

Hanoi, April 9th, 2025

DRAFT

WORKING AND VOTING REGULATIONS

**AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
HANOI EDUCATION INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing documents;
- Pursuant to the Charter of organization and operation of Hanoi Education Investment and Development Joint Stock Company;

The 2025 Annual General Meeting of Shareholders (GMS) of Hanoi Education Investment and Development Joint Stock Company (HEID) is organized and implemented according to the following Working and Voting Regulations:

Article 1. Shareholders attending the General Meeting of Shareholders

1. Shareholders whose names are on the Company's shareholder list at the time of closing on March 10th, 2025 have the right to attend the GMS of HEID;
2. Shareholders and/or authorized representatives must be present at the prescribed time and register with the Organizing Committee before entering the meeting room;
3. Shareholders and shareholders' representatives who arrive lately still have the right to register to attend the GMS and participate in voting on subsequent issues of the GMS. The GMS is not responsible for stopping and re-voting on issues that have been approved;
4. For the duration of the GMS, shareholders shall comply with the instructions given by the Chairman, conduct themselves with civility and politeness, and maintain orderly conduct.
5. Shareholders must keep the documents confidential, properly use and preserve them, and not copy or record them to anyone outside the GMS without permission from the Presidium;
6. The person authorized to attend the GMS may not re-authorize a third person to attend the meeting.

Article 2. The Presidium

1. The Presidium of the GMS consists of 03 people: 01 Chairman and 02 members. The Chairman of the Board of Directors is the Chairman of the GMS. The Chairman of the GMS introduces the members of the Presidium of the GMS. The Presidium conducts the work of the GMS according to the content and agenda approved by the GMS.
2. Duties of the Presidium:
 - a. Conduct the activities of the meeting according to the program approved by the GMS;
 - b. Guide shareholders and the meeting to discuss the contents in the program;
 - c. Draft and conclude necessary issues for the GMS to vote on;
 - d. Respond to shareholder inquiries;
 - e. Resolve issues arising during the GMS.
3. Working principles of the Presidium: The Presidium works according to the principles of collective, democratic centralism, and majority decision.

Article 3. Secretariat

1. The Secretariat of the GMS consists of 02 people introduced by the Chairman of the General Meeting. The Secretariat is responsible to the Presidium and the General Meeting of Shareholders for its duties and is under the direction of the Presidium.
2. Secretariat's duties:
 - a. Assist the Presidium in checking the qualifications of shareholders and shareholder representatives attending the meeting (when necessary);
 - b. Assist the Presidium in announcing draft documents, conclusions, Resolutions of the General Meeting and notices of the Presidium sent to shareholders when requested;
 - c. Receive and review registration forms for shareholders' opinions and submit them to the Presidium for decision;
 - d. Record fully and honestly all the content of the General Meeting and the issues approved or noted by the shareholders in the Minutes of the General Meeting;
 - e. Draft Resolutions on issues passed at the GMS.

Article 4. Shareholder registration committee

1. The shareholder registration committee of the GMS consists of 02 people and is supported by the Consulting. The shareholder registration committee is responsible to the Presidium and the General Meeting of Shareholders for its duties.
2. Duties of the Shareholder Registration committee

The GMS's shareholder registration committee is responsible for checking the qualifications and status of shareholders and their representatives attending the meeting;

The head of the shareholder registration committee reports to the GMS on the situation of shareholders attending the meeting. If the meeting has enough shareholders entitled to attend the meeting representing more than 50% of the shares with voting rights, the General Meeting of Shareholders of the Company will be held.

Article 5. Vote counting committee

1. The GMS's vote counting committee consists of 03 people: 01 Head, 01 Deputy Head, 01 Member introduced by the Chairman and approved by the GMS.
2. Duties of the Vote Counting Committee
 - Manage and accurately determine voting results on each content to be voted on at the GMS;
 - Promptly notify the voting results to the Secretariat;
 - Review and report to the GMS any violations of voting rules or complaints about voting results;
 - The vote counting committee must prepare the vote counting report and be responsible to the Presidium and the GMS when performing its duties.

Article 6. Discussion at the GMS:

1. Principle:
 - Discussions are only carried out within the prescribed time and within the scope of the contents in the agenda of the GMS;
 - Shareholders who have opinions to discuss can list on the Question Forms and submit them to the Secretariat of the GMS;
 - The Secretariat of the GMS will arrange the shareholders' Question Forms in order of registration and forward them to the Presidium;
 - Shareholders who need to speak or debate must raise their hands, and can only speak when the Presidium agrees. Each shareholder's speech should not exceed 3 minutes, and the content should be concise and avoid duplication.
2. Responding to shareholders' opinions:
 - Based on the shareholder's Question Forms, the Chairman or a member designated by the Chairman will answer the shareholder's opinions;
 - In case of time constraints, questions that are not answered directly at the GMS will be answered directly in writing by the Company.

Article 7. Voting to approve contents at the GMS

All issues to be voted on in the agenda of the GMS must be discussed and voted publicly according to the following instructions:

1. **Subjects of voting:** Shareholders owning shares with voting rights (*according to the list of shareholders as of March 10th, 2025*) and legal representatives of shareholders attending the General Meeting of Shareholders.
2. **Form of voting:**

- a. Reports and Proposals presented at the General Meeting will be approved by the General Meeting of Shareholders by voting ballot.
- b. Other matters at the GMS shall be passed by Voting Card.

3. Voting Card/ Voting Ballot:

- a. Voting Card/ Voting Ballot are printed by the Organizing Committee and sent directly to shareholders with voting rights at the GMS (*Attached with the GMS documents*).
- b. The Voting Card/ Voting Ballot clearly states the Shareholder Code and the number of votes representing that shareholder (*Each common share has 01 vote*).

4. How to vote by Voting Card/ Voting Ballot:

Regarding Voting Card: When voting at the GMS, shareholders who vote in favor of approval shall raise their Voting Card. Members of the Vote Counting Committee shall mark the shareholder code and the corresponding voting card number of each shareholder who votes in favor. Similarly, shareholders who vote against or have no opinion shall raise their Voting Cards in turn.

The counting committee will count and record the voting options through the shareholders' voting cards, then compile the results and send them to the Secretariat and the Presidium for notification to the GMS.

In case an attendee does not raise the Voting Card in all three votes of approval, disapproval and no opinion on an issue, it is considered as a vote of approval on that issue.

In case an attendee raises the Voting Card all three times or two out of three times voting in favor and/or against and/or having no opinion on an issue, it is considered as a vote against that issue.

For Voting Ballots: Delegates vote by choosing the options: Approve, Disapprove, Abstain for each content of the Report and Proposal at the GMS, then put the ballot into the box prepared by the Vote Counting Committee.

Voting content is invalid in the following cases:

- The shareholder/ authorized representative of the shareholder do not mark the options: Approve, Disapprove, Abstain
- Shareholders/ authorized representatives of shareholders mark more than 01 (one) opinion of Approve, Disapprove, Abstain for the same 01 (one) voting content.

The validity/ invalidity of a voting content does not affect the validity of others on the same ballot. If a valid ballot contains one or more invalid voting items, the remaining valid items will still be counted towards the voting result for that valid item.

The ballot is invalid in the following cases:

- The ballot are not issued by the Organizing Committee;
- The ballot does not have full signature and full name of the Shareholder;
- The voting ballot is crossed out, edited, or has additional voting content added.

Then all voting content on the ballot is invalid;

- The ballot contains all invalid voting contents;
- The ballot is submitted after the Vote Counting Committee has opened the box to proceed with the vote counting.

5. Announcement of voting results: After completing the voting on all the prescribed contents, the Ballot Counting Committee will proceed to count the votes and the Head of the Ballot Counting Committee will notify the GMS of the voting results and transfer the voting results to the Secretariat to record in the Minutes of the GMS.

6. Minimum percentage required

- Resolutions on the following matters shall be adopted if approved by shareholders representing **65% or more** of the total voting rights of all attending and voting shareholders:
 - a) Amendment and supplementation of the Company Charter;
 - b) Type of shares and number of shares offered;
 - c) Merger, reorganization and dissolution of the Company;
 - d) Transactions to purchase or sell assets of the Company or its branches or transactions to purchase assets made by the Company or its branches with a value equal to or greater than 35% (*thirty-five percent*) or more of the total value of the Company's assets calculated according to the most recent audited financial statements;
 - e) Change of industry, profession and business field;
 - f) Change the company's management structure.
 - Other resolutions and decisions shall be adopted if they are approved by shareholders representing more than 50% of the total votes of all shareholders attending and voting.
- 7. Complaints:** Complaints about vote counting will be resolved by the Chairman of the meeting and recorded in the minutes of the GMS.

Article 8. Resolutions and Minutes of the GMS

The Minutes and the Resolution of the GMS must be read and approved before the closing of the GMS.

Article 9. Implementation of the Regulations

Shareholders and authorized representatives attending the meeting must strictly comply with the Working and Voting Regulations at the GMS. Shareholders who violate these regulations will be considered by the Presidium and disciplined according to the Company Charter and the Law on Enterprises.

This Regulation takes effect immediately after being approved by the General Meeting of Shareholders.

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

Nguyen Chi Binh