

*Hanoi, April 9<sup>th</sup>, 2025*

**DRAFT**

**REGULATIONS ON ELECTION OF THE ADDITIONAL MEMBERS  
OF THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS  
(Term 2022 - 2027)**

- *Law on Enterprise No. 59/2020/QH14 passed on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 passed on January 11, 2022 and implementing documents;*
- *Law on 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 „Jsc;*
- *Internal regulations on Corporate Governance, Regulations of the Board of Directors, Regulations of the Board of Supervisors of Hanoi Education Investment and Development „Jsc.*

The Board of Directors announces the Regulations on the election of additional members of the Board of Directors (BOD) and the Board of Supervisors (BOS) for the term 2022-2027 at the 2025 Annual General Meeting of Shareholders (GMS) of Hanoi Education Investment and Development „, JSC (HEID) as follows:

**Article 1: Scope of application**

1. This regulation applies to the election of additional members of the BOD and the BOS for the term 2022-2027 of HEID at the 2025 Annual General Meeting of Shareholders.
2. Shareholders/Authorized representatives of shareholders, members of the BOD, BOS, and candidates are responsible for complying with the provisions of this Regulation and the Company's Charter.
3. The Chairman of the meeting is responsible for presiding over the election of one (01) additional member of the BOD and one (01) member of the BOS for the term 2022-2027 with the following specific tasks :
  - Introduce the list of nominees for the BOD and the BOS;
  - Resolve complaints about the election (*if any*) .

**Article 2: Number, term and standards for members of the Board of Directors**

1. Number of elected members of the BOD: **01 person**
2. Term of BOD : **2022 - 2027.**
3. Structure of the BOD (*as prescribed in Clause 2 and Clause 4, Article 276 of Decree 155/2020/ND-CP*): Must ensure that at least one-third (1/3) of the total number of BOD's members are non-executive members (members who are not the General Director, Deputy General Director , Chief Accountant and other executives as prescribed in the Company's Charter) and at least 01 independent member.
4. Maximum number of BOD's candidates: Unlimited
5. Standards for members of the BOD (*According to Clause 1, Article 155 of the Enterprise Law 59/2020/QH14 and Clause 1, Article 6 of the Board of Directors' Operating Regulations*)
  - 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 management of the company and do not necessarily have to be a shareholder of the company;
  - A member of the BOD of a company may concurrently be a member of the BOD of another company, but may not concurrently be a member of the BOD of more than 05 other companies;
  - A member of the BOD must not be a family member of the General Director and other managers of the company; of the manager or person with the authority to appoint the manager of the parent company.

### **Article 3: Number, term and criteria for members of the Board of Supervisors**

1. Number of elected members of the BOS: **01 member.**
2. Term of BOS: **2022 - 2027.**
3. Maximum number of BOS's candidates: Unlimited
4. Board of Directors member standards:
  - 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, General Director and other managers;
  - Not a company 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.

#### **Article 4: List of candidates**

- Based on the nomination dossiers of shareholders, groups of shareholders and the attached dossiers of the candidates, the Chairman of the GMS shall prepare a List of candidates who meet the prescribed conditions to elect one (01) additional member of the BOD and one (01) member of the BOS for the term 2022-2027 before GMS votes to elect additional members of the BOD and the BOS at the GMS.
- The list of candidates is arranged in alphabetical order by name, with full names written on the ballot.

#### **Article 5: Election principles**

- Comply with the provisions of law and the Company Charter.
- The Vote Counting Committee is nominated by the Chairman and approved by the meeting. Members of the Vote Counting Committee must not be on the list of nominees for election to the BOD, the BOS.

#### **Article 6: Election method:**

- The election of additional members of the BOD and the BOS for the term 2022-2027 is carried out by cumulative voting (*According to Clause 3, Article 148 of the Enterprise Law No. 59/2020/QH14 and Clause 3, Article 20 of the Company Charter*)
- Accordingly, each attendee has a total number of voting rights corresponding to the total number of votes (*including owned and authorized*) multiplied by the number of elected members of the BOD and the BOS.
- Attendees may cast all their votes for one person or several people, but not more than the number of members to be elected as approved by the GMS.
- In case there are more candidates on the day of the meeting, attendees can contact the Vote Counting Committee to request a new ballot and must return the old ballot (*before putting it in the ballot box*).

#### **Article 7: Ballots**

##### **1. Contents of the Ballot**

- The ballot is a ballot containing the attendee's code, number of shares owned and/or represented, corresponding number of voting rights, candidate name and other information related to the election, with the Company's seal.

- Each attendee is given 01 ballot for the BOD and 01 ballot for the BOS. When given the ballot, attendees must check their information on the ballot. If there is any error, they must immediately notify the Vote Counting Committee.

## 2. How to fill out a ballot

How to vote is specifically instructed as follows:

- + Attendee vote for a maximum number of candidates equal to the number of members of the BOD and the BOS that need to be elected as approved by the GMS (01 member).
- + If the entire number of votes is for one candidate, the attendee checks the “**Cumulative Vote**” box of that candidate.
- + If not voting for any candidate, attendee leave the ballot blank, sign and write their full name on the ballot before putting the ballot into the ballot box.

## 3. Validity and invalidity of ballots

- Valid ballot: is a ballot according to the pre-printed form issued by the organizing committee, without any corrections or additions other than those specified for the ballot. In case of incorrect writing on the ballot, the attendee must cross out and sign to confirm the mistake on the spot, then rewrite it correctly or contact the Organizing Committee directly to be reissued the ballot. The ballot must be signed and clearly state the full name of the attendee.
- The following ballots will be considered invalid:
  - + Add more content to the ballot
  - + Write the content on the ballot by pencil
  - + Cross out the candidates
  - + Ballots that do not follow the pre-printed form issued by the organizing committee, do not have the company’s seal, or have been erased, scratched, edited, or have additional content written outside of the regulations for the ballot.
  - + The number of candidates elected by attendee is greater than the number of members of the BOD and the BOS approved by the GMS;
  - + The ballot has a total number of voting rights for the candidate greater than the total number of voting rights owned;
  - + Ballots are submitted after the Vote Counting Committee has opened the sealed ballot box;
  - + No signature of the attendee.

## 4. Voting and Counting

- In case of errors, attendees can contact the Vote Counting Committee to request a new ballot and must return the old ballot (*before putting it in the ballot box*) .

- Attendees cast their ballots into sealed ballot boxes supervised by the Vote Counting Committee. The ballots must be signed and clearly state the full name of the attendee.
- After the voting is completed, the vote counting will be conducted under the supervision of the BOS or shareholder representatives.
- The Vote Counting Committee is responsible for making report of the vote counting, announcing the results and, resolving questions and complaints from attendees with the Chairman (*if any*) .
- Ballots after being counted will be stored according to regulations.

**5. Principles of election of candidates** (*According to Article 148 of Enterprise Law No. 59/2020/QH14*)

- Elected members of the BOD and BOS are determined according to the number of voting rights cast from high to low, starting from the candidate with the highest number of voting rights until the required number of members is reached.
- In case there are two (02) or more candidates receiving the same number of voting right for the final member of the BOD, the BOS, a re-election will be held among the candidates with the same number of votes.
- If the first election results do not have enough members for the BOD and BOS, elections will be held until the required number of members are elected.

**Article 8: Entry into force**

- This election regulation consists of 8 articles and takes effect immediately upon approval by the GMS.
- This regulation will expire at the end of the 2025 Annual General Meeting of Shareholders.

Above is the entire regulation for the election of additional members of the BOD and the BOS for the term 2022 - 2027 at the 2025 Annual General Meeting of Shareholders of Hanoi Education Investment and Development Joint Stock Company.

**Respectfully submit to the GMS for consideration and approval.**

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

**Nguyen Chi Binh**