

**JOINT STOCK COMPANY
HELIO ENERGY**

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

Hanoi, March 28th, 2025

**RULES OF PROCEDURE
ON ORGANIZATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
HELIO ENERGY JOINT STOCK COMPANY**

CHAPTER I:

GENERAL PROVISIONS

Article 1. Rules of Procedure’s scope and subjects of application

- This Rules of Procedure specifies the conditions and procedures for conducting the Annual General Meeting of Shareholders 2025 (*hereinafter referred to as “AGMS 2025” or “Meeting”*) of Helio Energy Joint Stock Company, the rights and obligations of the parties involved in the AGMS 2025.
- This regulation applies to the shareholders of Helio Energy Joint Stock Company (*hereinafter referred to as “Company”*) and other related departments.

Article 2. Shareholders and participating parties are responsible for complying with the provisions of this Regulation.

CHAPTER II:

RIGHTS AND OBLIGATIONS OF THE PARTICIPANTS IN THE AGMS 2025

Article 3. Rights and obligations of Shareholders attending the AGMS 2025

3.1 Conditions for attending the AGMS 2025:

All shareholders holding Company shares according to the shareholder list finalized by Helio Energy on March 25, 2025, or those properly authorized to attend, are eligible to participate.

3.2 Rights and Obligations of Eligible Shareholders Attending the AGMS 2025:

- a) Shareholders or authorized representatives attending the Meeting must bring the following documents:
 - Invitation letter;
 - Citizen identification card, identity card, passport, or other legally recognized personal identification documents, the copy of the Business Registration Certificate;
 - The original Confirmation of Attendance/Proxy Authorization (mandatory in case of attending the Meeting as an authorized representative)

(In the case of an individual shareholder, the Proxy for attendance form must be signed by that shareholder. In the case of a corporate/entity shareholder, the Proxy for attendance form must be sealed and signed by the legal representative or the capital management representative of that corporate/entity).

After presenting the above documents to the Shareholder Eligibility Verification Committee, the shareholder or authorized representative attending the Meeting will receive a Voting Card/Voting Ballot to vote on matters discussed at the Meeting. The Voting Card/Voting Ballot will indicate the shareholder's name and the number of voting shares they hold. The value of the Voting Card/Voting Ballot granted to the shareholder or authorized representative corresponds to the proportion of voting shares owned or represented by that shareholder, as registered for attendance, in relation to the total number of voting shares of all shareholders attending the Meeting.

- b) Shareholders have the right to authorize another person in writing to attend and vote on their behalf at the Meeting. The authorized representative attending the Meeting is not allowed to delegate their authority to another person.
- c) Shareholders attending the Meeting must obtain the Chairperson's permission to speak during discussions, and make concise statements focused on key issues for discussion, in alignment with the approved agenda of the Meeting. Topics that have already been addressed by previous speakers should not be repeated to avoid redundancy. Shareholders may also write their questions on the Question Form and submit them to the Meeting Secretary.
- d) Have the right to vote on all matters within the authority of the General Meeting of Shareholders as stipulated in the Company's Charter on organization and operation.
- e) Shareholders and shareholder representatives attending the General Meeting of Shareholders, after listening to the reports on the matters to be approved, shall discuss and pass resolutions through voting.
- f) During the Meeting, shareholders must follow the guidance of the Presidium, conduct themselves in a civilized and respectful manner, and refrain from causing disruptions.
- g) Shareholders or authorized representatives arriving after the Meeting has commenced, upon completing the registration procedures, are allowed to attend and participate in voting on the remaining matters as per the approved agenda. In this case, the validity of the votes already conducted shall remain unaffected.

Article 4. Rights and Obligations of the Chairperson and the Presidium

- 4.1 The Chairman of the Board of Directors shall serve as the Chairperson of the Meeting or may authorize another member of the Board of Directors to chair the Meeting, subject to approval by the Meeting.
- 4.2 The Chairperson shall appoint company personnel to join the Presidium to oversee the Meeting. The specific responsibilities of the Presidium are as follows:
 - a) Overseeing the activities of the Meeting in accordance with the approved agenda. Conducting the necessary tasks to ensure the Meeting proceeds in an orderly manner and reflects the interests of the majority of shareholders and shareholder representatives in attendance.
 - b) Guide the delegates and the Meeting in discussions.
 - c) Submit the draft and necessary matters for the Meeting to vote on.
 - d) Respond to issues raised by shareholders upon request.

Article 5. Rights and Obligations of the Shareholder Eligibility Verification Committee for the Meeting

The Shareholder Eligibility Verification Committee for the Meeting is decided by Company's the Board of Directors. The Shareholder Eligibility Verification Committee is responsible for receiving documents from shareholders or their authorized representatives attending the Meeting to verify their validity and cross-check them against the finalized list of eligible shareholders as of March 25, 2025. Distributing meeting materials, Voting Cards/Voting Ballots, and reporting to the Meeting on the results of shareholder eligibility verification before the official commencement of the Meeting.

Article 6. Rights and Obligations of the Meeting Secretary

- 6.1 The Chairperson appoints the Meeting Secretary.
- 6.2 The Meeting Secretary performs assisting tasks as assigned by the Chairperson, including:
 - a) Accurately and truthfully record the proceedings of the Meeting.
 - b) Assist the Presidium in announcing the draft Minutes and Resolutions of the Meeting, as well as conveying announcements from the Presidium to shareholders upon request.

Article 7. Rights and Obligations of the Vote Counting Committee

- 7.1 The Chairperson introduces the Vote Counting Committee and organizes the voting for its approval at the Meeting.
- 7.2 The Vote Counting Committee is responsible for:
 - a) Guiding shareholders or their representatives on how to use the Voting Cards/Voting Ballots;
 - b) Supervising the voting process of shareholders or their representatives attending the Meeting;
 - c) Collecting the Voting Cards/Voting Ballots after the voting on the Meeting's matters is completed;
 - d) Summarizing the voting shares for each agenda item and reporting the results to the Chairperson and the Meeting Secretary;
 - e) Receiving shareholders' Question Forms and forwarding them to the Presidium for handling.

CHAPTER III:

CONDUCTING THE MEETING

Article 8. Conditions for Convening the Meeting

The Meeting shall proceed when the attending shareholders represent more than 50% of the total voting shares, based on the finalized shareholder list as of March 25, 2025.

Article 9. Discipline of the Meeting

- 9.1 All shareholders attending the Meeting must dress appropriately.

- 9.2 Upon entering the Meeting room, shareholders must sit in the designated seats or areas assigned by the Meeting Organizing Committee. They must strictly comply with the seating arrangements set by the committee.
- 9.3 Smoking is strictly prohibited inside the Meeting room.
- 9.4 Private conversations and mobile phone usage are not allowed during the Meeting. Mobile phones must be turned off or set to silent mode.

Article 10. Voting Procedures for Resolutions at the Meeting

All the contents of the Meeting agenda must approved by the public voting process of all the attending shareholders using Voting Cards/Voting Ballots, based on the number of shares owned/ represented, or authorized. Each shareholder shall be issued one (1) Voting Card and one (1) Voting Ballot, which shall include: the shareholder's name, the number of voting shares (owned/represented, and/or authorized), and the Company's official seal as a watermark.

10.1 VOTING CARD: Printed on **white** paper, it is used for voting on the following matters:

- a) Approval of the composition of the Presidium of the Meeting;
- b) Approval of the Rules of Procedure for organizing the Annual General Meeting of Shareholders 2025;
- c) Approval of the Meeting agenda;
- d) Approval of the composition of the Vote Counting Committee;
- e) Approval of the Minutes and Resolutions of the Meeting.

10.2 VOTING BALLOT: Printed on **yellow** paper, it is used for voting on matters presented in reports and proposals.

- a) Valid Voting Ballot:
 - A Voting Ballot issued by the Meeting Organizing Committee, bearing the Company's official seal;
 - The Voting Ballot must not be torn, erased, or altered;
 - Containing the signature of the shareholder or the authorized representative participating in the vote
 - Each voting item must be marked (X) or (V) only once
- b) Invalid Voting Ballot:
 - Not issued by the Meeting Organizing Committee.
 - Contains erasures or alterations.
 - Lacks the signature of the shareholder or the authorized representative attending the Meeting.
 - No marking or more than one (X) mark for a single voting item.
- c) Invalid Voting Ballots shall not be counted in the vote counting.

Article 11. Approval of the Resolutions of the AGMS 2025

The Resolutions of the Meeting on matters in the Meeting agenda shall be approved in accordance with the following specific provisions:

- 11.1 Except as stipulated in Clause 11.2 of this Article, a Resolution of the Meeting shall be approved if it receives affirmative votes from shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the Meeting.
- 11.2 The resolution on the following matters shall be approved if it receives affirmative votes from shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the Meeting:
- Proposal for approval of the investment policy and execution of significant contracts and transactions.
 - Proposal for the acquisition of shares in SD Truong Thanh Joint Stock Company.
 - Proposal for the continuation of the implementation of the public offering plan for additional shares.
 - Proposal for the continuation of the implementation of the Stock Issuance Plan under the Employee Stock Ownership Program (ESOP).

CHAPTER IV:**CLOSING THE MEETING****Article 12. Minutes and Resolutions of the Meeting**

- 12.1 The Minutes and Resolutions of the Annual General Meeting of Shareholders 2025 must be completed and approved before the closing ceremony of the Annual General Meeting of Shareholders 2025.
- 12.2 The Minutes and Resolutions of the Annual General Meeting of Shareholders 2025 must be retained at Helio Energy Joint Stock Company.

Article 13. Effectiveness

This Rules of Procedure includes 13 (*thirteen*) Articles, which have been publicly read before the Meeting and shall take effect immediately upon approval by the Annual General Meeting of Shareholders 2025 through voting.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Phan Thanh Dat