

No: .... /BC-ĐHĐCĐ

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

**DRAFT**

**REPORT  
ON THE BOARD OF DIRECTORS' ACTIVITIES IN 2024  
AND THE OPERATION PLAN FOR 2025**

*Pursuant to the Charter of Organization and Operation of Hanoi Education Investment and Development Joint Stock Company;*

*Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders;*

*Pursuant to the 2024 audited separate and consolidated financial statements of Hanoi Education Investment and Development Joint Stock Company audited by AASC Auditing Limited Company;*

The Board of Directors (BOD) of Hanoi Education Investment and Development Joint Stock Company (HEID) would like to report to the General Meeting of Shareholders (GMS) on the activities of the Board of Directors in 2024 and the operation plan for 2025 as follows:

**I. PERSONNEL**

The Board of Directors of HEID for the term 2022 - 2027 includes the following members:

<b>No.</b>	<b>Member</b>	<b>Position</b>
1	Mr. Nguyen Chi Binh	Chairman of the BOD
2	Mr. Le Thanh Anh	Member of BOD cum Chief Executive Officer (CEO)
3	Ms. Duong Thi Viet Ha	Member of BOD cum Deputy CEO
4	Mr. Nguyen Duy Hung	Member of BOD cum Deputy CEO
5	Ms. Nguyen Thi Ngoc Linh	Member of BOD

The BOD consists of 05 members, of which 02 members do not participate in management and 03 members participate in management.

## **II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024**

### **1. Meetings of the Board of Directors.**

<b>No.</b>	<b>Resolution No.</b>	<b>Issued date</b>	<b>Contents</b>
1	01/NQ-HĐQT	January 31, 2024	- Approval of the final registration date to close the list of shareholders to exercise shareholders' rights. - Approval of the organization of the 2024 Annual General Meeting of Shareholders
2	02/NQ-HĐQT	March 27, 2024	Approval of the draft documents for the 2024 Annual General Meeting of Shareholders
3	04.1/NQ-HĐQT	May 17, 2024	Approval in principle to pursue loans from Vietnam Joint Stock Commercial Bank for Industry and Trade – Hanoi Branch to facilitate Company's operational requirements.
4	04.2/ NQ-HĐQT	May 17, 2024	Approval in principle to pursue loans from Shinhan Bank Vietnam Limited to facilitate Company's operational requirements.
5	05.1/NQ-HĐQT	June 10, 2024	Approval of the selection of AASC Auditing Company Limited to provide audit and review services for the 2024 Financial Statements of HEID
6	05.2/NQ-HĐQT	June 10, 2024	Approval of the remuneration of members of the Board of Directors, Board of Supervisors, and Company's Secretary

### **2. Board of Directors' assessment**

2024 was a challenging year for the Company due to nationwide difficulties and those specific to the education sector. However, thanks to the diligent efforts of the BOD, the Board of Management (BOM), and the entire workforce, as well as the support of our esteemed shareholders, the Company's business performance still met and exceeded the targets approved by the 2024 Annual General Meeting of Shareholders.

### **3. Evaluation of the BOM's performance**

The BOD highly appreciates the efforts and solidarity in management and operation of the CEO and members of the BOM, who have been proactive, creative and flexible in operating the Company's activities in increasingly fierce competition conditions, and have completed all the planned targets approved by the GMS.

During its operations, the BOM has complied with the provisions of the Law, the Company's Charter, the Company's Regulations on corporate governance, the Resolutions of the GMS, the Resolutions of the BOD, and the regulations of Vietnam Education Publishing House Limited Company (VEPH) for its member units.

#### **4. Evaluation of the BOD's performance**

The BOD always complies with the provisions of the Law, the Company's Charter and the Company's regulations on corporate governance. The BOD has promoted its experience, qualifications and relationships, actively maintained and promoted the management and supervision of the BOM's activities to ensure the proper implementation of the resolutions of the 2024 Annual GMS, along with the established strategic goals and plans. The BOD promptly directed and supported the CEO and the BOM in implementing the Company's production and business targets: The BOD held regular and extraordinary meetings to approve resolutions to implement tasks under the BOD's approval authority and promptly resolve and handle arising issues that needed to be resolved immediately. The BOD attended the quarterly and year-end meetings to grasp information, give instructions and orientations appropriate to the situation, facilitating the Company's operations.

In 2025 and the following years, the BOD will strive to promote the Company's tradition and successfully complete the tasks assigned by the GMS. At the same time, the BOD will regularly coordinate with the Board of Supervisors (BOS) to perform the function of supervising the organization and implementation of the Company's production, business and financial plans.

#### **5. Remuneration and other benefits of BOD's members:**

Details in Section 35 of the Notes to the Audited Consolidated Financial Statements for 2024 (Page 37).

### **III. REPORT ON TRANSACTIONS BETWEEN HEID, SUBSIDIARIES, COMPANIES IN WHICH HEID OWNED 50% OR MORE OF THE CHARTER CAPITAL WITH MEMBERS OF THE BOD AND RELATED PERSONS OF SUCH**

**MEMBERS; TRANSACTIONS BETWEEN HEID AND COMPANIES IN WHICH THE MEMBERS OF THE BOD ARE FOUNDING MEMBERS OR MANAGERS IN THE LAST 3 YEARS PRIOR TO THE TIME OF THE TRANSACTION**

The order and procedures for approving these transactions were carried out in accordance with the provisions of the Law on Enterprise 2020, the Law on Securities 2019, and the Company's internal regulations on corporate governance, including the transactions listed below:

No.	Organization name	Relationship related to the Company	Contents of Transaction	Time of transaction	Transaction value (billion VND)	Note
1	Vietnam Education Publishing House Limited Company	Chairman of the Board of Directors of HEID is Deputy General Director of Vietnam Education Publishing House Limited Company				
1.1	Vietnam Education Publishing House Limited Company		HEID sold goods and services	In 2024	12.8	
			HEID purchased goods and services		28.2	
1.2	Education Publishing House in Hanoi ( <i>Dependent entity of Vietnam Education Publishing House Limited Company</i> )		HEID sold goods and services	In 2024	38.2	
			HEID purchased goods and services		563	
2	Hong Ha Thanh Cong Limited Company	Subsidiary. Member of BOD - Le Thanh Anh is Chairman of Hong Ha Thanh Cong Limited Company	HEID rented an office	In 2024	5.9	

No.	Organization name	Relationship related to the Company	Contents of Transaction	Time of transaction	Transaction value (billion VND)	Note
3	Lang Son Books and School Equipment .,JSC	Subsidiary	HEID sold goods	In 2024	40.7	
4	Educational Dictionary and Translation Book .,JSC	Subsidiary	HEID purchased goods	In 2024	0.76	
5	Ho Chi Minh City School Book and Equipment .,JSC	Chairman of the BOD of HEID is Chairman of the BOD of Ho Chi Minh City School Book and Equipment .,JSC	HEID purchased goods	In 2024	0.28	

*\*Information about related parties and major transactions with related parties arising in 2024 is detailed at:*

- Item 32 of Notes to the 2024 Audited Separate Financial Statements (Pages 32+ 33).
- Item 35 of Notes to the 2024 Audited Consolidated Financial Statements (Page 36).

#### **IV. REPORT OF INDEPENDENT MEMBER OF THE BOD**

##### **1. Activities of BOD's members in 2024**

The BOD has 01 independent member for the term 2022 – 2027 who is Ms. **Nguyen Thi Ngoc Linh**.

Independent members of the BOD ensure professional capacity and experience in the Company's main fields of operation, contributing an important role in making decisions of the Company.

In 2024, independent members of the BOD fully participated in all BOD's meetings and submitted voting ballots on time on decisions/ issues under the BOD's authority, ensuring transparency, objectivity, controlling conflicts of interest, and protecting the interests of the Company and shareholders.

##### **2. Evaluation of the BOD's performance**

The BOD well implemented the directions and closely supervised the activities of the BOM in implementing the goals, strategies and business plans approved by the GMS.

In 2024, the BOD promptly approved and issued Resolutions/ Decisions within its authority to regulate the Company's management and business activities.

## **V. OPERATION PLAN OF THE BOARD OF DIRECTIONS IN 2025**

### **1. Context and Situation Characteristics:**

Education is a distinct sector, and the distribution of textbooks and educational publications for general education is not merely commercial business but rather a service-oriented endeavor, requiring experience, dedication, and trustworthiness with the served population.

The year 2025 is anticipated to sustain a climate of considerable challenges and significant transformations, exerting a direct influence on the production, business operations, and supply of educational materials to local educational book and equipment enterprises. HEID shall persist in the dissemination of textbooks published by the Vietnam Education Publishing House, adhering to the 2018 General Education Curriculum, while simultaneously preparing to launch new product lines to meet the evolving requisites of the educational mission.

In cognizance of these situational characteristics, and with the aim of ensuring the stability and sustainable growth of the Company's production and commercial activities, the BOD has formulated a strategic plan and orientation for the fiscal year 2025.

### **2. Planning orientation:**

- Stabilize the structure, management apparatus, and arrange labor in a streamlined, efficient quality direction.

- Maintain and develop the textbook market in assigned localities, focusing on maintaining traditional markets and developing markets for the Company's key product lines (*English Books*) .

- Focus on financial resources, along with increasing highly qualified personnel, mobilizing a team of experienced authors, experts, and collaborators to successfully complete the organization of book compilation assigned by the Vietnam Education Publishing House as the focal point for organizing manuscripts and developing new product lines of the Company to meet market needs.

- Complete the issuance output targets, revenue, profit and dividend targets according to the plan approved by the GMS.

- Ensure employee benefits, pay dividends to shareholders and have accumulated resources to restructure and expand in the following years.

- Continue to promote the application of information technology in management, operation, production and business to improve labor efficiency, create product lines integrated with highly competitive electronic learning materials, and prevent book piracy.

- Focus on building image and brand, preserving the environment, and fulfilling social responsibility.

### **3. Activities of the BOD**

- Comply with duties as prescribed by law and Company's Charter.

- Organize regular meetings once a quarter, organize extraordinary meetings when necessary to promptly resolve arising issues, to effectively implement the targets approved by the GMS and ensure the Company continues to develop sustainably and stably in the long term during the period when the education sector has many innovations.

- Direct the BOM and management staff to operate effectively.

*Above is the report on the activities of the BOD of HEID in 2024 and before the 2025 Annual GMS, submitted to the GMS for consideration and approval.*

*Sincerely thanks!*

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

**NGUYEN CHI BINH**