

## **PROPOSAL**

*Re. Transitioning the management and organizational structure of Helio Energy Joint Stock Company and amending the Company Charter, related regulations*

To: The Annual General Meeting of Shareholders 2026  
Helio Energy Joint Stock Company

- Pursuant to Law on Enterprises No.59/2020/QH14 on June 17<sup>th</sup>, 2020 and amendments, supplements, and implementation guidelines;
- Pursuant to Law on Securities No.54/2019/QH14 on November 26<sup>th</sup>, 2019 and amendments, supplements, and implementation guidelines;
- Pursuant to the Charter of Helio Energy Joint Stock Company.

The Board of Directors (hereinafter referred to as "**BOD**") Helio Energy Joint Stock Company (hereinafter referred to as the "**Company**") respectfully submits to the General Meeting of Shareholders (hereinafter referred to as "**GMS**") for consideration and approval the plan for transitioning the management and organizational structure of Helio Energy Joint Stock Company and amending the Company Charter, related regulations, as detailed below:

**1. Proposal to transition the management and organizational structure of the Company and conclusion of the term 2021 – 2026 of the Board of Supervisors, terminate the Regulations on the operation of the Board of Supervisors**

**1.1. Proposal to transition the management and organizational structure**

The Company is currently organized, managed, and operating under the organizational structure specified in point a, Clause 1, Article 137 of the 2020 Law on Enterprises, which includes:

- The General Meeting of Shareholders;
- The Board of Directors;
- The Board of Supervisors;
- General Director.

As a public company currently enhancing its governance framework towards professionalism, transparency, and alignment with advanced standards to support the upcoming stock listing plan, the review and refinement of the organizational management and internal control model are deemed essential. The Audit Committee model under the BOD represents a modern governance framework, consistent with the prevailing trends of public companies. This transition will significantly enhance oversight efficiency, internal control, risk management, and financial transparency, thereby elevating the overall quality of the Company's corporate governance.



With the objective of enhancing corporate governance effectiveness, strengthening internal control and risk management, and further refining the governance structure in alignment with legal regulations applicable to public companies and the Company's listing orientation, the BOD respectfully submits to the General Meeting of Shareholders for review and approval the transition of the Company's management and operational model to the one prescribed in point b, Clause 1, Article 137 of the Law on Enterprises 2020, which includes:

- The General Meeting of Shareholders;
- The Board of Directors;
  - + The Audit Committee;
- General Director.

Under the new organizational management model, the Company must ensure that independent members constitute at least 20% of the total number of BOD's members. The Audit Committee shall consist of at least two (02) members, of which the Chairman of the Audit Committee must be an independent member of the BOD, and the remaining members must be non-executive members of the BOD.

Proposing the GMS to delegate the following to the BOD:

- Implement and operate the Company's new organizational management and operational model following the GMS approval, ensuring compliance with legal regulations and the Company's internal policies;
- Establish the Audit Committee, promulgate the Regulations on the operation of the Audit Committee, and appoint personnel in accordance with statutory requirements

***1.2. Propose the conclusion of the term 2021 – 2026 of the Board of Supervisors, terminate the Regulations on the operation of the Board of Supervisors***

Pursuant to the proposal to change the organizational structure mentioned in Section 1.1 of this Proposal and based on the conclusion of the term of the Board of Supervisors in 2026, the BOD respectfully submits to the GMS for approval of the following:

- Conclusion of the term 2021 – 2026 of the Board of Supervisors with the following Board of Supervisors members:
  - + Mr. Tran Minh Duc;
  - + Ms. Nguyen Thi Phuong;
  - + Ms. Nguyen Thi Thanh Huong.
- Terminate the Regulations on the operation of the Board of Supervisors.
- Effective date: from the date of approval by the GMS regarding the proposed change in the organizational and management model.

**2. Proposal to amend and supplement the Company Charter**

Pursuant to the corporate governance status of Helio Energy Joint Stock Company and the new organizational management and operational model, the BOD respectfully submits to the GMS for review and approval the amendments to the Company's Charter, in accordance with the draft of the new Charter attached to this Proposal.

The new Charter shall take effect from the date the Resolution of the 2026 Annual General Meeting of Shareholders is approved, and shall supersede the current Charter.

### **3. Proposal to amend and supplement related regulations**

Pursuant to the corporate governance status of Helio Energy Joint Stock Company and the new organizational management and operational model, the BOD respectfully submits to the GMS for review and approval the amendments to related regulations in alignment with the new management model, as follows:

#### **3.1. Proposal to amend the Internal Regulations on corporate governance**

- The draft of the new Internal Regulations on corporate governance is attached to this Proposal;
- The new Internal Regulations on corporate governance shall take effect from the date the Resolution of the 2026 Annual General Meeting of Shareholders is approved, and shall supersede the current Internal Regulations on corporate governance.

#### **3.2. Proposal to amend the Regulations on the operation of the Board of Directors**

- The draft of the new Regulations on the operation of the Board of Directors is attached to this Proposal;
- The new Regulations on the operation of the Board of Directors shall take effect from the date the Resolution of the 2026 Annual General Meeting of Shareholders is approved, and shall supersede the current Regulations on the operation of the Board of Directors.

Respectfully submitting for the consideration and approval of the General Meeting of Shareholders. *HL2*

Sincerely./.

#### **Nơi nhận:**

- As above;
- BOD, BOS, BOM;
- Archives: the BOD's Office, Legal Dept.

**ON BEHALF OF THE BOARD OF DIRECTORS** *HL*

**CHAIRMAN**



**Phan Thanh Dat**