meeting.
 - b. Authorize another individual or organization to attend and vote at the meeting.
 - c. Attend and vote via online conference, electronic voting or another electronic form.
 - d. Send votes to the meeting by mail, fax or email.
 - e. Send votes by other lawful means approved by the Chairman of the meeting.

The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders shall be made in writing. The power of attorney shall be in accordance with civil law and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of the authorizing and authorized parties.

2. The authorized person attending the General Meeting of Shareholders shall submit the power of attorney upon registration. In case of re-authorization (if applicable), the re-authorization document shall also contain all contents specified in Clause 1 of this Article, and the attendee shall additionally present the initial power of attorney of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company) in accordance with the Law on Enterprises.
3. If the Company does not receive any notification of any of the following events before the opening hour of the GMS or before the GMS is reconvened, the votes/voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

- The authorizing person is dead, has limited legal capacity, or is incapacitated;
- The authorizing person has cancelled the authorization;
- The authorizing person has cancelled the authority of the authorized person.

Article 10. Method for registration to attend the General Meeting of Shareholders

1. Upon registering shareholders, the Company shall issue to each shareholder or authorized representative a voting card stating the registration number, the full name of the shareholder or their authorized representative, and the number of votes of such shareholder;
2. A shareholder, the authorized representative of an organizational shareholder, or another authorized person arriving after the meeting has opened, has the right to register immediately and thereafter attend and vote at the meeting. The Chairman is not required to suspend the meeting for late shareholders to register, and the validity of matters voted on before such registration shall not change.

Article 11. Conditions for conducting the General Meeting of Shareholders

1. The meeting shall be conducted when shareholders attending represent more than 50% (*fifty percent*) of the total voting rights;
2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by several shareholders that represent at least 33% (*thirty-three percent*) of the voting shares;
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

Article 12. Voting method

The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting shall be conducted by affirmative vote, negative vote, or abstention.

Article 13. Vote-counting method

At the meeting, cards approving a resolution shall be collected first; cards disapproving the resolution shall be collected afterward; finally, the total number of approving or disapproving votes shall be counted to determine the result.

Article 14. Conditions for adoption of resolutions

1. Resolutions on the following issues shall be issued if they receive at least 65% (*sixty-five percent*) affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprise:
 - Types of shares and quantity of each type;
 - Change of business lines;
 - Changes to the Company's organizational structure;

- Investment projects or sale of assets that are worth at least 35% (thirty-five percent) of the total assets written in the Company’s latest financial statement, unless another ratio or value is prescribed by the Company’s Charter;
 - Re-organization, dissolution of the Company;
2. A resolution shall be ratified when it is voted for by several shareholders that hold over 50% (*fifty percent*) of the votes of all participating shareholders, except for the cases specified in Clause 2 Article 21 of the Company Charter and Clauses 3, 4, and 6 Article 148 of the Law on Enterprises.
 3. A resolution of the General Meeting of Shareholders that is voted for by 100% (*one hundred percent*) of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable to the Law on Enterprises and the Company Charter.

Article 15. Announcement of vote-counting results

Vote-counting results shall be announced by the Chairman immediately before the closing of the meeting. The meeting shall elect persons responsible for vote counting or supervision of vote counting at the proposal of the Chairman.

Article 16. Objection to resolutions of the General Meeting of Shareholders

Within 90 (*ninety*) days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders owning 5% (*five percent*) or more of the total number of outstanding common shares have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- The procedures for convening the meeting and decision-making of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company’s Charter, except in the cases specified in Clause 3 Article 14 of these Regulations;
- The contents of the resolution violate regulations of law or the Company Charter.

Article 17. Minutes of the General Meeting of Shareholders

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages, with the following contents:
 - The enterprise’s name, head office address, and identification number;
 - Time and location of the GMS;
 - Agenda and contents of the meeting;
 - Full names of the chair and secretaries;
 - Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
 - The number of shareholders and their votes; a list of registered shareholders, shareholders’ representatives that participated in the meeting, their holdings, and votes;

- Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes, and abstentions; corresponding ratios of these votes to the total number of votes of participating shareholders;
 - Ratified issues and ratios of affirmative votes;
 - Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes are still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.
2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons who sign the minutes shall be jointly responsible for their truthfulness and accuracy.
 3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Article 18. Disclosure of resolutions of the General Meeting of Shareholders

Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered attending shareholders together with shareholders' signatures, powers of attorney for attendance, all documents attached to the minutes (if any) and related documents enclosed with the invitation notice shall be disclosed in accordance with the law on information disclosure on the securities market and shall be kept at the head office of the Company.

SECTION 3 - ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY COLLECTING WRITTEN OPINIONS

Article 19. Order and procedures for the General Meeting of Shareholders to approve resolutions by collecting written opinions

1. Cases in which written opinion collection is allowed or not allowed: the annual General Meeting of Shareholders may not be organized in the form of collecting shareholders' written opinions.
2. The order and procedures for the General Meeting of Shareholders to approve resolutions by collecting written opinions are specifically provided in Article 22 of the Company Charter.

SECTION 4 - ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY ONLINE CONFERENCE

Article 20. Notice and convening of the online General Meeting of Shareholders

The convening, preparation of the list of shareholders, sending of meeting invitations, and accompanying documents shall be carried out in the same manner as for the in-person meeting stated in Articles 5, 6, 7 and 8 of these Regulations.

Article 21. Registration method for attending the online General Meeting of Shareholders

1. Conditions for participation:

- The participant shall have his/her name on the list of shareholders entitled to attend the General Meeting of Shareholders prepared in accordance with the Company's notice of exercise of rights.
 - The authorized representative shall satisfy the conditions for attendance under law and the Company Charter.
2. Technical requirement: The delegate shall have an electronic device connected to the Internet (for example, a computer, tablet, mobile phone, or similar device).

Article 22. Method of recording shareholders attending the online General Meeting of Shareholders

A shareholder is deemed by the electronic voting system to have attended the online General Meeting of Shareholders when such shareholder accesses the system using the access information prescribed in Article 23 of these Regulations and has cast an electronic vote on any matter in the agenda of the online meeting.

Article 23. Provision of access information and electronic voting

1. Access link to the electronic voting system, login name, and password for attending the online General Meeting of Shareholders shall be provided in the meeting invitation (or in another form of login information notice determined by the Board of Directors). Shareholders are responsible for keeping confidential their login name, password, and/or other identification factors (if any) provided to ensure that only the shareholder has the right to vote on the electronic voting system, and shall bear full responsibility for the registered information.
2. When a shareholder requests re-issuance of login information, the Organizing Committee may provide it in person, by email, or by phone. Provision via email or phone shall only be made based on shareholder information on the list of shareholders entitled to vote prepared by the Vietnam Securities Depository according to the Company's notice of exercise of rights.
3. Shareholders shall use their login name, password, and/or other identification forms (if any) to access the electronic voting system according to the agenda of the online meeting.
4. Shareholders registering to attend after the meeting has opened may still register and vote after completing the registration. The chairing panel may not stop the meeting for such registration, and the validity of matters already voted on is unaffected.

Article 24. Authorization of representatives to attend the online General Meeting of Shareholders

1. Shareholders shall implement authorization in accordance with Article 9 of these Regulations;
2. Regulations on online authorization:
 - a. Shareholders shall provide full and accurate information for the online authorization, particularly the information of the authorized party: phone number, contact address, and email address. This information serves as the basis for issuing a username and a password to the authorized party.

- b. Validity of Online Authorization: Online authorization shall only be legally valid upon fulfillment of the following conditions:
 - The shareholder has fulfilled all required fields in the online authorization form and completed the online authorization process.
 - The Power of Attorney is printed in from the online authorization form with signatures, full names, and official seals (for organization) of both the authorizing and authorized parties.
 - The Company receives the original physical Power of Attorney prior to the official opening of the General Meeting.
- c. Cancellation of online authorization: The shareholder shall submit a formal written request for cancellation of online authorization to the Company before the opening of the meeting. Note: The effective time for recording the cancellation shall be based on the time the Company receives the formal written request. The cancellation shall be deemed null and void if the authorized party has already cast votes or participated in elections regarding any matters on the agenda of the online General Meeting of Shareholders.

Article 25. Conditions for conducting the online General Meeting of Shareholders

1. The number of shareholders registering to attend the meeting shall represent more than 50% of the total voting shares of the Company according to the list on the final registration date supplied by the Vietnam Securities Depository.
2. The online General Meeting system shall satisfy the following conditions:
 - a. The connection at the main venue shall be continuous and stable, ensuring uninterrupted attendance by shareholders. If the meeting is interrupted at the main venue, the Organizing Committee or chairing panel shall summarize the interrupted part.
 - b. The main venue shall satisfy conditions on sound, lighting, connection, power supply, electronic means and other equipment according to the requirements and nature of the online meeting.
 - c. Information security shall be ensured and login names and passwords shall be kept confidential. All information received and provided on the system shall ensure confidentiality and comply with the Law on Cyber Information Security.
 - d. The electronic data of the online meeting program shall be retained and capable of being extracted from the system.

Article 26. Form of approval of resolutions of the online General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders shall be approved in accordance with Article 4 of these Regulations .

Article 27. Online voting method

1. A shareholder votes by selecting one of the three corresponding boxes: “Agree”, “Disagree”, or “No opinion” for each matter on which shareholders are consulted on the system. Voting results for each item shall be reported to the General Meeting by the Vote-counting Committee immediately after completion of vote counting.
2. Voting shareholders are those who have registered to attend the online General Meeting up to the time of voting, and the number of registered shareholders is the basis for calculating the voting ratio. If a registered shareholder does not cast a vote, such shareholder is deemed to vote “No opinion” for the corresponding matters.
3. When conducting the meeting, the chairing panel shall announce the deadline for voting on the system so that shareholders can exercise their rights. Where technical problems in voting system arise, shareholders may contact the hotline announced by the Organizing Committee for guidance and support. From the time the voting system is closed, shareholders may not change any contents already voted on; the vote result recorded on the system under the access account is final and may not be complained of or litigated.

Article 28. Online vote-counting method

After the voting system is closed, the Vote-counting Committee approved by the General Meeting of Shareholders at the meeting shall be responsible for checking the online voting results and aggregating the voting results.

Article 29. Announcement of vote-counting results

Voting results shall be announced immediately at the online General Meeting by the chairing panel or the vote-counting committee.

Article 30. Preparation of minutes of the General Meeting of Shareholders

1. The preparation of minutes of the General Meeting of Shareholders shall be carried out in accordance with Article 17 of these Regulations.
2. The minutes shall be completed and approved at the online General Meeting of Shareholders.

Article 31. Disclosure of resolutions of the General Meeting of Shareholders

1. The resolution of the General Meeting of Shareholders shall be read out and approved before the closing of the online General Meeting.
2. Resolutions, minutes, appendices listing registered shareholders together with shareholders’ signatures, powers of attorney for attendance, all documents attached to the minutes (if any), and related documents enclosed with the invitation notice shall be disclosed in accordance with Article 18 of these Regulations.

SECTION 5 - ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY A HYBRID IN-PERSON AND ONLINE MEETING**Article 32. Order and procedures for the General Meeting of Shareholders to approve resolutions by a hybrid in-person and online meeting**

Implemented in accordance with the annual Company's regulations on organization of the General Meeting of Shareholders.

CHAPTER III – BOARD OF DIRECTORS

SECTION 1 – GENERAL PROVISIONS

Article 33. Role, rights, and obligations of the Board of Directors; responsibilities of members of the Board of Directors

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. To be specific:
 - a. Decide the strategy, medium-term development, and annual business plans of the Company;
 - b. Propose types of authorized shares and the quantity of each type;
 - c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
 - d. Decide selling prices for shares and bonds of the Company;
 - e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
 - f. Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
 - g. Decide solutions for market development, marketing, and technology;
 - h. Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% (*thirty five percent*) of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises;
 - i. Elect, dismiss and discharge the Chairman of the Board of Directors; appoint and dismiss members of the Audit Committee and personnel of subcommittees under the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company Charter; decide salaries, remunerations, bonuses and other benefits of these managers; appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies; and decide their remuneration and other rights.
 - j. Supervise the General Director and other managers operating everyday business of the Company;
 - k. Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;

- l. Approve the agenda and documents serving the General Meetings of Shareholders; convene the General Meetings of Shareholders or collect comments for the General Meetings of Shareholders to ratify its resolutions;
 - m. Submit audited annual financial statements to the General Meetings of Shareholders;
 - n. Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
 - o. Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
 - p. Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the General Meetings of Shareholders; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;
 - q. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law, and the Company's Charter.
3. The Board of Directors shall submit reports on its performance pursuant to Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020, elaborating on some articles of the Law on Securities.
4. Right of members of the Board of Directors to be provided with information:
- a. A member of the Board of Directors has the right to request the General Director or other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.
 - b. The requested manager shall timely, fully and accurately provide the information and documents requested. The order and procedures for requesting and providing information shall be prescribed in the Company Charter.

SECTION 2 - PROVISIONS ON NOMINATION, SELF-NOMINATION, ELECTION, DISMISSAL AND DISCHARGE OF MEMBERS OF THE BOARD OF DIRECTORS

Article 34. Number, term and structure of members of the Board of Directors

1. Number and term of members of the Board of Directors:
 - a) The number of members of the Board of Directors must be at least 03 (*three*) and no more than 11 (*eleven*) members. The specific number of members is determined by the Regulations on the operation of the Board of Directors.
 - b) The term of office for members of the Board of Directors is no more than 05 (*five*) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of one company for a maximum of 02 (*two*) consecutive terms. In the event that all members of the Board of Directors conclude their term, they will continue to serve on the Board until new members are elected to replace them and take over the responsibilities.
2. Structure of the Board of Directors :

The structure of the Board of Directors for a public company must ensure that at least 1/3 (*one-third*) of the total members are non-executive members. The company limits the number of Board members who concurrently hold executive positions to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must meet the following requirements:

- At least 01 (*one*) independent member if the company has 03 (*three*) to 05 (*five*) members on the Board of Directors;
- At least 02 (*two*) independent members if the company has 06 (*six*) to 08 (*eight*) members on the Board of Directors;
- At least 03 (*three*) independent members if the company has 09 (*nine*) to 11 (*eleven*) members on the Board of Directors.

Article 35. Standards, and conditions for members of the Board of Directors

1. Standards, and conditions for members of the Board of Directors:
 - a. Not being one of the persons specified in Clause 2 Article 17 of the Law on Enterprise;
 - b. Having professional qualifications and experience of business administration in the company's business lines; a member is not necessarily a shareholder of the company, unless otherwise prescribed by the company's charter;
 - c. A person may hold the position of member of the Board of Directors of more than one company .
2. Standards, and conditions for independent members of the Board of Directors
 - a. The person must not be receiving a salary or remuneration from the Company, except for the allowances that board members are entitled to under regulations.
 - b. The person must not have a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the company; nor should they be a manager of the company or its subsidiaries.
 - c. The person must not directly or indirectly own at least 01% (*one percent*) of the total voting shares of the company.
 - d. The person must not have served as a member of the Board of Directors or the Board of Supervisors of the company for at least 05 (*five*) consecutive years, except in cases of being appointed for two consecutive term.

Article 36. Nomination and self-nomination of members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 (*ten*) days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent

manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- Full name, date of birth;
 - Qualifications;
 - Work experience;
 - Other managerial positions (*including positions in the Board of Directors of other companies*);
 - Interests relevant to the Company and the Company's related parties;
 - Other information (*if any*) specified in the Company's Charter;
 - The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (*if any*).
2. Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders owning from 10% (*ten percent*) to less than 20% (*twenty percent*) of the total voting shares have the right to nominate 1 (*one*) candidate; from 20% (*twenty percent*) to less than 30% (*thirty percent*) can nominate a maximum of 2 (*two*) candidates; from 30% (*thirty percent*) to less than 40% (*forty percent*) can nominate a maximum of 3 (*three*) candidates; from 40% (*forty percent*) to less than 50% (*fifty percent*) can nominate a maximum of 4 (*four*) candidates; from 50% (*fifty percent*) to less than 60% (*sixty percent*) can nominate a maximum of 5 (*five*) candidates; from 60% (*sixty percent*) to less than 70% (*seventy percent*) can nominate a maximum of 6 (*six*) candidates; from 70% (*seventy percent*) to less than 80% (*eighty percent*) can nominate a maximum of 7 (*seven*) candidates; from 80% (*eighty percent*) to less than 90% (*ninety percent*) can nominate a maximum of 8 (*eight*) candidates; and from 90% (*ninety percent*) and above can nominate a maximum of 9 (*nine*) candidates. The number of nominated candidates may be adjusted by the GMS to align with the number of members to be elected to the Board of Directors.
3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprise, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company Charter, Internal regulations on corporate governance and Regulations on operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.

Article 37. Method of electing members of the Board of Directors

The election of members of the Board of Directors shall be conducted by cumulative voting, whereby total of votes of a shareholder is equal to the number of shares multiplied by the number of candidates, and the shareholder may cast all or part of such votes for one or more candidates. Elected members are determined in descending order of votes from the candidate with the highest number of votes until the number prescribed in the Company Charter is filled. If two or more candidates receive an equal number of votes for the final seat, a re-election shall be conducted among those tied candidates or another criterion stipulated in the election regulations or the Company Charter shall be applied.

Article 38. Cases of discharge, dismissal, replacement and supplementation of members of the Board of Directors

1. The General Meeting of Shareholders shall discharge a member of the Board of Directors in the following cases:
 - a. The member no longer satisfies the standards and conditions under Article 155 of the Law on Enterprises;
 - b. The member' resignation letter is accepted ;
 - c. Other cases provided in the Company Charter.
2. The General Meeting of Shareholders shall dismiss a member in the following cases :
 - a. Failure to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure cases;
 - b. Tther cases provided in the Company Charter.
3. Where deemed necessary, the General Meeting of Shareholders shall decide replacement, discharge or dismissal of a member of the Board of Directors outside the above cases.
4. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of Board members is reduced by more than one-third compared to the number prescribed in the Company Charter, in which case the Board shall convene the General Meeting of Shareholders within 60 (*sixty*) days from the date the number is reduced by more than 1/3 (*one-third*);
 - b. the number of independent members of the Board is reduced which does not ensure the ratio prescribed by law;
 - c. Except for these cases, the General Meeting of Shareholders shall elect new members to replace members discharged or dismissed at the nearest meeting.

Article 39. Notice of election, dismissal and discharge of members of the Board of Directors

The election, discharge and dismissal of members of the Board of Directors decided by the General Meeting of Shareholders or the loss of status of a member under Clauses 1 and 2 Article 155 of the Law on Enterprises and the Company Charter shall be notified to shareholders and disclosed in accordance with the law on information disclosure on the securities market and the Company Charter.

Article 40. Method of introducing candidates for members of the Board of Directors

If the number of candidates through nomination and self-nomination remains insufficient as prescribed in Clause 2 Article 36 of these Regulations, the incumbent Board of Directors shall introduce additional candidates or organize nomination in accordance with the Company Charter. Such introduction shall be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

Article 41. Election, dismissal and discharge of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, discharged and dismissed by the Board of Directors from among its members; the decision of the Board shall be ratified by voting at a meeting, by collecting written opinions, or by another form (if any) according to the Company Charter.
2. The Chairman of the Board of Directors has the following rights and obligations :
 - a. Formulate operating plans and programs of the Board of Directors;
 - b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
 - c. Organize the ratification of resolutions and decisions of the Board of Directors;
 - d. Supervise the process of implementation of resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Other rights and obligations prescribed by the Law on Enterprises.
3. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within 10 (*ten*) days from the resignation or dismissal date.
4. In case the Chairman of the Board of Directors is not present or is not able to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

SECTION 3 - REMUNERATIONS, BONUSES AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS

Article 42. Remunerations and other benefits of members of the Board of Directors

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.
2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual meeting.
3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual meeting.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.
6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company Charter.

SECTION 4 - ORDER AND PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS

Article 43. Minimum number of meetings

The Board of Directors shall have at least 01 (*one*) meeting per quarter and may have ad hoc meetings.

Article 44. Cases requiring convening of extraordinary meetings of the Board of Directors

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. The meeting is requested by independent members of the Board of Directors;
 - b. The meeting is requested by the General Director or at least 05 more managers;
 - c. The meeting is requested by at least 02 (two) members of the Board of Directors;
 - d. Other cases (if any).
2. The request for meeting mentioned in Clause 1 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors
3. The Chairman of the Board of Directors shall convene the Board of Directors within 07 (*seven*) working days from the receipt of the request mentioned in Clause 1 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors .

Article 45. Notice of Board of Directors meetings

1. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 (*three*) working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

2. The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

Article 46. Conditions for holding meetings of the Board of Directors

The meeting of the Board of Directors shall be opened when it is participated in by three-fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 (*seven*) days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

Article 47. Voting method at meetings of the Board of Directors

1. It is considered that a member of the Board of Directors has participated in and voted at a meeting when:
 - a. Participate and vote in person at the meeting;
 - b. Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
 - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
 - d. Send votes by mail, fax, or email.
2. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 (*one*) hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

Article 48. Approval method of resolutions of the Board of Directors

The resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the Board of Directors shall have the casting vote.

Article 49. Authorization to attend a meeting on behalf of a member of the Board of Directors

The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

Article 50. Minutes of meetings of the Board of Directors

1. The minutes of all meetings of the Board of Directors shall be taken. Audio recordings and other electronic forms are optional. The minutes shall be written in the Vietnamese language, may be translated into foreign languages, and shall contain the following information:
 - a. The company's name, EID number, and head office address;
 - b. Time and location of the meeting;
 - c. Purposes and agenda of the meeting;

- d. Full names of participating members and the persons authorized to participate in the meeting and how they participate; full names of non-participating members and their excuses;
 - e. The issues to be discussed and voted on at the meeting;
 - f. Summary of comments of each participating member in chronological order;
 - g. Voting result, the members that cast affirmative votes, negative votes and abstentions;
 - h. Ratified decisions and corresponding ratio of affirmative votes;
 - i. Full names, signatures of the chair and the minute taker, except the case in Clause 2 of this Article.
2. In case the chair and the minutes-taker refuse to sign the minutes, they will be valid if they are signed by all other members of the Board of Directors who attended and agreed to pass the minutes, and contain all the information prescribed in Points a, b, c, d, e, g, and h, Clause 1 of this Article. The meeting minutes must clearly state the refusal of the chair and the minutes-taker to sign. Those who sign the minutes are jointly responsible for the accuracy and truthfulness of the content. The chair and the minutes-taker are personally responsible for any damage to the Company caused by their refusal to sign, in accordance with the Law on Enterprises, the Company Charter, and related laws.

Article 51. Notification of resolutions and decisions of the Board of Directors

After issuing a Resolution/Decision of the Board of Directors, the Company shall circulate it internally, except where information disclosure is required by law or where it is used for purposes relating to implementation of transactions or work approved by the General Meeting of Shareholders or the Board of Directors within their authority.

SECTION 5 - SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS

Article 52. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.
2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable laws and the Company Charter.
3. The establishment and operation of subcommittees (if any) shall be carried out in accordance with applicable law and the Company Charter.

SECTION 6 - SELECTION, APPOINTMENT AND REMOVAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 53. Standards of the person in charge of corporate governance

The person in charge of corporate governance may not concurrently work for the approved auditing organization being in charge of the Company's financial statements.

Article 54. Appointment of the person in charge of corporate governance

The Board of Directors of the Company shall appoint at least 01(*one*) person in charge of corporate governance to support corporate governance work within the enterprise. Such person may concurrently serve as Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

Article 55. Cases of removal of the person in charge of corporate governance

The Board of Directors may dismiss or discharge the person in charge of corporate governance when necessary, provided that such dismissal or removal is not contrary to labor law.

Article 56. Notice of appointment and removal of the person in charge of corporate governance

The Company shall notify the appointment and removal of the person in charge of corporate governance and disclose information in accordance with the law on securities, other applicable laws and the Company Charter.

Article 57. Rights and obligations of the person in charge of corporate governance

1. Advising the Board of Directors in organizing the General Meeting of Shareholders and in work related between the Company and shareholders;
2. Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors or of shareholders or shareholder groups owning at least 05% of ordinary shares;
3. Advising on meeting procedures;
4. Attend meetings;
5. Advising on procedures for preparing resolutions of the Board of Directors in compliance with law;
6. Providing financial information, copies of minutes of Board meetings and other information to members of the Board of Directors;
7. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
8. Being a point of contact with parties having related interest;
9. Keeping information confidential in accordance with law and the Company Charter;
10. Other rights and obligations in accordance with law and the Company Charter Các quyền và nghĩa vụ khác theo quy định của pháp luật và Điều lệ công ty.

CHAPTER IV – AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

SECTION 1 – GENERAL PROVISIONS

Article 58. Role, rights and obligations of the Audit Committee

1. The Audit Committee has the rights and obligations in Article 161 of the Law on Enterprises and the Company Charter and the following rights and obligations:
2. Supervise the integrity of the Company's financial statements and official disclosures related to the Company's financial results;
3. Review the internal control system and risk management;
4. Review related-party transactions falling within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval;
5. Supervise the Company's internal audit department;
6. Recommend the independent auditing firm, remuneration and relevant contractual terms for the Board of Directors to approve before submission to the annual General Meeting of Shareholders;
7. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially where the Company uses non-audit services of the auditor;
8. Supervise legal compliance, requirements of management authorities and other internal regulations of the Company;
9. Access documents about the Company's operation; discuss with other members of the Board of Directors, the General Director, chief accountant and other managers to collect information serving the operation of the Audit Committee;
10. Request representatives of the accredited audit organization to participate in meetings of the Audit Committee to provide explanation for issues relevant to the audited financial statements;
11. Use external legal counseling, accounting and other counseling services where necessary;
12. Formulate policies on detection and management or risks and submit them to Board of Directors; propose solutions for the risks that occur during the Company's operation;
13. Submit a written report to the Board of Directors whenever a member of the Board of Directors, the General Director or another manager fails to fulfill their responsibilities prescribed in the Law on Enterprises and the Company Charter;
14. Formulate Audit Committee Operation Regulations and submit them to the Board of Directors for ratification;
15. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on activities at the annual General Meeting of Shareholders in accordance with Article 284 of Decree 155/2020/ND-CP.
16. Exercise other rights and obligations in accordance with law and the Company Charter.

SECTION 2 - PROVISIONS ON THE COMPOSITION AND STRUCTURE THE AUDIT COMMITTEE'S MEMBERS

Article 59. Composition of the Audit Committee

1. The Audit Committee shall have at least 02 members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors.
2. Members of the Audit Committee shall have knowledge about accounting, audit, law and the Company' operation, and must not:
 - a) Work in the Company's accounting or finance department;
 - b) Be a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last 03 years.
3. The Chairman of the Audit Committee shall have a bachelor's degree or higher in economics, finance, accounting, audit, law or business administration.
4. Appointment of the Chairman and other members of the Audit Committee shall be approved by the Board of Directors at its meeting.
5. Salaries and operating expenses of the Audit Committee and its members shall be decided by the General Meeting of Shareholders and reported at the annual General Meeting of Shareholders and disclosed in the Company's annual report.

Article 60. Nomination and self-nomination of members of the Audit Committee

1. The Chairman and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be executive persons of the Company.
2. Their appointment shall be approved by the Board of Directors at its meeting.

Article 61. Meetings of the Audit Committee

1. The Audit Committee shall have at least 02 meetings per year. Minutes of these meetings must be detailed, clearly and kept fully. The Minutes shall also bear the signatures of the minute taker and participating members
2. The Audit Committee shall ratify its decisions by voting at meetings, questionnaire survey or other methods prescribed by the Company Charter or Audit Committee Operation Regulations. Each member of the Audit Committee has one vote. Unless a higher ratio is prescribed by the Company Charter or Audit Committee Operation Regulations, a decision of the Audit Committee shall be ratified if it is voted for by the majority of the participating members. In case of a tie, the Chairman of the Audit Committee shall have the casting vote.

Article 62. Reporting by independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders.

1. Independent members of the Board of Directors in the Audit Committee shall report during the annual General Meeting odd Shareholders.
2. Such a report shall have the following contents :
 - a) Remunerations, operating costs and other benefits of the Audit Committee and each of its members as prescribed in the Law on Enterprises and the Company's Charter;
 - b) Summaries of meetings of the Audit Committee, its verdicts and proposals;
 - c) Results of supervision of the Company's financial statements, finance and operation;

- d) Evaluation of transactions between the Company, subsidiary companies and companies over 50% charter capital of which is held by the Company with members of the Board of Directors, the General Director, other executives of the Company and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors, the General Director or executives over the last 03 years from the transaction date;
- e) Evaluation of the Company's internal control and risk management system;
- f) Performance of the Board of Directors, the General Director and other executives of the Company;
- g) Cooperation between the Audit Committee with the Board of Directors, the General Director and shareholders. .

CHAPTER V – GENERAL DIRECTOR

Article 63. Role, responsibilities, rights and obligations of the General Director

1. The General Director shall administer the Company's everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.
2. The General Director has the following rights and obligations:
 - a. Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the Company's business plans and investment plans;
 - d. Propose organizational structure and internal administration regulations of the Company;
 - e. Designate, dismiss, and discharge managerial positions in the Company, except for those within the jurisdiction of the Board of Directors;
 - f. Decide the salaries and other benefits of the Company's employees, including the managers designated by the General Director;
 - g. Recruit employees;
 - h. Propose dividend payment plan or business loss settlement;
 - i. Other rights and obligations prescribed by law and the Company Charter, resolutions and decisions of the Board of Directors .

Article 64. Term of office of the General Director

The term of office of the General Director shall not exceed 05 (*five*) years without a term limit. The General Director shall satisfy the requirements prescribed by law and the Company Charter.

Article 65. Appointment, removal, execution, and termination of contract with the General Director

1. The Board of Directors appoints one of its members or hires another person to act as General Director. The Board may remove the General Director when a majority of voting Board of Directors' members attending the meeting approve, and may appoint a new General Director as a replacement.
2. The Board of Directors shall meet and decide the appointment and removal of the General Director in accordance with the Company Charter.
3. Appointment and execution: The General Director may be a member of the Board of Directors appointed by the Board of Directors from among its members or hired under a labor contract. The Chairman of the Board of Directors may not concurrently hold the position of General Director of the Company in accordance with the Company Charter and applicable laws.
4. Removal and termination: The Board has the right to remove or terminate the labor contract with the General Director; such Board decision shall be adopted by voting at a meeting, by collecting written opinions, or another form (if any) under the Company Charter
5. Notification on appointment, removal, execution, and termination of contract with the General Director: Relevant information shall be disclosed in accordance with the Circular 96/2020/TT-BTC on information disclosure on securities market.
6. Salaries and other benefits of the General Director: The General Director is entitled to a salary and bonus as decided by the Board of Directors.

CHAPTER VI – OTHER ACTIVITIES

SECTION 1 - PROVISIONS ON COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR

Article 66. Procedures and order for convening, invitation, taking minutes, and notifying results of meetings between the Board of Directors and the General Director

1. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the General Director as to a member of the Board of Directors. If the General Director is not a member of the Board of Directors, he/she has the right to attend meetings of the Board of Directors, to discuss but not to vote.

The General Director may directly attend or appoint another member of the Executive Board to attend meetings of the Board of Directors; such attending member may participate in discussions but not vote.

The Chairman shall send written notification of the meeting results to the General Director within 07 (*seven*) days from the end of the meeting of the Board of Directors.

2. When necessary, the General Director may invite certain members of the Board of Directors to attend meetings of the Executive Board. The invitation shall include all necessary contents and be sent to invitees at least 03 (*three*) days before the meeting. The General Director shall notify the meeting results in writing to the Chairman within 07 (*seven*) days from the end of the meeting.

Article 67. Notification of resolutions and decisions of the Board of Directors to the General Director

The corporate governance officer/Company Secretary is responsible for sending copies of resolutions and decisions of the Board of Directors to the General Director within 10 days so that the General Director may perform his/her duties.

Article 68. Cases in which the General Director proposes convening of a Board meeting and seeking the opinion of the Board of Directors

1. The Chairman of the Board of Directors shall convene a Board meeting when requested by the General Director or at least 03 other managers.
2. The request shall be made in writing, clearly stating the purpose and the matters needing discussion and decision within the authority of the Board of Directors.
3. The Chairman shall convene the Board meeting within 15 (*fifteen*) days from the date of receipt of the request. If the Chairman fails to do so, he/she shall be liable for damage caused to the Company, and the proposing person has the right to replace the Chairman in convening the meeting.

Article 69. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers

1. The General Director is responsible for reporting in writing to the Board of Directors on the performance of assigned duties and powers periodically (quarterly, semi-annually, annually) or upon request.
2. When necessary, the Board of Directors has the right, through the General Director, to request members of the Executive Board and heads/deputy heads of departments of the Company to report on the performance of assigned duties and powers.

Article 70. Self-assessment of the General Director on the performance of the Board of Directors' resolution and other assigned duties

1. The General Director shall organize meetings of the Executive Board to review and assess the implementation of resolutions of the Board of Directors periodically (quarterly, 06 months, annually).
2. Minutes of such meetings shall be archived, cited, and included in reports of the Executive Board.

Article 71. Matters to be notified to the Board of Directors and the notifying method

1. The General Director shall report on:
 - a. Implementation of resolutions of the Board of Directors and the General Meeting of Shareholders; the Company's business plans and investment plans; annual business plans approved by the Board of Directors and the General Meeting of Shareholders.
 - b. The Company's management and operations, including detailed information on the Company's organization and operations.
 - c. Detailed business plan for the next financial year for the Board of Directors to approve.
 - d. Measures to improve the Company's operations and management .
 - e. Proposal on the number of management personnel and other positions to recruit so that the Board of Directors may appoint or remove when necessary, to apply good

- governance structures and operations proposed by the Board of Directors, and advice for the Board on management personnel policies
- f. Consultation with the Board of Directors to decide the number of employees, policies and other terms relating to labor contracts.
 - g. Long-term, annual and monthly budgets for management activities of the Company for the Board of Directors to approve under the business plan .
 - h. Transactions between the Company, its subsidiaries, or other companies controlled by the Company with over 50% charter capital, with the General Director or related persons in accordance with law.
2. All information and reports shall be made in writing and sent to the Chairman of the Board of Directors.

SECTION 2 – PROVISIONS ON ANNUAL EVALUATION OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 72. Coordination of control, management, and supervision among members of the Board of Directors and the General Director according to their respective specific tasks

1. Members of the Board of Directors and the Executive Board shall regularly exchange in works and provide information to one another on the basis of cooperation and support, facilitating each other's work in accordance with the Charter, working regulations and the general plan of activities.
2. Members of the Board of Directors and the Executive Board shall not interfere in executive work under the functions and duties of the other department.
3. In urgent cases, members of the Board of Directors and the Executive Board may immediately notify (through meeting, telephone, or email) the Chairman of the Board of Directors, the General Director or all three parties for efficient resolution.

Article 73. Annual evaluation of rewards and discipline for members of the Board of Directors, the General Director, and other executives

1. The Board of Directors is responsible for developing performance evaluation standards for all subjects being members of the Board of Directors, the General Director, and other executives.
2. Evaluation standards shall harmonize the interests of executives with the long-term interests of the Company and shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the Board at each time. Non-financial indicators may include the interests of stakeholders, operational efficiency, progress, and improvements achieved, etc.
3. Annually, based on the assigned functions and duties and the established evaluation standards/ achievement, the Board of Directors evaluates the performance the Board of Directors' member.

4. Evaluation of other executives shall be carried out under internal regulations or may be based on self-assessment reports of such executives.

Article 74. Rewards

1. Annually, based on the resolution of the General Meeting of Shareholders deciding the reward level for the Board of Directors and the executive body, the Board of Directors shall decide the allocation ratio between those bodies.
2. Reward forms may be cash and/or shares according to the optional plans for the employees (if any).
3. Funding sources for rewards are extracted from the reward fund of the Company and the executive bodies when profit plans are achieved or exceeded
4. Specific reward levels shall be built based on the actual situation of each year.

Article 75. Handling of violations and discipline

1. Annually, based on the business performance evaluation, the disciplinary level and form of discipline shall be determined in accordance with law and Company documents. Members of the Board of Directors, the General Director and management personnel who fail to complete their duties with due care, diligence and professional competence shall be responsible for damages caused by them.
2. Where members of the Board of Directors, the General Director, and management personnel violate law and Company regulations while performing duties, they shall, depending on the seriousness of the violation, be subject to disciplinary handling, administrative penalties, or criminal liability in accordance with law. In case damage is caused to the Company's interests, shareholders, or others, compensation shall be made in accordance with the law.

CHAPTER VII - IMPLEMENTATION PROVISIONS**Article 76. Implementation provisions**

Members of the Board of Directors, the Supervisory Board, the Executive Board, shareholders, and employees of the Company are responsible for complying with these Regulations.

Article 77. Effectiveness

1. The Internal Regulations on Corporate Governance of Helio Energy Joint Stock Company consist of 07 (*seven*) chapters and 77 (*seventy seven*) articles and take effect from, 2026.
2. In case there is any change in law causing the provisions of these Regulations to become no longer appropriate, the Company shall amend these Regulations as soon as possible. During the period before amendment, the current provisions of law shall prevail.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Phan Thanh Dat