

**HELIO ENERGY JOINT STOCK COMPANY**



**DRAFT**

**REGULATIONS ON THE OPERATION OF  
THE BOARD OF DIRECTORS**

*(Second amendment and supplement)*

**No. HIO.QC.02**

*(Issued under the Resolution No. 01/2026/HIO/NQ-DHĐCĐ dated April 18, 2026, of the General Meeting of Shareholders of Helio Energy Joint Stock Company and Proposal No. 05/2026/HIO/TTr-HĐQT dated April 18, 2026)*

**Hanoi, 2026**

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1	November 01, 2022	Regulations on operation of the Board of Directors – The first issuance.
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**HELIO ENERGY**  
**JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom - Happiness**

*Hanoi, April 18, 2026*

**REGULATIONS ON OPERATION OF**  
**THE BOARD OF DIRECTORS**

- Pursuant to Law on Enterprises No.59/2020/QH14 on June 17th, 2020 and amendments, supplements, and implementation guidelines;
- Pursuant to Law on Securities No.54/2019/QH14 on November 26th, 2019 and amendments, supplements, and implementation guidelines;
- Pursuant to Decree No. 155/2020/NĐ-CP on December 31, 2020 of the Government elaboration of some articles of the Law on Securities and amendments, supplements, and implementation guidelines;
- Pursuant to Circular No. 116/2020/TT-BTC on December 31, 2020 of the Ministry of Finance guidelines for implementation of some articles on administration of public companies in the Government's Decree No. 155/2020/nd-cp dated December 31, 2020 elaborating some articles of the Law on Securities;
- Pursuant to the Charter of Helio Energy Joint Stock Company;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/2026/HIO/NQ-DHĐCĐ dated April 18, 2026 and the Proposal No. 05/2026/HIO/TTr-HĐQT dated April 18, 2026.

The Board of Directors issues the Regulations on operation of the Board of Directors of Helio Energy Joint Stock Company, including:

**CHAPTER 1 – GENERAL PROVISIONS**

**Article 1. Scope and regulated entities**

1. Scope: The Regulations on the operation of the Board of Directors prescribe the organizational structure, operating principles, rights and obligations of the Board of Directors and their members to ensure compliance with the Law on Enterprises, the Company's Charter and relevant laws.
2. Applicability: The Board of Directors and its members.

**Article 2. Operating principles**

1. The Board of Directors shall operate on the principle of collectivity. Members of the Board of Directors shall be held individually responsible for their assigned tasks and shall be jointly liable before the General Meeting of Shareholders, the law for the Board of Directors' resolutions and decisions concerning the development of the Company.
2. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

## **CHAPTER II – MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and the Company's units.
2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:
  - a. Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;
  - b. Attend all meetings of the Board of Directors and provide opinions on the matters brought forward for discussion;
  - c. Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;
  - d. Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;
  - e. Disclose information when trading the Company's shares as prescribed by law.
3. Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

### **Article 4. Rights to be provided with information of members of the Board of Directors**

1. Members of the Board of Directors have all the rights to request the General Director, Deputy General Director, other managers of the Company to provide information and documents about the finance and business performance of the Company and the Company's units.
2. The requested managers shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the following Charter.

### **Article 5. Term and quantity of members of the Board of Directors**

1. The Board of Directors has at least 03 (*three*) and no more than 11 (*eleven*) members. The Company's Charter shall specify the number of members of the Board of Directors
2. The term of office of a member of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as independent member of the Board of Directors of a company for up to 02 consecutive terms..
3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

**Article 6. Qualifications and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors shall satisfy the following qualifications and conditions:
  - a. Not being within the categories of persons as prescribed in clause 2, Article 17 of the Law on Enterprises;
  - b. Having qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Charter.
  - c. A member of the Board of Directors may concurrently hold the position of member of Board of Directors or Board of Members of up to 05 other companies.
2. Independent members of the Board of Directors prescribed in point b clause 1 Article 137 of the Law on Enterprises must satisfy the following qualifications and conditions:
  - a. Not working for the Company, parent company or subsidiary companies of the Company; not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years.
  - b. Not a person who is receiving salary or remuneration from the Company, except the allowances to which members of the Board of Directors are entitled as per regulations;
  - c. Not being a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or sibling of any major shareholder, or of any manager of the Company or its subsidiaries;
  - d. Not directly or indirectly holding at least 01% of the total voting shares of the Company;
  - e. Not hold the position of member of the Board of Directors or Board of Supervisors of the Company over the last 05 years, except for cases of being appointed for 02 (*two*) consecutive terms;
3. Thành viên độc lập Hội đồng quản trị phải thông báo với Hội đồng quản trị về việc không còn đáp ứng đủ các tiêu chuẩn và điều kiện quy định tại khoản 2 Điều này và đương nhiên không còn là thành viên độc lập Hội đồng quản trị kể từ ngày không đáp ứng đủ các tiêu chuẩn và điều kiện. Hội đồng quản trị phải thông báo trường hợp thành viên độc lập Hội đồng quản trị không còn đáp ứng đủ các tiêu chuẩn và điều kiện tại cuộc họp Đại hội đồng cổ đông gần nhất hoặc triệu tập họp Đại hội đồng cổ đông để bầu bổ sung hoặc thay thế thành viên độc lập Hội đồng quản trị trong thời hạn 06 (*sáu*) tháng kể từ ngày nhận được thông báo của thành viên độc lập Hội đồng quản trị có liên quan.
4. Independent members of the Board of Directors must notify the Board of Directors if they no longer satisfy the qualifications and conditions prescribed in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest General Meeting of Shareholders or convene the General Meeting of Shareholders to elect or replace the independent member within 06 (*six*) months from the day on which the notice is received from the disqualified member.

**Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. Rights and obligations of the Chairman of the Board of Directors:
  - 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 and the Company's Charter.
4. 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. 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.
5. Where necessary, the Board of Directors may assign a Company's secretary, who has the following rights and obligations:
  - a. Assist in convening the GMS; take minutes of meetings;
  - b. Assist members of the Board of Directors in performance of their rights and obligations;
  - c. Assist the Board of Directors in application and implementation of company administration rules;
  - d. Assist the Company in development of relationship with shareholders, protection of their lawful rights and interests; provision and disclosure of information, and completion of administrative procedures;
  - e. Other rights and obligations prescribed by the Company's Charter.

#### **Article 8. Dismissal, replacement and addition of members of the Board of Directors**

1. Members of the Board of Directors will be dismissed by the GMS in the following cases:
  - a. Not fully satisfy the Qualifications and Conditions specified in clause 1 Article 6 of this Regulation;
  - b. Handing in resignation letter which is accepted;
  - c. Other cases specified in the Company's Charter.

2. A member of the Board of Directors will be discharged by the GMS in the following cases:
  - a. Failing to participate in the activities of the Board of Directors for 06 (*six*) consecutive months, except in cases of force majeure;
  - b. Other cases specified in the Company’s Charter.
3. Where necessary, the General Meeting of Shareholders may replace, dismiss and discharge members of the Board of Directors in cases other those specified in Clause 1 and Clause 2 of this Article.
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 members of the Board of Directors decreases by more than one third of the number specified in the Company’s Charter, in which case the Board of Directors shall convene the General Meeting of Shareholders within 60 days from the said date;
  - b. The number of independent members of the Board of Directors falls below the minimum number specified in Point b Clause 1 Article 137 of the Law on Enterprises;
  - c. Except in the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

#### **Article 9. Method for election, dismissal and discharge of members of the Board of Directors**

1. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Candidates shall be nominated as follows:
  - a. The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders of the meeting before the opening of the General Meeting of Shareholders;
  - b. Depending on the quantity of members of the Board of Directors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or a number of candidates according to the regulation prescribed in Clause 2 Article 25 Charter of the Company or according to the decision of the General Meeting of Shareholders to the Board of Directors. In case the number of nominated candidates is smaller than the number specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. In case the number of candidates is smaller than the minimum number specified in Clause 2 Article 25 Charter of the Company, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company’s Charter, company administration regulations 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.
3. the voting on members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors, and may cast all or some of the votes for one or some candidates. Elected members of the Board of Directors shall be chosen according

to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case 02 or more candidates for the last member of the Board of Directors receive the same number of votes, they will undergo another voting or be selected according to the voting regulations of the Company's Charter.

4. The election, dismissal and discharge of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting.

#### **Article 10. Announcement of election, dismissal and discharge 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 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting, Each candidate for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information, and further commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Board of Directors. Disclosed information regarding a candidate for the Board of Directors shall include:
  - a. Full name, date of birth;
  - b. Qualifications;
  - c. Work experience;
  - d. Other managerial positions (including positions in the Board of Directors of other companies);
  - e. Interests relevant to the Company and the Company's related parties;
  - f. Other information (if any) specified in the Company's Charter;
  - g. 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. The results of election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulations on information disclosure.

### **CHAPTER III - THE BOARD OF DIRECTORS**

#### **Article 11. Rights and obligations 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 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% of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in point d Clause 1 Article 15 Charter of the Company, Clause 1 and Clause 3 Article 167 of the Law on Enterprises
  - i. Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or General Meeting of Shareholders of other companies; decide their remunerations and other benefits;
  - 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 Meeting of Shareholders; convene the General Meeting of Shareholders or collect comments for the General Meeting of Shareholders to ratify its resolutions;
  - m. Submit audited annual financial statements to the General Meeting 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 Meeting 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 ratify resolutions and decisions by voting at meetings, questionnaire survey or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote.
  4. In case a resolution or decision is ratified by the Board of Directors against regulations of law, resolution of the General Meeting of Shareholders or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or

decision shall be jointly responsible and pay compensation for the Company; the members who vote against the unconfirmable resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request the court to suspend the unconfirmable resolution or decision.

### **Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts**

1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed by the Company, between the Company and any of the following entities:
  - Members of the Board of Directors, members of the Board of Controllers, the Director/General Director, other managers and their related persons;
  - Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;
  - Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.
2. The Company's representatives shall send notices to members of the Board of Directors and the Board of Controllers when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

### **Article 13. Responsibility of the Board of Directors to convene extraordinary GMS**

1. The Board of Directors shall convene an extraordinary GMS in the following cases:
  - a. It is considered necessary for the Company's interests by the Board of Directors;
  - b. The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law;
  - c. Upon the request of a shareholder or a group of shareholders owning at least 05% of the total ordinary shares; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the signatures of all relevant shareholders, or being documented in multiple counterparts which, when combined, contain sufficient signatures of the relevant shareholders;
  - d. Other cases prescribed by law and the Company's Charter.
2. Convening the extraordinary GMS

The Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Controllers falls below the minimum number specified

in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;

3. The person who convenes the GMS shall perform the following tasks:
  - a. Compile a list of shareholders having the right to participate in the meeting;
  - b. Provide information and settle complaints relevant to the list of shareholders;
  - c. Prepare the meeting agenda and contents;
  - d. Prepare meeting documents;
  - e. Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors;
  - f. Determine the meeting time and location;
  - g. Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises;
  - h. Other tasks serving the meeting.

#### **Article 14. Subcommittees of 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 with at least 03 persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these members shall be designated as the chief of the subcommittee under a decision of 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 regulations of law, the Company's Charter and company administration regulation.

### **CHAPTER IV - MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 (seven) working days from the date on which the election of such Board of Directors is concluded. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest vote percentage. In the event that more than one member receives the same highest number of votes or vote percentage, the members shall elect one person among them to convene the Board of Directors' meeting on the basis of a majority vote.
2. The Board of Directors shall convene at least once per quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. Upon the request of an independent member of the Board of Directors;
  - b. Upon the request of the General Director or at least 05 (*five*) other managers;
  - c. Upon the request of at least 02 (*two*) members of the Board of Directors;
4. The request specified in Clause 3 of this Article shall be made in writing, clearly stating the purposes, the issues to be discussed, and the matters falling under the competence of the Board of Directors for decision.
5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 (*seven*) working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the Chairman fails to convene the meeting as requested, he/she shall be held liable for any damages incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.
6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors shall send a notice of meeting no later than 03 (*three*) working days prior to the date of the meeting. The notice of meeting shall specify the time and venue of the meeting, the agenda, the issues for discussion and decision. The notice of meeting shall be accompanied by the documents to be used at the meeting and the voting ballots of the members.
- The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated in the Company's Charter, provided that it is delivered to the contact address of each member of the Board of Directors as registered with the Company.
7. A meeting of the Board of Directors shall be conducted where three-quarters (3/4) or more of the total number of members are present. In the event that a meeting convened in accordance with this Clause fails to satisfy the required number of attending members, a second meeting shall be convened within 07 (*seven*) days from the originally intended date of the first meeting. In such case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.
8. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
- a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend and vote at the meeting in accordance with Clause 11 of this Article;
  - c. Attending and voting via video conference, electronic voting, or other electronic means;
  - d. Sending the voting ballot to the meeting via mail, fax, or email;
  - e. Sending the voting ballot by other means as stipulated in the Company's Charter.
9. In the event that a voting ballot is sent to the meeting via mail, such ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 (*one*) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

10. Members shall attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote at a meeting, provided that such authorization is approved by a majority of the members of the Board of Directors.
11. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of an equality of votes, the final decision shall rest with the side having the opinion of the Chairman of the Board of Directors.

#### **Article 16. Minutes of the Board of Directors' Meetings**

1. Meetings of the Board of Directors shall be recorded in the minutes and may be audio-recorded, or recorded and archived in other electronic forms. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following primary contents:
  - a. Name, head office address, and enterprise code;
  - b. Time and venue of the meeting;
  - c. Purpose, agenda, and contents of the meeting;
  - d. Full names of each attending member or their authorized representative and the method of attendance; full names of members not attending and the reasons therefor;
  - e. Issues discussed and voted on at the meeting;
  - f. A summary of the opinions expressed by each attending member in the chronological order of the meeting's proceedings;
  - g. Voting results, clearly stating members who voted in favor, against, or abstained from voting;
  - h. Matters that were approved and the corresponding voting approval ratio;
  - i. Full names and signatures of the chairperson and the person recording the minutes, except for the cases specified in Clause 2 of this Article.
2. In the event that the chairperson or the person recording the minutes refuses to sign the minutes of the meeting, such minutes shall remain valid if they are signed by all other attending members of the Board of Directors who agree to approve the minutes, and if they contain all the primary contents specified in Points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The minutes shall clearly state the refusal of the chairperson or the person recording the minutes to sign. The persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chairperson and the person recording the minutes shall be personally liable for any damages incurred by the enterprise resulting from their refusal to sign the minutes in accordance with this Law, the Company's Charter, and relevant laws.
3. The chairperson, the person recording the minutes, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.
4. The minutes of the Board of Directors' meetings and the documents used in the meetings must be archived at the Company's head office.
5. The minutes prepared in Vietnamese and those in a foreign language shall have equal legal validity. In the event of any discrepancy in content between the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall prevail.

**CHAPTER V - REPORTING AND DISCLOSURE OF INTERESTS****Article 17. Submission of Annual Reports**

1. At the end of the financial year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders: The Company's business performance report; the financial statements; and the report on the evaluation of the Company's management and administration.
2. The reports specified in Clause 1 of this Article and the audit reports must be archived at the Company's head office no later than 10 (*ten*) days prior to the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates a longer period. A shareholder who has continuously owned shares of the Company for at least 01 (*one*) year shall have the right, either individually or together with a lawyer, a certified accountant, or a certified auditor, to directly examine the reports specified in this Article.

**Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Directors shall be accounted for as the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.
4. Members of the Board of Directors who hold executive positions, serve on sub-committees of the Board, or perform other tasks beyond the ordinary scope of duties of a Board member may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, meals, lodging, and other reasonable expenses incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. Such insurance shall not cover the liabilities of Board members arising from violations of the law or the Company's Charter.

**Article 19. Disclosure of Related Interests**

Unless the Company's Charter provides otherwise more strictly, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following regulations:

1. Members of the Board of Directors of the Company must declare their related interests to the Company, including:
  - a. Names, enterprise identification numbers, head office addresses, and business lines of enterprises in which they own capital contributions or shares; the ownership ratio and the timing of such ownership;
  - b. Names, enterprise identification numbers, head office addresses, and business lines of enterprises in which their related persons collectively or individually own capital contributions or shares exceeding 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be performed within 07 (*seven*) working days from the date on which the related interest arises; any amendments or supplements must be notified to the Company within 07 (*seven*) working days from the date of such corresponding amendment or supplement.
3. Any member of the Board of Directors who, in their own name or on behalf of others, performs work in any form within the scope of the Company's business, must explain the nature and content of such work to the Board of Directors and may only proceed upon approval by a majority of the remaining Board members. If such work is performed without disclosure or Board approval, all income derived from such activity shall belong to the Company.

**CHAPTER - RELATIONSHIPS OF THE BOARD OF DIRECTORS****Article 20. Relationships Among Members of the Board of Directors**

1. The relationship among members of the Board of Directors is a collaborative one. Members of the Board of Directors shall be responsible for informing one another of relevant matters during the process of handling their assigned tasks.
2. In the process of handling tasks, the member of the Board of Directors assigned with primary responsibility must proactively coordinate the handling if there are matters related to a field under the charge of another Board member. In the event of differing opinions among Board members, the member with primary responsibility shall report to the Chairman of the Board of Directors for a decision within their authority, or for the organizing of a meeting, or for the collection of opinions from Board members in accordance with the law, the Company's Charter, and this Regulation.
3. In the event of a reassignment among members of the Board of Directors, the Board members must hand over their work, records, and related documents. Such handovers must be recorded in writing and reported to the Chairman of the Board of Directors.

**Article 21. Relationship with the Executive Board**

In its governance role, the Board of Directors shall issue resolutions for implementation by the General Director and the executive apparatus. Simultaneously, the Board of Directors shall inspect and supervise the implementation of such resolutions.

**Article 22. Relationship with the Audit Committee**

1. The relationship between the Board of Directors and the Audit Committee is a collaborative one. The working relationship between the Board of Directors and the Audit Committee shall be based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their respective duties.
2. Upon receipt of inspection minutes or consolidated reports from the Audit Committee, the Board of Directors shall be responsible for reviewing and directing relevant departments to develop plans and implement timely corrective actions..

**CHAPTER VII - IMPLEMENTATION PROVISIONS****Article 23. Effectiveness and Implementation**

1. The Regulation on the Operations of the Board of Directors of Helio Energy Joint Stock Company consists of 07 (*seven*) chapters and 23 (*twenty three*) articles, and shall take effect from April 18, 2026.
2. In the event of changes in the law that render any provisions of this Regulation inconsistent, the Company shall amend this Regulation at the earliest opportunity. Pending such amendment, the provisions of current applicable laws shall prevail.

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**

**Phan Thanh Dat**