**HIO: Annual General Mandate 2024**

On April 15, 2024, Helio Energy Joint Stock Company announced General Mandate No. 01/2024/HIO/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on production and business results in 2023 and the plan for 2024.

1. Production and business results 2023

Unit: million VND

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Consolidated targets | In 2022 | In 2023 | | Percentage of plan completion | Growth rate compared to that of 2022 |
| Implementation | Plan | Implementation |
| 1 | Charter capital: | 210,000 | 210,000 | 210,000 | 100% | 0% |
| 2 | Net revenue: | 102,207 | 121,308 | 124,049 | 102.26% | 121.37% |
| 3 | Profit after tax | 6,340 | 7,616 | 10,074 | 132.27% | 158.88% |
| 4 | Owner’s equity | 223,545 | 231,161 | 233,618 | 101.06% | 104.51% |
| 5 | Dividend rate | 0% | - | 0% | - | - |

(Source: Audited consolidated Financial Statements for 2022 and 2023)

1. Plan for 2024

Unit: Million VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Consolidated targets | Results of 2023 | Plan for 2024 |
| 1 | Charter capital: | 210,000 | 430,500 |
| 2 | Net revenue: | 124,049 | 134,868 |
| 3 | Profit after tax | 10,074 | 19,812 |
| 4 | Owners’ equity | 233,618 | 462,428 |
| 5 | Dividend payment rate (%) | 0% | 0% |

‎‎Article 2. Approve the Report on activities of the Board of Directors in 2023 and the plan for 2024.

‎‎Article 3. Approve the Report on activities of the Supervisory Board in 2023 and the plan for 2024.

‎‎Article 4. Approval for the list of independent auditing companies in 2024;

‎‎Article 5. Approve the separate and consolidated Financial Statements audited for the fiscal year ended December 31, 2023

‎‎Article 6. Approve the payment of remuneration to the Board of Directors and Supervisory Board in 2023 and the payment plan for 2024

‎‎Article 7. Approve the plan to use the accumulated undistributed profit after tax as of December 31, 2023

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Profit after corporate income tax | 10,073,522,348 |
| 2 | Appropriation for bonus and welfare fund (8% of PAT) | 805,881,788 |
| 3 | Dividend rate (0% of PAT) | 0 |
| 4 | Profit after tax after appropriation to funds | 9,267,640,560 |

‎‎Article 8. Approve the supplement of business lines of the Company:

‎‎Article 9. Approve the change of title of the legal representative of the Company

‎‎Article 10. Approve the dismissal of members of the Board of Directors and change the number of members of the Board of Directors

‎‎Article 11. Approve the investment policy and implementation of major contracts and transactions

1. Approve the investment policy of the Company in 2024 as follows:

* Continue to research and seek investment opportunities in new renewable energy projects to expand the scale and diversify the Company's operations. Search for potential partners to restructure the portfolio or jointly invest in projects.
* The value of each transaction will be decided by the Board of Directors depending on each specific time and contract, on the basis of ensuring the interests of the Company, but the total investment value must not exceed VND 100,000,000,000. The total investment value mentioned above does not include the investments that have been approved in detail by the General Meeting.

1. Approve the Company's transactions with specific partners as follows:

* Transaction contents include: Medium and long-term credit contracts, mortgage/guarantee contracts and other related contracts and agreements.
* The parties signing contracts and transactions are credit institutions according to the attached Appendix.
* Total transaction value: Not exceeding VND 120,000,000,000.

1. The Board of Directors respectfully submits to the General Meeting to authorize the Board of Directors and/or the Legal Representative of the Company to carry out the following tasks:

* Actively select assets that need investment to ensure the completion of the set business plan;
* Decide the specific contract and transaction value at each time, on the basis of ensuring the interests of the Company and complying with the provisions of the Company's Charter.
* Decide the specific terms and conditions of the above-mentioned Contracts and transactions, agreements, documents related to these Contracts and transactions, including agreements to amend, supplement, terminate, replace those Contracts and transactions (if any).
* Sign and execute the Contracts, transactions and related documents, including agreements to amend, supplement, terminate, replace those Contracts and transactions (if any).

1. Implementation time: From the effective date of the Resolution of the 2024 Annual General Meeting until the issue of the Resolution of the 2025 Annual General Meeting.

‎‎Article 12. Approve the acquisition of shares of SD Truong Thanh Joint Stock Company

‎‎Article 13. Approve the plan to issue additional shares to the public offering

1. Share issue plan
2. Issue plan

|  |  |
| --- | --- |
| * Share name: | Shares of Helio Energy Joint Stock Company |
| * Share type: | Common share |
| * Par value: | VND 10,000/share |
| * Current charter capital: | VND 210,000,000,000. |
| * Number of outstanding shares: | 21,000,000 shares. |
| * Expected offering rate: | 1:1 rate (on the record date for shareholders to exercise the right to purchase additional issued shares, each shareholder owning 01 (one) share will receive 01 (one) purchase right, each 01 (one) purchase right will be entitled to purchase an additional 01 (one) new share). |

* Expected number of shares to be offered: 84,083,976 shares 21,000,000 shares
* Expected total value of shares to be offered at par value VND 210,000,000,000
* Number of shares expected to be issued: 42,000,000 shares
* Expected charter capital after issue: VND 420,000,000,000
* Issue method: Issue of additional shares to the public by the method of exercising purchase rights for existing shareholders
* Subjects of the issue: All existing shareholders of HIO named in the list of shareholders on the final registration date to close the list of shareholders to exercise the right to purchase shares
* Expected offering price: VND 10,000/share
* Plan on handling fractional shares, number of undistributed shares (if any):

Since the rights exercise rate is 1:1, there will be no fractional shares.

The General Meeting authorizes the Board of Directors to further distribute to other shareholders/investors (not belonging to the cases specified in Clause 3, Article 17 and Clause 2, Article 195 of the Enterprise Law 2020) all shares that shareholders do not exercise their purchase rights or do not fully exercise their purchase rights (if any) at the offering price of VND 10,000 per share within the prescribed time limit (including extension time) in compliance with Article 42 of Decree 155/2020/ND-CP. In case at the end of the distribution period as prescribed by law (including the extension period, if any), there are still undistributed shares, these undistributed shares will be canceled and the Board of Directors will issue a decision to end the offering, the new charter capital will be registered based on the actual number of shares that have been offered.

* Transfer restriction: The additional shares offered due to existing shareholders exercising their purchase rights are not subject to transfer restrictions.

Existing shareholders currently owning shares in a state of transfer restriction are still allocated purchase rights. The additional shares purchased from the exercise of purchase rights are not subject to transfer restrictions.

In case of handling the number of undistributed shares, the number of shares that shareholders do not exercise their purchase rights or do not fully exercise their purchase rights are further distributed to other shareholders/investors, they will be subject to transfer restriction for a period of 01 year from the end date of the offering.

* Transfer the rights to purchase additionally issued shares: Shareholders owning purchase rights are only allowed to transfer the purchase rights once, the transferee of the purchase rights is not allowed to further transfer to a third party.
* Expected time of the offering: After receiving the Certificate of Registration for Public Offering of Additional Shares from the State Securities Commission, expected in Q3/2024 - Q4/2024
* Plan for ensuring the share issue to meet the foreign ownership rate: Authorize the Board of Directors to approve the plan to ensure the share issue meets the regulations on foreign ownership rate.
* Additional securities registration and additional trading registration for the number of additionally issued shares: The entire number of additionally issued shares will be registered for additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional trading on the Stock Exchange after completing the offering.

1. Purpose of shares issue:

The company issues additional shares to the public to increase the scale of owner's equity for the purpose of acquiring shares of SD Truong Thanh Joint Stock Company.

SD Truong Thanh Joint Stock Company owns the Thuan Minh 2 Solar Power Plant Project in Binh Thuan province. This project has a capacity of 50MWp and has been in commercial operation since June 2019. The investment in the Thuan Minh 2 Solar Power Plant Project through the acquisition of shares in SD Truong Thanh Joint Stock Company is expected to bring positive results for HIO:

* Growth and expansion of HIO's business operations;
* Diversification of HIO's investment portfolio with the solar power plant type;
* Increase in revenue and profit, enhancing HIO's financial capacity.

1. Plan on using capital from the issue:

It is expected that the Company will use the entire amount of proceeds from the expected offering of VND 210,000,000,000 to acquire shares of SD Truong Thanh Joint Stock Company, specifically as follows:

* Information about the Company whose shares are to be acquired:
* Name of company: SD TRUONG THANH JOINT STOCK COMPANY
* Business Registration Certificate No. 0107998006 issued by the Hanoi Department of Planning and Investment for the first registration on September 20, 2017, 7th change registration on September 7, 2023, issued by the Department of Planning and Investment of Binh Thuan Province
* Head office address: Ku Ke Hamlet, Thuan Minh Commune, Ham Thuan Bac District, Binh Thuan Province, Vietnam.
* Charter capital: VND 300,000,000,000
* Main business activities: Electricity production from solar energy.
* Relationship with HIO and related parties of HIO: None
* Type of shares expected to be acquired: Transferable common shares
* Expected purchasing price: VND 11,801/share
* The amount of proceeds from the expected offering is VND 210,000,000,000, corresponding to the expected number of shares to be acquired of 17,795,102 shares.
* Methods: Acquisition of shares from shareholders of SD Truong Thanh Joint Stock Company.
* Expected ownership percentage after the acquisition: 59.32% of outstanding shares.
* Expected disbursement time:

In Q3 - Q4/2024, after receiving a written notice of receipt of the offering result report from the State Securities Commission.

In case the proceeds from the offering are not sufficient as expected, the General Meeting authorizes the Board of Directors to consider seeking and mobilizing other capital sources to carry out the above-mentioned share acquisition. In case the Board of Directors mobilizes but still cannot raise enough funds as expected, the General Meeting authorizes the Board of Directors to decide to acquire the number of shares corresponding to the actual amount of capital raised.

‎‎Article 14. Approve the plan to issue shares under the ESOP

I. Share issue plan

1 Issue method

|  |  |
| --- | --- |
| Share name: | Shares of Helio Energy Joint Stock Company |
| Share type: | Common share |
| Par value: | VND 10,000/share. |
| Current charter capital: | VND 210,000,0000,000 |
| Number of outstanding shares: | 21,000,000 shares. |
| Issue method: | Direct issue to employees. |
| Criteria and list of participants of the program | Employees of Helio Energy Joint Stock Company, authorizing the Board of Directors to approve the Regulations on share issue under the ESOP, the criteria, list of employees eligible to participate in the program, the principles for determining the number of shares to be allocated to each subject and the implementation time. |
| Number of shares expected to be issued: | 1,050,000 shares. |
| Total issue value at par value: | VND 10,500,000,000. |
| Issue price: | VND 10,000/share. |
| Handling of unsold shares (if any): | In case employees do not fully exercise their rights to purchase the allocated shares, the General Meeting authorizes the Board of Directors to further distribute them to other employees on the List of employees eligible to participate in the program at the offering price of VND 10,000 per share. In case, at the end of the distribution period as prescribed by law, if there are still undistributed shares, these undistributed shares will be canceled and the Board of Directors will issue a decision to end the issue, the Company's charter capital will follow the actual number of shares issued. |
| Transfer restriction of shares: | Shares issued to employees will be restricted from transfer for one year from the end date of the issue. |
| Transfer of purchasing rights of employees: | Employees are not allowed to transfer their purchase rights to others if they do not buy. |
| Plan on ensuring that the share issue meets the regulations on the foreign ownership rate. | The Board of Directors is authorized to approve the plan to ensure that the share issue meets the regulations on foreign ownership rate. |
| Expected implementation time: | Expected in Q4/2024 and after receiving a written notice from the State Securities Commission on the receipt of complete issue reporting documents. The General Meeting authorizes the Board of Directors to decide on the appropriate implementation time. |
| Additional trading registration and additional securities registration for the number of newly issued shares: | All additionally issued shares will be registered for additional trading on the Stock Exchange and registered for additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) after completion of the issue. |

2 Purpose of shares issue:

To align the interests of employees and the Company, to attract, retain and motivate capable employees to contribute and have long-term commitment to the Company.

II. Plan on using capital from the issue:

The Company will use the entire amount of proceeds from the expected issue of VND 10,500,000,000 to supplement capital for production and business activities.

‎‎Article 15. Terms of enforcement

This General Mandate is approved by the Company's Annual General Meeting 2024 and takes effect from the date of its signing.

Members of the Board of Directors, Supervisory Board and Executive Board are responsible for implementing this General Mandate and organizing the implementation under applicable laws and the Company's Charter on organization and operations.