

Hanoi, April 9th, 2025

**GUIDELINES FOR NOMINATING CANDIDATES
ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS AND
BOARD OF SUPERVISOR FOR THE TERM 2022 - 2027
HANOI EDUCATION INVESTMENT & DEVELOPMENT JOINT STOCK COMPANY**

Base:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;*
- *Law Securities No. 54/2019/QH14 dated November 26, 2019, amended by Law No. 56/2024/QH15 dated November 29, 2024;*
- *Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Charter of organization and operation of Hanoi Education Investment and Development Joint Stock Company;*
- *Internal regulations on Corporate Governance, Regulations of the Board of Directors, Regulations of the Board of Supervisors of Hanoi Education Investment and Development Joint Stock Company.*

The Board of Directors of Hanoi Education Investment and Development Joint Stock Company would like to inform shareholders of specific regulations on nomination for election of additional members of the Board of Directors (BOD) and members of the Board of Supervisors (BOS) for the term 2022 - 2027 as follows:

I. STRUCTURE OF THE BOD, THE BOS AND THE TERM:

1. Board of Directors:

- Number of members of the BOD for the term 2022 - 2027 as prescribed in the Company's Charter: **05 members.**
- Number of additional elected members of the BOD: **01 member.**
- Term of the BOD: For the remainder of the term 2022 – 2027.
- The BOD's structure: Must ensure that at least one-third (1/3) of the total number of the BOD's members are non-executive members (who are not the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant and other executives as prescribed in the Company's Charter). The number of independent members of the BOD must ensure at least 01 member.

2. Board of Supervisors

- Number of members of the BOS for the term 2022 - 2027 as prescribed in the Company's Charter: **03 members.**
- Number of additional elected members of the BOS: **01 member.**
- Term of the BOS: For the remaining term of 2022 - 2027.

II. STANDARDS, CONDITIONS FOR NOMINATION OF CANDIDATE FOR THE BOARD OF DIRECTORS:

1. Standards of the BOD's Member:

The criteria for nomination for members of the BOD are implemented according to the provisions of Article 155 of the Law on Enterprises and Clause 1, Article 6 of the Regulations on the operation of the BOD.

Member of the BOD must have the following qualifications:

- Have full civil act capacity, not subject to prohibition from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- Have professional qualifications and experience in business administration of the company and do not necessarily have to be a shareholder of the company, unless otherwise provided in the Company's Charter.
- A member of the BOD may concurrently be a member of the BOD of no more than five (05) other companies;
- A member of the BOD must not be a family member of the Chief Executive Officer (CEO) and other managers of the company; not be a family member of the manager or person with the authority to appoint the manager of the parent company.

2. Conditions for nomination of candidate for election to the BOD

(Stipulated in Article 115 of the Law on Enterprises 2020 and Clause 2, Article 26 of the Company's Charter)

Shareholders or groups of shareholders holding common shares have the right to aggregate the voting rights of each person to nominate candidates for election to the BOD for the term 2022-2027, specifically shareholders or groups of shareholders holding:

- From 10% to less than 20% can nominate one (01) candidate;
- From 20% to less than 30% can nominate a maximum of two (02) candidates.
- From 30% to less than 40% can nominate up to three (03) candidates;
- From 40% to less than 50% can nominate up to four (04) candidates;
- From 50% to less than 60% can nominate up to five (05) candidates;
- From 60% to less than 70% can nominate up to six (06) candidates;
- From 70% to less than 80% can nominate up to seven (07) candidates;
- From 80% to less than 90% can nominate up to eight (08) candidates;

In case the number of candidates for the BOD through nomination is still not enough, the incumbent BOD may nominate additional candidates or organize nominations according to the mechanism prescribed in the Company's Charter, the Internal Regulations on Corporate Governance. The introduction of additional candidates for the BOD by the incumbent BOD must be clearly announced before the General Meeting of Shareholders votes to elect members of the BOD according to the provisions of law.

III. STANDARDS, CONDITIONS FOR NOMINATION OF CANDIDATE FOR THE BOARD OF SUPERVISORS:

1. Standards of the BOS's Member:

The criteria for nomination for members of the BOS are implemented in accordance with Clause 2, Article 168 and Article 169 of the Law on Enterprises and Article 35 of the Company Charter.

Members of the BOS must have the following qualifications:

- Have full civil act capacity and not be subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

- Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business operations of the enterprise;
- Not a family member of a member of the BOD, CEO and other managers;
- Not a company's manager; not necessarily a shareholder or employee of the company, unless otherwise provided in the Company's Charter;
- Not working in the accounting or finance department of the company;
- Not being a member or employee of an independent auditing company that audited the company's financial statements in the previous three (03) consecutive years.
- The Head of the BOS must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise.

2. Conditions for nomination of candidates for election to the BOS:

Shareholders or groups of shareholders holding common shares have the right to aggregate the voting rights of each person to nominate candidates for election to the BOS for the term 2022-2027, specifically shareholders or groups of shareholders holding:

- Over 10% to under 20% can nominate one (01) candidate;
- From 20% to less than 30% can nominate up to two (02) candidates
- From 30% to less than 40% can nominate up to three (03) candidates;
- From 40% to less than 50% can nominate up to four (04) candidates;
- From 50% to less than 60% can nominate up to five (05) candidates;

In case the number of candidates for the BOS through nomination is not enough, the incumbent BOS may nominate additional candidates or organize nominations according to the mechanism prescribed in the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on the operation of the BOS. The nomination of additional candidates for the BOS by the incumbent BOS must be clearly announced before the General Meeting of Shareholders votes to elect members of the BOS according to the provisions of law.

IV. APPLICATION DOCUMENTS FOR NOMINATION OF CANDIDATES FOR ELECTION TO THE BOD AND THE BOS:

Application documents for nomination of candidates for election to the BOD and BOS include:

- Application for nomination to join the BOD, the BOS (*according to attached form*);
- Candidate Information Form (*according to attached form*);
- Copy of the candidates' legal documents;
- Minutes of the meeting of the group of shareholders (in case the group of shareholders consolidates voting shares to nominate members of the BOD/ BOS) (*according to the attached form*) ;
- Certified copies of qualifications (if any) of the candidates.

V. DEADLINE AND ADDRESS FOR SUBMITTING NOMINATION DOCUMENTS:

The BOD respectfully requests that shareholders or groups of shareholders who are eligible to nominate send application documents for qualified candidates to be members of the BOD and BOS to the company **before 4:00 p.m. on March 29, 2025** for the Company to publish information about the candidate in accordance with the provisions of Article 274 of Decree 155/2020/ND-CP. The application shall be sent to the following address:

- **Hanoi Education Investment and Development Joint Stock Company**
- Address: HEID Office Building, Alley 12 Lang Ha - Thanh Cong Ward - Ba Dinh District - Hanoi
- Phone: (+84.24) 3512 2636 Fax: (+84.24) 3512 2504
- Email: info@heid.vn

VI. SELECTING CANDIDATES

Based on the applications of shareholders, groups of shareholders and the attached documents of the candidates, the BOD will prepare and approve a list of candidates who meet the requirements as prescribed and submit it to the General Meeting of Shareholders for approval to elect the BOD and the BOS. In case after **4:00 p.m. on March 29, 2025**, the number of candidates for the BOD and the BOS through nomination is lower than the number of members of the BOD and the BOS to be elected, the remaining candidates will be nominated by the incumbent BOD and the BOS or organized to nominate in accordance with the provisions of law and the Company's Charter.

TM. BOD
CHAIRMAN OF BOD

Nguyen Chi Binh