



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM

🏠 231 Nguyễn Văn Cừ, Phường 04, Quận 5, TP. Hồ Chí Minh, Việt Nam

☎ 028 38300312 📠 028 38351488 🌐 <https://sobee.vn> ✉ info@sobee.vn

MST: 0309902130 - Vietinbank chi nhánh 3, TP. Hồ Chí Minh: 110000056118

LIST OF DOCUMENTS (PRE-METTING)
ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGMS) 2025

1. Notice of Annual General Meeting of Shareholders 2025 (including the registration form for attending the meeting or proxy authorization for the AGMS)
2. Draft Agenda for 2025 AGMS
3. Draft Rules of Procedure for 2025 AGMS
4. Draft Minutes of the Verification of Shareholder Eligibility to Attend the AGMS
5. Draft Report on the Activities of the BOD for the 2020-2025 Term and Directions for the 2025-2030 Term
6. Draft report of the Board of Directors on 2024 Business Results & Business Plan Targets for the Year 2025
7. Draft Report of the SB for the 2020-2025 Term and Directions for the 2025-2030 Term
8. Draft Proposals from the BOD for AGMS 2025 Voting Items
9. Draft Proposals from the SB for the selection of an Audit Firm for the 2025 Financial Statements.
10. Draft Resolutions of AGMS for the Year 2025
11. Draft Minutes of AGMS for the year 2025
12. Draft Minutes of the Vote Counting for the 2025 AGMS
13. Draft Minutes of the Vote Counting for the Election of Members to the BOD and SB for the 2025-2030 Term.
14. Draft Sample Voting Card for the 2025 AGMS
15. Draft Sample Voting Ballot for the Agenda Items of the 2025 AGMS
16. Draft Sample Ballot Paper for the Election of BOD Members for the 2025-2030 Term
17. Draft Sample Ballot Paper for the Election of SB Members for the 2025-2030 Term
18. Draft Amended Charter
19. Draft Amended Corporate Governance Regulations
20. BOD Candidate Resume Template
21. SB Candidate Resume Template

No:103...../SMN-HĐQT

Ho Chi Minh City, April 2nd, 2025

NOTICE
Regarding the Invitation to Attend
the Annual General Meeting of Shareholders in 2025

In accordance with Resolution No. 01b/NQ-HĐQT dated February 21st, 2025, of the Board of Directors (BOD), the Chairman of the BOD of South Books and Educational Equipment Joint Stock Company respectfully announces the invitation for shareholders to attend the 2025 Annual General Meeting of Shareholders as follows:

1. **Time:** 08:00 AM, April 24th, 2025.

2. **Location:** Conference Hall of the Education Publishing House, Ho Chi Minh City (4th floor).

231 Nguyen Van Cu, Ward 04, District 5, Ho Chi Minh City.

3. **Main Agenda of the Meeting (tentative program):**

- Report on the activities of the Board of Directors during the 2020-2024 term and the directions for the 2025-2030 term.

- Report on the business operation results for the year 2024 and the plan target for the year 2025.

- Report on the activities of the Supervisory Board during the 2020-2024 term and the directions for the 2025-2030 term.

- Election of members of the Board of Directors and the Supervisory Board for the 2025-2030 term.

- Report on proposals for other issues within the authority of the General Meeting of Shareholders: Amendments to the Charter and Internal Governance Regulations, additional business activities, etc.

***Note:** The meeting program, reports, and other materials related to the General Meeting will be available on the company website at <https://sobee.vn> (Shareholder section), starting from April 3rd, 2025.

4. **Eligible Attendees:**

- All shareholders holding shares of South Books and Educational Equipment Joint Stock Company (stock code: SMN) according to the shareholder list as of March 17th, 2025, and authorized representatives. (Please complete and sign the attached form with full name and the organisation's seal, if applicable.)

- Shareholders (or authorized representatives) must bring the Invitation Notice, ID card/Passport, and proxy letter (if applicable) to attend the General Meeting of Shareholders.

5. **Registration to Attend the Meeting:**

- Registration period: From the date of this notice until before April 24th, 2025.

- Please send the registration or proxy letter to Administration Department (1st floor), South Books and Educational Equipment Joint Stock Company, 231 Nguyen Van Cu, Ward 04, District 5, Ho Chi Minh City. Phone number: 028 38 300 312 (ext. 0).



- All travel, accommodation, and pandemic prevention costs (if any), along with any other arising expenses, will be borne by the shareholders.

Sincerely,

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Recipients:

- Shareholders;
- SSC, HNX (for reporting),
- Board of Directors, Supervisory Board;
- Archived: Administration Department

A handwritten signature in black ink is written over a red circular stamp. The stamp contains the text: "M.S.D.N: 0309902130", "CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM", and "THÀNH PHỐ HỒ CHÍ MINH".

Phung Ngoc Hong



THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

REGISTRATION OR PROXY LETTER
FOR ATTENDANCE AT THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF SOUTH BOOKS AND EDUCATIONAL EQUIPMENT
JOINT STOCK COMPANY

To: South Books and Educational Equipment Joint Stock Company

Shareholder's Name:
Legal Representative (for organizations):
ID Card/Business Registration No.: Issued on
at
Address:
Phone Number:
Total Shares Represented or Owned: shares.

The shareholder selects one of the two options below by marking (X) in the appropriate box

- 1. REGISTER TO ATTEND THE MEETING** ☐
2. AUTHORIZE THE FOLLOWING PERSON TO ATTEND ON THEIR BEHALF ☐

Mr./Mrs.:
ID Card/Business Registration No.: Issued on
at
Address:
Phone Number:

Or authorize one of the following members of the Board of Directors (BOD):

<i>Stt</i>	<i>Full Name</i>	<i>Position</i>	<i>Mark (X) in the Box</i>
1	Mrs. Phung Ngoc Hong	Chairman of the Board of Directors	<input type="checkbox"/>
2	Mrs. Do Thi Mai Anh	Member of the Board of Directors, CEO	<input type="checkbox"/>
3	Mr. Tran Le Quang	Member of the Board of Directors, Deputy CEO	<input type="checkbox"/>
4	Mr. Nguyen Thanh Anh	Member of the Board of Directors	<input type="checkbox"/>
5	Mrs. Nguyen Mai Hoa	Chief Accountant	<input type="checkbox"/>

Authorization Details:

- The authorized party shall represent the authorizing party to attend and exercise rights and obligations corresponding to the shares owned by the authorizing party at the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company.

- We take full responsibility for this authorization and commit to strictly complying with the applicable laws and the Company's Charter. We shall not make any claims or complaints regarding this authorization in the future.

- This authorization is valid from the date of signing until the conclusion of the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company.

Note: The authorization letter is valid only when it bears the original signatures of both parties. If the authorization is granted by a corporate shareholder, the document must also include the official seal of the authorizing organization. If the authorization is given to one of the Board of Directors (BOD) members listed above, the BOD member's signature is not required.

Date: April....., 2025

Authorized Representative

(Signature, Full Name)

Attendee / Authorizing Party

(Signature, Full Name, Seal if applicable)



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AGENDA
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Time: 8:00 AM, April 24th, 2025

Venue: Conference Hall of Vietnam Education Publishing House in Ho Chi Minh City

Address: 231 Nguyen Van Cu, Ward 4, District 5, Ho Chi Minh City

<i>Time</i>	<i>Item</i>	<i>Presenter</i>
8:00AM – 8:30AM	- Welcoming delegates and shareholders attending the meeting - Verifying shareholder eligibility and distributing documents	Reception Team & Organizing Board
8:30AM – 8:35AM	- Report on shareholder eligibility verification, declaration of the meeting's validity and legality	Head of the Supervisory Board (Mr. Nguyen Thanh Huu)
8:35AM – 9:00AM	- Opening ceremony: Flag salute, statement of purpose, and introduction of delegates - Guidance on voting procedures (Voting Card, Voting Ballot) - Introduction and voting to approve the list of the Board of Chairman, Secretary, and Vote Counting Board - Approval of the Meeting Agenda and Working Regulations	Organizing Board (Mr. Pham Ngoc Anh Tai)
9:00AM – 9:15AM	- Report on the Activities of the Board of Directors (BOD) for the 2020-2025 Term and Directions for the 2025-2030 Term	Chairman of the Board of Directors (Mrs. Phung Ngoc Hong)
9:15AM – 09:30AM	- Report on the Business Operations and Production Results for the Year 2024 and Responsibilities and Plan Target for the Year 2025	CEO (Mrs. Do Thi Mai Anh)
9:30AM – 9:40AM	- Report on the activities of the Supervisory Board for the 2020–2025 Term and Directions for the 2025–2030 Term	Head of the Supervisory Board (Mr. Nguyen Thanh Huu)
9:40AM – 10:00AM	- Presentation to the General Meeting of Shareholders for approval of the following matters Audited Financial Statement for the year 2024, Allocation of Profit for the Year 2024, Remuneration for the BOD and SB in 2024, Business Operation Targets for the year 2025, Authorization to select an auditing firm for the 2025 financial statement, Investment in warehouse construction at Tan Phu Trung Industrial Park, Election of Members of the Board of Directors and the Supervisory Board for Term IV (2025–2030). Amendments to the Company's Charter and Corporate Governance Regulations, etc. - Discussion on the matters presented to the General Meeting of Shareholders	Board of Chairman
10:00AM – 10:10AM	- Voting on the presented matters (by voting ballot)	Vote Counting Board
10:10AM – 10:20AM	- Announcement of the conclusion of the 2020–2025 term for the Board of Directors and the Supervisory Board	Chairman of the Board of Directors &



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	- Presentation of gifts to outgoing Members of the Board of Directors and the Supervisory Board	Organizing Board
10:20AM – 10:30AM	- Introduction of the list of candidates nominated for the Board of Directors and Supervisory Board for the 2025–2030 Term - Election of Members of the Board of Directors and the Supervisory Board for Term IV (2025–2030)	Board of Chairman Vote Counting Board
10:30AM – 10:45AM	- Conference break	Board of Chairman
10:45AM – 11:00AM	- Directive speech of the leadership of Vietnam Education Publishing House	Representative of the leadership of Vietnam Education Publishing House.
11:00AM – 11:15AM	- Announcement of voting and election results - Introduction of the newly elected Members of the Board of Directors and the Supervisory Board for the 2025-2030 Term	Vote Counting Board
11:15AM – 11:20AM	- Report on the draft Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders	Secretary
11:20AM – 11:25AM	- Voting to approve the Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders	Board of Chairman
11:25AM – 11:30AM	- Conclusion of the General Meeting	Organizing Board



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WORKING REGULATIONS
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019;
- Pursuant to the Charter and Corporate Governance Regulations of South Books and Educational Equipment Joint Stock Company, amended on April 22nd, 2021;

To ensure the successful and effective conduct of the 2025 Annual General Meeting of Shareholders (AGM) of South Books and Educational Equipment Joint Stock Company, the Board of Directors (BOD) has established the following regulations on working principles, conduct, and voting procedures for submission and approval by the General Meeting:

Article 1. Shareholders Attending the General Meeting of Shareholders

1. All shareholders of the Company listed as of March 17, 2025 (the record date) are entitled to attend the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company.
2. Shareholders /or authorized representatives must be present on time and complete the registration procedures with the Meeting Organizing Board before entering the conference hall; they must sit in the right seats or areas arranged by the Organizing Board;
3. During the meeting, shareholders and/or authorized representatives must follow the instructions of the Board of Chairman, behave in a civilized and respectful manner, and maintain order throughout the meeting;
4. Authorized representatives are not allowed to delegate their authority to a third party to attend the meeting on their behalf;
5. Smoking is prohibited inside the meeting room;

Article 2. Board of Chairman

1. The Board of Chairman shall consist of 02 members: 01 member is the Chairman of the Board of Directors, and the other is nominated by the Organizing Board and elected by the General Meeting. The Board of Chairman is responsible for managing the meeting based on the agenda and content approved before the commencement of the General Meeting.
2. **Duties of the Board of Chairman:**



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- a. Managing the activities of the Company's General Meeting of Shareholders following the approved agenda;
- b. Guiding the delegates and shareholders in discussing the items on the agenda;
- c. Presenting drafts and making conclusions on issues that require voting by the General Meeting;
- d. Responding to matters requested by the meeting.
- e. Addressing any issues that arise during the meeting.

Article 3. Secretary of the General Meeting

1. The Secretary shall consist of 02 members, both of whom are nominated by the Organizing Board and approved by the General Meeting through a vote of confidence.
2. **Duties of the Secretary:**
 - a. Assisting the Board of Chairman in announcing drafts of documents, conclusions, resolutions of the meeting, and notices from the Board of Chairman to shareholders upon request;
 - b. Receiving and reviewing speech registration forms submitted by shareholders and/or authorized representatives and forwarding them to the Board of Chairman for consideration;
 - c. Accurately, truthfully and fully recording the entire proceedings of the meeting and the issues that were approved or noted by the shareholders in the Meeting Minutes;
 - d. Drafting the resolution on matters approved during the General Meeting;

Article 4. Shareholder Eligibility Verification Board

1. The Shareholder Eligibility Verification Board shall consist of 02 members, including 01 Head and 01 members from the Supervisory Board, who are responsible to the Board of Chairman and the General Meeting of Shareholders for performing their assigned duties.
2. **Duties of the Shareholder Eligibility Verification Board:**

A representative of the Shareholder Eligibility Verification Board shall report to the General Meeting on the shareholder attendance status. If the number of shareholders and authorized representatives present at the meeting represents at least 51% of the total voting shares, the General Meeting of Shareholders shall be considered valid and officially convened.

Article 5. Vote Counting Board



1. The Vote Counting Board shall consist of 05 members, including 01 Head and 04 members, nominated by the Organizing Board and approved by the General Meeting through voting.
2. Duties of the Vote Counting Board:
 - a. The Vote Counting Board shall consist of 05 members, including 01 Head and 04 members, nominated by the Organizing Board and approved by the General Meeting through voting.
 - b. Accurately determining the voting results for each issue submitted for voting at the meeting;
 - c. Quickly reporting the voting results to the Secretary.

Article 6. Discussion at the General Meeting

1. Principles:
 - a. Discussions shall only be conducted within the limited time and must pertain to the matters presented in the agenda of the General Meeting;
 - b. Shareholders and/or authorized representatives wishing to speak or raise a debate must raise their hand and may only speak upon approval from the Board of Chairman. Each shareholder may speak for no more than 05 minutes, and remarks should be concise and avoid repetition.
2. Responding to shareholders' questions:
 - a. Based on the opinions raised by shareholders and/or authorized representatives, the Chairman or a member of the Board of Chairman shall respond;
 - b. In cases where time constraints prevent direct answers during the meeting, the company shall respond directly in paper after the meeting.

1. Article 7. Nomination and Candidacy for Members of the Board of Directors

1. The number of Members of Board of Directors (BOD) to be elected is 05, including 01 independent BOD members.
2. Shareholders who have continuously held voting shares for at least six (06) months shall have the right to aggregate their voting rights to nominate candidates for the BOD. Shareholders or groups of shareholders holding from 5% to less than 10% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than



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40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members; Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

The continuous shareholding period of six (06) months shall be understood as follows: It refers to the legal ownership of ordinary shares following the Company's regulations (including ownership through capital representation) for a continuous period of six (06) months. This period is calculated up to the record date of March 17th, 2025, for the list of shareholders eligible to attend the 2025 Annual General Meeting. Therefore, shareholders must have held shares since before September 17th, 2024.

3. In the event that the number of BOD candidates nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize the nomination process according to mechanisms stipulated in the company's internal corporate governance regulations. The nomination procedure, or method by which the current BOD nominates candidates, must be approved by the General Meeting of Shareholders before the nomination process.
4. Standards for candidates joining the Board of Directors.:
 - a. Having full civil act capacity and not falling under the restrictions on enterprise management as stipulated in Clause 2, Article 18 of the Enterprise Law.
 - b. Having professional qualifications and experience in the company's business management, and not necessarily being a shareholder, unless otherwise stipulated by the Company's Charter.
 - c. A member of the Company's Board of Directors may simultaneously serve on the Board of Directors of other companies, but not exceeding five (05) companies in total.



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- d. A member of the Board of Directors must not be the spouse, biological or adoptive parent, biological or adoptive child, biological sibling, brother-in-law, sister-in-law of the CEO or other executives of the Company. Additionally, they must not be a related person of the manager or the person authorized to appoint managers of the parent company (Vietnam Education Publishing House).
5. Nomination Dossier for Board of Directors Candidates:
- a. Request form for candidacy or nomination for the Board of Directors.
 - b. Candidate profile (as per the template).
 - c. A certified copy of the following documents, issued within the past 06 months: Citizen Identity Card/Passport or Business Registration Certificate (for organizations);
 - d. A certified copy of diplomas and certificates verifying educational background and professional qualifications (if applicable), issued within the past six months;
 - e. Documents confirming the shareholding ratio of shareholders/groups of shareholder meeting the nomination requirements as stipulated in this regulation;
 - f. The nominator/candidate for the Board of Directors is responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the information in their dossier.

Article 8. Nomination and Candidacy for the Supervisory Board (SB)

- 1. The number of Members of Supervisory Board to be elected: 03 members.
- 2. Shareholders who have continuously held voting shares for at least six (06) months are entitled to aggregate their voting rights to nominate candidates for the Supervisory Board. The nomination rights are determined as follows. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members



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Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

The six-month continuous shareholding period shall be understood as the legal and uninterrupted ownership of ordinary shares (including capital representation) in accordance with the Company's regulations. The cutoff date for shareholder eligibility is March 17th, 2025, which means the shareholding must have commenced before September 17th, 2024.

3. In the event that the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter and Internal Governance Regulations. The nomination mechanism by the incumbent Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process takes place.
4. Members of the Supervisory Board must meet the standards and conditions stipulated in Clause 1, Article 164 of the Enterprise Law and the Company's Charter and must not fall under the following cases:
 - a. Working in the accounting and finance department of the company;
 - b. Being a member or employee of an independent auditing firm conducting audits of the company's financial statements for the preceding three (03) consecutive years.
5. Nomination Dossier for Supervisory Board Candidates:
 - g. Request form for candidacy or nomination for the Supervisory Board.
 - h. Candidate profile (as per the template).
 - i. A certified copy of the following documents, issued within the past 06 months: Citizen Identity Card/Passport or Business Registration Certificate (for organizations);
 - j. A certified copy of diplomas and certificates verifying educational background and professional qualifications (if applicable), issued within the past six months;



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- k. Documents confirming the shareholding ratio of shareholders/groups of shareholder meeting the nomination requirements as stipulated in this regulation;
- l. The nominator/candidate for the Supervisory Board is responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the information in their dossier.

Article 9. Venue and Time for Receiving Nomination and Candidacy Dossiers for Members of the Board of Directors and the Supervisory Board.

- To facilitate the organization of the General Meeting, candidates are kindly requested to submit their nomination dossiers by 4:30 PM on April 14th, 2025, to the following address: Organization – Administration Department, South Educational Books and Equipment Joint Stock Company (1st floor) No. 231 Nguyen Van Cu Street, Ward 04, District 5, Ho Chi Minh City. Phone: 028 3830 0312 (ext 0)
- If candidates are nominated by groups of shareholders during the General Meeting, please submit the nomination Dossiers to the General Meeting Secretary before the voting takes place.

Article 10. Election

1. Election Method:

- The election shall be conducted using the cumulative voting method (pursuant to Clause 3, Article 144 of the Enterprise Law). Accordingly, each delegate has a total number of ballot papers equal to the total number of shares owned or represented multiplied by the number of members to be elected to the Board of Directors and the Supervisory Board. Delegates have the right to allocate all their ballot papers to one or several candidates.
- In case additional candidates arise on the day of the General Meeting, delegates may contact the Election Board to request new ballot papers and must return the old ballot before casting their vote.
- In case of an incorrect selection, delegates may contact the Election Board to request a new ballot and must return the old one.

2. Ballot Papers:

- A ballot paper is a voting slip that includes the delegate's code, the number of shares owned and/or represented, and bears the company's official seal.
- Each delegate will be issued a ballot paper for electing additional members to the Board of Directors (pink) and the Supervisory Board (yellow). Upon receiving the ballot paper, delegates must verify the information on it and immediately notify the Election Board of any errors.



3. How to fill out the ballot paper: Shareholders must clearly write the number of voting shares in the designated box for electing members of the Board of Directors and the Supervisory Board, then sign and print their full name.
4. Validity and Invalidity of Ballot Papers:
 - Valid Ballot Papers: A valid ballot paper is a pre-printed ballot issued by the Organizing Board, without erasures or alterations, and without any additional content beyond the prescribed regulations of ballot papers. It must also include the signature and full name of the attending delegate.
 - The following ballot papers will be considered invalid:
 - + Containing additional content beyond the prescribed regulations of ballot papers;
 - + Writing on the ballot papers using a pencil;
 - + Crossing out candidate names;
 - + The number of voting shares recorded in the box for voting to elect members of the Board of Directors and the Supervisory Board exceeds the total voting shares owned by the shareholder plus the shares authorized.
 - + Ballot papers that do not follow the pre-printed template issued by the Organizing Board, lack the company's official stamp, or have been erased, altered, or contain additional content beyond the prescribed regulations of ballot papers;
 - + Missing the signature of the attending delegate.
5. Principles of Election Success:
 - A candidate elected as an additional member of the Board of Directors or the Supervisory Board is determined based on receiving at least 50% of the votes and ranked in descending order, starting from the candidate with the highest number of ballot papers until the required number of members is reached.
 - If the first election does not result in the required number of Members of the Board of Directors or the Supervisory Board, the General Meeting must nominate additional candidates and conduct re-elections until the necessary number of members is elected.

Article 11. Voting on Matters at the General Meeting

1. General Regulations on Voting:



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM

🏠 231 Nguyễn Văn Cừ, Phường 04, Quận 5, TP. Hồ Chí Minh, Việt Nam

☎ 028 38300312 📠 028 38351488 🌐 <https://sobee.vn> 📧 info@sobee.vn

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- Each share owned or represented corresponds to one voting unit.
- All matters on the agenda and discussed at the General Meeting of Shareholders must be openly debated and voted on.
- Each shareholder or authorized representative, collectively referred to as attending shareholders, will be issued one "Voting Card" and one "Voting Ballot" by the General Meeting's organizing Board.
- Voting Cards: A voting card is green, bears the official stamp of South Books and Educational Equipment Joint Stock Company, and contains shareholder delegate information, including full name, delegate ID, number of voting shares at the General Meeting, and a list of authorized shareholders along with their shares (if applicable). Purpose: Used for immediate voting at the General Meeting by raising the Voting Card. This includes approval of the Presidium, the Secretary, the Voting Board, the agenda, the working regulations, the minutes, and the resolutions of the General Meeting.
- The voting ballot is white, bears the hanging seal of the Southern Book and Educational Equipment Joint Stock Company, and includes shareholder delegate information such as full name, delegate code, and the number of voting shares at the General Meeting (including owned shares and authorized shares). Purpose: Voting and approving matters directly at the General Meeting through a secret ballot, including: approval of the 2024 business performance report, the audited 2024 financial statements, the report on the activities of the Board of Directors for the 2020-2025 term, and the operational directions for the 2025-2030 term; The report of the Supervisory Board for the 2020-2025 term and the operational directions for the 2025-2030 term; Distribution of after-tax profits for 2024; Remuneration and rewards for the Board of Directors (BOD) and the Supervisory Board (SB) for the year 2024 and the payment plan for the year 2025; Business plan targets for the year 2025; Approval of the investment budget estimate and authorization for the BOD to implement the construction of a warehouse at Tân Phú Trung Industrial Park, Củ Chi District, Ho Chi Minh City; Approval for the BOD to authorize the CEO to obtain loans for business operations if needed; List of independent audit firms and authorization for the BOD to select an audit firm for the 2025 financial statements from the approved list of audit firms; And other matters under the authority of the General Meeting of Shareholders (GMS).

2. Voting Method and Voting Procedure:

Each issue presented before the General Meeting of Shareholders (GMS) that falls within its authority shall be voted on in the following order:

- Approval of the presented content;
- Disapproval of the presented content;
- Abstention from the presented content.



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3. Regulations on Secret Ballot Voting:

- In case of a mistaken selection, shareholders may contact the Vote Counting Board to request a new voting ballot and must return the old one (before placing it in the ballot box).
- The voting ballots will be placed into a sealed ballot box before the vote counting process begins.
- A valid voting ballot: is a pre-printed form issued by the Organizing Board, without erasures, alterations, or any additional content beyond the specified requirements. It must also include the full name and signature of the shareholder or their authorized representative attending the meeting.
- The following ballots will be considered invalid:
 - A voting ballot that selects two or more options (approval, disapproval, and abstention) for one or more voting items will be considered invalid.
 - A voting ballot that does not follow the pre-printed form issued by the Organizing Board, lacks the company's official stamp, has been erased, altered, or contains unauthorized additional content, or does not include the signature and full name of the shareholder or their authorized representative attending the meeting will be considered invalid.

4. Recording of Voting Results

- At the General Meeting, the General Meeting of Shareholders (GMS) will approve the Vote Counting Board.
- The Vote Counting Board is responsible for collecting the voting ballots.
- The board will verify the number of votes for approval, disapproval, and abstention for each item and report the results to the GMS.
- After the voting process is completed, vote counting will be conducted under the supervision of the Supervisory Board or a shareholder representative.

5. Voting Rules:

- Each 01 (one) share corresponds to one voting right, and each voting right corresponds to one voting ballot.
- As of the record date (final registration date – March 17, 2025), the company's total number of shares is 4,405,000, equivalent to 4,405,000 voting rights.
- Voting matters at the General Meeting will be approved if they receive 51% or more of the total votes from shareholders with voting rights who are present in person or through their authorized representatives:
- Amendment and supplementation of the Company's Charter;



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- Type and number of shares to be offered, merger, reorganization, and dissolution of the Company (if applicable);
- Changes in business sectors, industries, and fields of operation;
- Changes in the company's management structure;
- Reorganization or dissolution of the Company;
- Transactions involving the sale of the Company's or its branches' assets, or purchases made by the Company or its branches, with a value of 35% or more of the total assets of the Company and its branches, based on the most recent audited financial statements (if applicable).

Note: According to Article 167 of the Enterprise Law:

- Shareholders or authorized representatives with related interests are not entitled to vote on contracts or transactions valued at 35% or more of the company's total assets as recorded in the latest financial statements.
- Shareholders or their related parties who own 51% or more of the total voting shares are not entitled to vote on contracts or transactions exceeding 10% of the company's total assets as recorded in the latest financial statements involving those shareholders.
- When counting votes for these matters, the voting shares of remaining shareholders or authorized representatives attending the meeting will be considered 100%. These contracts and transactions will be approved only if they receive at least 65% approval from the remaining voting shareholders or authorized representatives.

Article 8. Minutes and Resolutions of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders and the resolutions of the meeting must be read and approved before the meeting is adjourned.

Article 9. Implementation of the Regulations

Shareholders and authorized representatives attending the General Meeting of Shareholders must strictly comply with the meeting regulations. In case of any violation of these regulations, the Presidium will consider appropriate measures based on the Company's Charter and the Enterprise Law, depending on the severity of the violation.

This regulation takes effect immediately after being approved by the 2025 Annual General Meeting of Shareholders of the Company.



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM

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

Phung Ngoc Hong

Ho Chi Minh City, April 24th, 2025

MINUTES
Regarding the Verification of Shareholders' Eligibility to attend the 2025
Annual General Meeting of Shareholders

Today, April 24th, 2025, we include:

1. Mr. Nguyen Thanh Huu, Head of the Supervisory Board
2. Mr. Pham Duy Khanh, Member of the Supervisory Board

Report on the results of verifying shareholders' eligibility to attend the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company as of the time of preparing the Inspection Minutes is as follows:

- Total number of shareholders convened: ... shareholders, equivalent to 4,405,000 voting shares. Treasury shares: 0 shares.
- The number of shareholders attending in person and by authorized representation at the General Meeting is shareholders, equivalent to shares, accounting for % of the total voting shares.
- The number of absent shareholders is shareholders, equivalent to ... shares, accounting for% of the total voting shares.

Conclusion: As of the time of preparing the Minutes, the total number of shareholders attending in person and by authorized representation at the General Meeting is ... shareholders, equivalent to ... shares, accounting for ...% of the total voting shares. Based on the provisions of Article 145 of the 2020 Enterprise Law, the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company meets the legal requirements to proceed as stipulated by law.

The minutes were completed at ... on the same day./.

**ON BEHALF OF THE SHAREHOLDER
ELIGIBILITY VERIFICATION BOARD
HEAD OF THE BOARD**

Nguyen Thanh Huu

REPORT
SUMMARY OF THE BOARD OF DIRECTORS' ACTIVITIES FOR THE 2020-2025 TERM AND DIRECTIONS FOR THE 2025-2030 TERM

PART 1
SUMMARY OF THE BOARD OF DIRECTORS' ACTIVITIES FOR THE 2020-2025 TERM

I. CHARACTERISTICS AND GENERAL SITUATION

The Board of Directors (BOD) for the third term (2020-2025) of the South Books and Educational Equipment Company (Southern Company) was elected by the Annual General Meeting of Shareholders (AGMS) held on June 3rd, 2020, consisting of two non-executive members and three executive members, with no independent members. The members included the following individuals:

<i>No.</i>	<i>Member</i>	<i>Title</i>	<i>SMN Shares</i>	<i>Ratio</i>
1	Phung Ngoc Hong	Chairman of the BOD		-
2	Nguyen Thanh Anh	Member of the BOD		-
3	Do Thi Mai Anh	Member of the BOD cum CEO	15,500	0.352%
4	Pham Canh Toan	Member of the BOD cum Deputy CEO	5,900	0.134%
5	Nguyen Mai Hoa	Member of BOD cum CFO	10,000	0.227%

On January 14th, 2023, the Southern Company held an extraordinary Annual General Meeting of Shareholders (AGMS) to dismiss Mr. Pham Canh Toan and Ms. Nguyen Mai Hoa as members of the Board of Directors (BOD) following their resignation requests. At the same time, the AGM Selected additional BOD members for the 2020-2025 term, including Mr. Tran Le Quang and Mr. Vu Ba Hoa, an independent BOD member. The current BOD consists of two executive members and three non-executive members, including one independent member, as follows:

<i>No.</i>	<i>Member</i>	<i>Title</i>	<i>SMN Shares</i>	<i>Ratio</i>
1	Phung Ngoc Hong	Chairman of the BOD		-
2	Nguyen Thanh Anh	Member of the BOD		-
3	Do Thi Mai Anh	Member of the BOD cum CEO	15,500	0.352%
4	Mr. Tran Le Quang	Member of the BOD cum	3,000	0.068%

		Deputy CEO		
5	Mr. Vu Ba Hoa	Independent Member of BOD	43,000	0.98%

The Internal Audit Department (IAD) is the only subcommittee established by the BOD under Resolution No. 07/2021 dated October 18th, 2021. In addition to the IAD, the BOD is supported by the BOD Secretary and the corporate governance officers (the heads of the company's departments).

II. ACTIVITIES OF THE BOD FOR THE 2020-2025 TERM

1. Meetings held during the 2020-2025 term:

<i>No.</i>	<i>BOD member</i>	<i>Number of BOD's meetings attended</i>	<i>Meeting attendance rate</i>	<i>Reason for not attending the meeting</i>
1	Mrs. Phung Ngoc Hong	34/34	100%	
2	Mr. Nguyen Thanh Anh	34/34	100%	
3	Mrs. Do Thi Mai Anh	34/34	100%	
4	Mr. Tran Le Quang	14/14	100%	Appointed
5	Mr. Vu Ba Hoa	14/14	100%	Appointed
6	Mr. Pham Canh Toan	17/17	100%	Resignation
7	Msr. Nguyen Mai Hoa	17/17	100%	Resignation

2. Resolutions/Decisions of the BOD for the 2020-2025 term:

During the 2020-2025 term, the BOD held 34 meetings, issued 35 resolutions, and made 30 decisions to delegate BOD responsibilities, establish business development directions, stabilize the organization, oversee the management apparatus, and allocate labor appropriately to the company's business operation. Details are as follows:

<i>No.</i>	<i>Year</i>	<i>Meetings</i>	<i>Resolutions</i>	<i>Decisions</i>
1	2020	05	05	12
2	2021	08	08	05
3	2022	07	07	09
4	2023	06	07	03
5	2024	08	08	01
	Total	34	35	30

3. BOD's Supervision of the Executive Board for the 2020-2025 term:

The BOD fully complied with its responsibilities and obligations under the Enterprise Law and related legal documents. It regularly monitored the activities of the Executive Board to ensure compliance with legal regulations, the Company's Charter, and internal governance rules in business operations and financial management.

The BOD promptly provided guidance and support to the Executive Board in achieving the company's annual business targets, reviewing monthly, quarterly, and annual business performance reports throughout the term.

4. Evaluation of Business Operation Results for the 2020-2025 Term

a. Business Performance Results:

The company has achieved the main annual targets, specifically:

- Total revenue and other income (unit: billion VND)

<i>No.</i>	<i>Year</i>	<i>Plan</i>	<i>Actual</i>	<i>Ratio</i>	<i>Compared to the same period</i>
1	2020	468.00	471.58	100.8%	96%
2	2021	464.00	470.26	101.3%	101%
3	2022	478.00	505.43	105.7%	107.2%
4	2023	468.00	457.00	97.6%	90.4%
5	2024	459.00	471.08	102.6%	103.1%
	Total	2,337.00	2,375.35	101.6%	-

- Profit before tax (unit: billion VND)

<i>No.</i>	<i>Year</i>	<i>Plan</i>	<i>Actual</i>	<i>Ratio</i>	<i>Compared to the same period</i>
1	2020	10.50	11.68	111%	95%
2	2021	11.00	14.39	130.8%	123.2%
3	2022	11.50	15.22	132.4%	105.8%
4	2023	11.00	13.30	120.5%	87.4%
5	2024	9.70	12.69	130.8%	95.8%
	Total	53.70	67.28	125.29%	-

- Annual dividend rate (unit: %)

<i>No.</i>	<i>Year</i>	<i>Plan</i>	<i>Actual</i>	<i>Ratio</i>	<i>Compared to the same period</i>
1	2020	10	10	100	100
2	2021	11	11	100	110
3	2022	11	11	100	100
4	2023	11	11	100	100
5	2024	11	11	100	100

b. Capital:

(Unit: billion VND)

<i>Item</i>	<i>2019</i>	<i>2020</i>	<i>2021</i>	<i>2022</i>	<i>2023</i>	<i>2024</i>	<i>Comparison 2024/2019</i>
Charter capital	44.05	44.05	44.05	44.05	44.05	44.05	100%
Owner's equity	67.98	70.97	74.06	76.90	78.53	79.70	117%
Total assets	85.79	96.59	142.17	108.90	97.89	101,31	118%
Basic earnings per share (VND)	1,760	1,682	1,706	1,746	1,412	1,365	78%

c. Financial Investments:

- During the 2020-2025 period, the company invested in two partner enterprises of the Vietnam Education Publishing House in Ba Ria-Vung Tau and Binh Duong provinces. Details as of December 31, 2024, were as follows:

<i>No.</i>	<i>Item</i>	<i>Books and Educational Equipment JSC of Binh Duong (VND)</i>	<i>Books and Educational Equipment JSC of Ba Ria Vung Tau (VND)</i>
1	Contributed Capital	2,100,000,000	1,229,000,000
2	Total Asset Value	18,886,501,228	8,116,488,242
3	Net Revenue	58,365,061,794	91,493,542,663
4	Profit before tax	697,474,156	1,330,704,461
5	Profit after tax	557979325	1.064.563.569
6	Dividend Rate	Expected 8%	14%

- Number of treasury shares owned by the company: none.

d. Investment Projects:

During the 2020-2025 period, the company continued to implement and utilize two previously invested projects, including:

- The office building project at 104 Mai Thi Luu Street, Dakao Ward, District 1, Ho Chi Minh City, jointly implemented with the parent company—Vietnam Education Publishing House—and South Education Investment and Development JSC (ongoing since 2010): Capital contribution of 14,814,913,266 VND, equivalent to 25%. The project has been operational since 2011, and the company has been receiving annual profit shares since 2015.

- The warehouse construction project for goods storage at Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City (implemented since 2018):

+ The company paid 10,450,000,000 VND for leasing 5,000m² of land. In 2020, the plan was to construct a warehouse as resolved by the 2020 AGMS, with an estimated investment capital of 39 billion VND. However, due to the negative impact of the Covid-19 pandemic on the company's business performance in 2020 and 2021, and the need to focus capital on supporting business operations during the implementation of the 2018 General Education Program, the 2022 AGMS, held on April 22nd, 2022, resolved to halt the warehouse construction project and divest from the A5-3 land plot at Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City (hereafter referred to as A5-3 land slot)

+ From 2022 to 2023, the BOD and Executive Board actively sought investors to divest from the A5-3 land plot. However, due to unsatisfactory offers, the BOD was unable to complete the divestment as resolved by the 2022 AGMS.

+ On April 22nd, 2024, the 2024 AGMS approved the policy to either divest from or proceed with constructing the warehouse on the A5-3 land plot. On June 14th, 2024, the BOD and Executive Board completed the extension of the Investment Registration Certificate and are currently consulting and preparing the necessary steps for warehouse construction. Further reports and AGMS approval are pending for the construction of the warehouse at Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City, in accordance with regulations.

5. Evaluation of the Executive Board's Performance for the 2020-2025 Term:

The BOD actively oversees the execution of business production plans and requires the EB to provide quarterly performance reports. The BOD holds regular quarterly meetings, with EB members presenting updates on plan progress, discussing outcomes, and proposing strategies to improve efficiency. Additionally, the BOD stresses the importance of complying with legal reporting and disclosure regulations, ensuring the EB maintains full adherence.

Each month, the EB organizes meetings with department heads to assess the progress of business production plans, address any outstanding issues, and identify difficulties or obstacles faced by departments. The EB also submits written reports to the BOD on the completion of key responsibilities for the month and plans for the upcoming month. This ensures more effective and closer oversight and guidance by the BOD over the EB.

The BOD highly appreciates the EB's unwavering efforts, innovative management, bold thinking, and proactive investment in new products that have led to positive business outcomes. While performing their responsibilities, the EB has consistently complied with legal regulations, the Company's Charter, internal corporate governance rules, resolutions from the Annual General Meeting of Shareholders and BOD resolutions.

6. Evaluation of the BOD's Performance for the 2020-2025 Term:

The BOD has always prioritized fulfilling its functions and duties in accordance with the Enterprise Law, the company's charter, and internal corporate governance regulations. On January 14th, 2023, the BOD held an extraordinary AGMS to elect an additional independent BOD member in compliance with current legal regulations.

The BOD has actively maintained and strengthened oversight of the EB's operations to ensure compliance with resolutions passed at the annual AGMS.

At the same time, the BOD has promptly guided and supported the EB in achieving annual business operation targets.

However, the BOD recognizes certain limitations, including the need to improve long-term business development planning, market strategies, and the creation of distinctive new products in both the publishing and educational equipment sectors under the 2018 General Education Program. These aspects are essential for the company to align with its parent company, Vietnam Education Publishing House, and

to contribute to stable and sustainable development among the member units and the parent company, while enhancing competitiveness in the book and educational equipment market.

7. Remuneration of the BOD and the Supervisory Board (SB)

For the 2020-2023 period, the annual remuneration of the BOD and SB was outlined in reports submitted to the annual AGMS for approval, in accordance with legal regulations.

The remuneration for the BOD and SB in 2024 was as follows:

<i>No.</i>	<i>Name</i>	<i>Title</i>	<i>Remuneration (VND/year)</i>
1	Mrs. Phung Ngoc Hong	Chairman of the BOD	80,000,000
2	Mr. Nguyen Thanh Anh	Member of the BOD	66,666,668
3	Mrs. Do Thi Mai Anh	Member of the BOD	66,666,668
4	Mr. Tran Le Quang	Member of the BOD	66,666,668
5	Mr. Vu Ba Hoa	Member of the BOD	53,333,332
6	Mr. Nguyen Thanh Huu	Head of the SB	40,000,000
7	Mr. Pham Duy Khanh	Member of the SB	20,000,000
8	Mrs. Mac Thi Hong Minh	Member of the SB	20,000,000

8. Salaries and Remuneration of the EB:

Annually, the salaries and remuneration of the EB are determined based on labor contracts and the company's current internal regulations. In 2024, the salaries and remuneration of the EB were as follows:

<i>No.</i>	<i>Name</i>	<i>Title</i>	<i>Remuneration (VND/year)</i>
1	Mrs. Do Thi Mai Anh	CEO	504,707,757
2	Mr. Pham Canh Toan	Deputy CEO	467,477,417
3	Mr. Tran Le Quang	Deputy CEO	441,140,868

III. ACTIVITIES OF INDEPENDENT BOD MEMBERS:

1. Activities of Independent BOD Members:

The company operates under the model specified in point a, clause 1, Article 137 of the Enterprise Law and, therefore, does not have an Audit Committee. The SB represents the AGMS in exercising rights and obligations in accordance with legal regulations and the Company's Charter. As such, the independent BOD member is not responsible for the Audit Committee.

The Southern Company's BOD established an Internal Audit Department under the Accounting Law to assist in inspecting and supervising the EB's activities and employees, ensuring compliance with legal and internal regulations.

In 2023, the extraordinary AGMS voted to elect an additional independent BOD member in accordance with legal regulations. The independent BOD member

attended all BOD meetings in 2023 and 2024, actively participated in discussions, and voted on matters related to the company's management and operations. The independent BOD member's activities include:

- Supervising the performance of management and executive duties of the BOD and the EB.
- Evaluating the reasonableness, legality, integrity, and prudence of the management and operation of business activities, while ensuring the consistency and accuracy of accounting, financial reporting, and statistical data.
- Assessing the completeness, legality, and accuracy of quarterly and annual business performance reports, financial statements, and BOD management evaluation reports.
- Reviewing and evaluating the effectiveness of internal controls operations, risk management, and early warning systems by monitoring the amendment and issuance of internal regulations and operational directives.

2. Evaluation of the BOD's Activities:

The Southern Company's BOD has operated with responsibility and transparency in governance, fully complying with regulations for listed companies. The BOD has effectively carried out its duties and authority under the law, providing leadership and direction to implement strategies and resolutions passed at annual AGMS, ensuring a balance between the company's and shareholders' interests.

BOD meetings were held promptly and conducted in accordance with the Company's Charter and internal governance rules. Meeting agendas were thoroughly discussed and evaluated by BOD members to provide the best guidance and decisions for the company. All resolutions were voted on in compliance with regulations, and meeting minutes were fully documented and signed by attending members.

In addition to overseeing the EB's operations, the BOD worked closely with the SB and EB to address challenges in business production, market expansion, market share stabilization, technology investment and application, and management system development. These matters were regularly reviewed in periodic or special meetings.

PART 2

DIRECTIONS FOR THE 2025-2030 TERM

I. CHARACTERISTICS AND SITUATION

The company's business activities are closely linked to Vietnam's education sector and its parent company, Vietnam Education Publishing House. As such, state policies, particularly those related to education development, are a top priority, alongside the directives of Vietnam Education Publishing House within the parent-subsidiary model. This approach ensures the company proactively prepares its financial and human resources to meet market trends and current demands.

From 2020 to 2024, Vietnam Education Publishing House and its member units worked to fulfill political tasks related to compiling, publishing, and distributing textbooks and educational equipment under the 2018 General Education Program. Beginning in 2020, the education sector adopted a policy allowing multiple textbook

sets, opening the door for other publishers to participate. Localities were granted the right to select textbooks for teaching starting in the 2020-2021 academic year, which will continue until the 2024-2025 school year. This marked the end of the monopoly held by Vietnam Education Publishing House and the Southern Company in supplying textbooks for the national education system under the 2000 General Education Program in 17 southern provinces, which are included in the Southern Company's designated areas. Additionally, Vietnam Education Publishing House reassigned business territories, designating the Southern Company to manage educational products in 8 southern provinces under the 2018 General Education Program. As a result, competition for market share across all product lines has intensified, both with external competitors and within Vietnam Education Publishing House's distribution network.

II. PLAN DIRECTION

- Ensuring stable and sustainable development, increasing corporate value, and maintaining shareholder interests.

- Products:

- + Refining, revising, and improving existing products to align with the 2018 General Education Program, optimizing cost and time efficiency.

- + Strengthening partnerships with suppliers to co-produce and supply new products and digital products, reducing investment costs and capitalizing on short-lifecycle products.

- Marketing and Market Expansion: Enhancing the company's reputation and reinforcing our leadership in supplying educational products (textbooks, equipment, reference materials, ...), consolidating market presence, expanding the customer base, and increasing market share.

- Human Resources:

- + Continuing to increase workforce quality, particularly in sales, marketing, and retail staff at bookstores to effectively meet the job requirements assigned.

- + Developing a team of highly skilled authors and collaborators with teaching experience to create topics, reference books, supplementary materials, and distinctive digital products, in order to effectively meet the teaching and learning needs in local areas.

- + Ensuring the material and mental well-being of employees is stable and continues to improve.

- Consolidating and strengthening the application of information technology, improving task execution processes, risk management, and KPI criteria for evaluating employees and teams, and deepening digital transformation in business operations.

III. ACTIVITIES OF THE BOD:

Fully and strictly complying with the Enterprise Law, Securities Law, the Company's Charter, Internal Corporate Governance Regulations, and the Board of Directors' Operational Regulations.

Holding regular meetings at least quarterly. These meetings will focus on the implementation of resolutions from the Annual General Meeting of Shareholders for

the 2025-2030 term, ensuring the effective execution of the annual business tasks and targets approved by the AGMS, and ensuring the company's stable and sustainable development.

Additionally, organizing extraordinary Board of Directors meetings to promptly address and resolve any issues that arise during the implementation process.

Consistently monitoring the activities of the Executive Board and the company to ensure efficient and orderly operations.

PART 3

CONCLUSION

During the 2020-2025 term, the BOD demonstrated high responsibility in directing and implementing AGMs resolutions. The BOD highly appreciates the efforts of employees in fulfilling tasks and achieving annual targets set by Vietnam Education Publishing House and the AGMs. The BOD's activities focused on key responsibilities while promptly addressing issues in compliance with laws, the Company's Charter, and Vietnam Education Publishing House's regulations.

In 2025, the Southern Company faces greater challenges with an expanded workload. Party policies and state laws are undergoing significant reforms as the country enters a new era. Starting from 2025, Vietnam Education Publishing House's textbook printing policy for the 2025-2026 academic year, implemented through a comprehensive bidding process, requires member units, organizations, and individuals to act promptly and coordinate efficiently to successfully carry out the political task of delivering educational books to customers on time. As a result, the BOD, SB, and EB bear significant responsibility in organizing and implementing the 2025 AGM resolutions and the upcoming 5-year plan. Contributions from shareholders at this AGMS are essential. The BOD will carefully consider and apply feedback in directing and executing the 2025 plan and beyond.

The BOD is confident that with the South Books and Educational Equipment JSC's established brand reputation, shareholder unity, employee solidarity, and Vietnam Education Publishing House's leadership, the company will continue to grow and thrive.

Submitted to the AGM for review and approval.

Sincerely,

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

Recipients:

- BOD, SB;
- EB-CFO;
- Shareholders (*website sobee.vn*);
- Archived: Administration Department

Phung Ngoc Hong

Ho Chi Minh City, April 24th, 2025

REPORT
BUSINESS OPERATION RESULTS FOR THE YEAR 2024
RESPONSIBILITIES AND PLAN TARGET FOR THE YEAR 2025

PART 1
BUSINESS OPERATION RESULTS FOR THE YEAR 2024

I. KEY TARGETS COMPLETED IN 2024

Effectively coordinated with the parent company, Vietnam Education Publishing House, and southern member units to organize the introduction of textbooks following the 2018 General Education Program. Additionally, conducted consulting and training sessions for teachers on selecting and using Vietnam Education Publishing House textbooks for grades 5, 9, and 12 across 8 designated areas.

Ensured the timely and sufficient supply of textbooks, supplementary books, reference books, and educational equipment as requested by local companies to meet the demands of students and teachers before the 2024-2025 academic year.

Exceeded profit, profit margin, and dividend targets for 2024 as set by the Annual General Meeting of Shareholders (AGMS) and the Board of Directors (BOD).

Strengthened collaboration with member units and local distribution partners to promote and supply educational publications and equipment in the southern provinces.

Maintained stable employment and monthly salaries for employees, ensuring there is no decrease compared to 2024.

II. BUSINESS OPERATION RESULTS FOR THE YEAR 2024
(AUDITED)

<i>No</i>	<i>Item</i>	<i>2024 Plan</i>	<i>Actual</i>		<i>Assessment (%)</i>	
			<i>As of 31/12/2024</i>	<i>Comparable period in 2023</i>	<i>2024 Plan</i>	<i>Comparable period in 2023</i>
1	Topics - Drafts (units)	70	122	93	174.29	131.18
2	Printed (copies)	207,000	374,430	670,900	180.88	55.81
3	Published (copies)	26,600,000	27,879,040	31,117,803	104.81	89.59
4	Total revenue & other income (billion VND)	459,00	469,55	456,98	102.30	102.75
5	Profit (billion VND)	9,70	12,80	13,25	131.96	96.60

III. EVALUATION OF BUSINESS OPERATION RESULTS FOR THE YEAR 2024

1. Advantages:

Received strong support from educational institutions, partners, and customers from different regions, as well as attentive guidance from the BOD and parent company, Vietnam Education Publishing House and member units within its system.

Made significant efforts to maintain market stability and effectively implemented the policies of Vietnam Education Publishing House in textbook distribution.

Proactively coordinated with the Department of Education and Training in different regions and member units in organizing the introduction and training sessions on the use of textbooks for grades 5, 9, and 12 under the 2018 General Education Program, enhancing the company's image and brand reputation in the market and across educational institutions.

Effectively managed and utilized capital, with long-term project investments executed in accordance with the company's charter. The Executive Board proactively led efforts in budgeting, conducting surveys, and consulting... to prepare for the construction of a goods storage warehouse at Plot A5-3, Street N2, Tan Phu Trung Industrial Park.

Reorganized the company structure and personnel in specialized departments to align with the parent company Vietnam Education Publishing House's directions and business development needs. Finalized and implemented internal regulations and policies, allowing employees and departments to coordinate, self-monitor, and inspect assigned task execution,... Promoted internal unity, ensuring employee satisfaction and encouraging active contributions to the company's growth.

Actively participated in shared initiatives led by Vietnam Education Publishing House and Vietnam Education Publishing House in Ho Chi Minh City.

2. Challenges & Limitations:

Sales volumes and revenue for supplementary books and reference books fell short of targets and declined compared to the same period last year due to various objective and subjective factors, including: Directive No. 643/CT-BGDĐT dated June 10th, 2023 from the Ministry of Education and Training promoting textbook reuse; changes in textbook content leading to unstable demand for teaching equipment under the 2018 General Education Program; and local distribution partners being cautious and very limited in placing business orders.

The company's market for educational products under the 2018 program has been reduced from 17 provinces/cities to 8, in line with the parent company Vietnam Education Publishing House's strategy. Additionally, delays in printing textbooks and inventory processes in the southern region, failing to meet demand, impacted business and distribution plans.

Widespread counterfeit and unauthorized copies of Vietnam Education Publishing House's textbooks were discovered in many localities nationwide, significantly affecting the company's distribution plans and target achievement.

IV. SOCIAL AND COMMUNITY RESPONSIBILITIES

The company actively participated in various charitable and social initiatives, including supporting poverty relief funds and assisting teachers in difficult circumstances. It also donated school supplies, books, and notebooks to underprivileged students, school libraries, and educational institutions across several regions. The company contributed to the "Gop en xuan uom mam tuong lai" (Swallows of Spring, Seeds of the Future) scholarship fund by Teach For Vietnam, awarded annual scholarships to five diligent orphaned students in Quang Binh, Lam Dong, and Dong Nai Provinces, and made donations of rice, gifts, and cash to Phuc Am Shelter in Thu Duc City and Hoa Hao Charity Class in Tan Phu District, Ho Chi Minh City. In total, the company's community contributions in 2024 amounted to over 1.16 billion VND.

PART 2

RESPONSIBILITIES AND PLAN TARGET FOR THE YEAR 2025

I. KEY RESPONSIBILITIES

1. Ensuring the timely and synchronized supply of textbooks for the 2025-2026 school year, with a focus on avoiding delays that could lead to shortages as required by local companies at any time.

2. Achieving or surpassing the 2025 targets for revenue, profit, and dividends as set forth by the Annual General Meeting of Shareholders.

3. Stabilizing and consolidating the textbook market, with a particular focus on textbooks and supplementary books for all grades in designated areas. Strengthening collaboration to develop products (books and educational equipment) supporting curriculum and textbook reforms: Increasing marketing efforts to consolidate and expand the market share of textbooks and educational equipment by closely coordinating with member units and local companies in the promotion and supply of products, in line with the policies, directions, and guidance from the Vietnam Education Publishing House regarding the publishing and distribution.

4. Continuing construction of the goods storage warehouse at Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City, per BOD directives. Ensuring efficient capital use and a balanced capital structure to support business operations.

5. Improving corporate governance, refining the organizational structure, and intensifying product research and development to sustain and expand business operations in 2025 and beyond.

6. Ensuring stable income for employees.

II. KEY TARGETS

No.	Item	2025 Plan	Note
1.	Topics - Drafts	72 topics	12 new, 60 reprinted
2.	Publication	26,904,600 copies	textbooks, teacher's books, workbooks,

			reference books
3.	Total revenue & other income	403.3 billion VND	
4.	Profit before tax	9.5 billion VND	
5.	Dividends	10%/year	

III. IMPLEMENTATION MEASURES

1. Developing comprehensive business production plans and work programs, and actively implementing strategies to consolidate and expand the textbook and educational equipment market by building on the 2024 implementation experience. Making timely adjustments to respond to market changes while mitigating risks associated with excess inventory and overdue debt.

2. Enhancing the training and professional development of employees, with a focus on key areas while strengthening the application of scientific and technological solutions in corporate governance. Emphasizing leadership accountability for assigned task outcomes.

3. Implementing the establishment and application of KPIs to evaluate employee performance. Updating and adjusting regulations, procedures, and processes related to production and business activities, creating mechanisms for checking and monitoring among teams, evaluating task completion, while encouraging and fostering an environment where employees can maximize their contributions and proactively engage in work to achieve the highest efficiency.

4. All teams and individual employees are required to establish detailed monthly, quarterly, and annual work plans, which will serve as the foundation for performance implementation, productivity-based wage evaluations, and merit assessments.

5. Fostering unity, upholding discipline, and strengthening personal accountability; implementing cost-efficient practices and eliminating waste; and working together for the growth of the company, Vietnam Education Publishing House, and the interests of the employees.

The above is the report on the business production results for the year 2024 and the directions, tasks, and target plan for the year 2025 of the company. Kindly submitting it to the Annual General Meeting of Shareholders in 2025 for formal review and consideration.

Sincerely./.

CHIEF EXECUTIVE OFFICER

Recipients:

- BOD, SB;
- EB, CFO;
- Shareholders;
- Archived: Administration Department.

Do Thi Mai Anh

No:/SMN-BKS

Ho Chi Minh City, March 20th, 2025

REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD FOR THE 2020-2025 TERM AND DIRECTION FOR THE 2025-2030 TERM

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31st, 2020, of the Ministry of Finance, providing guidance on certain corporate governance provisions for public companies under Decree No. 155/2020/NĐ-CP dated December 31st, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law;
- Pursuant to the duties and powers of the Supervisory Board as stipulated in the Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the business operations and the audited financial statement for the year 2024 of South Books and Educational Equipment Joint Stock Company,

The Supervisory Board (SB) respectfully reports to the General Meeting of Shareholders (GMS) on the supervisory results for the 2020-2025 term with the following contents:

Part 1

EVALUATION OF THE ACTIVITIES OF THE SUPERVISORY BOARD FOR THE 2020-2025 TERM

I. Members of the Supervisory Board

The Annual General Meeting of Shareholders in 2020, held on June 3rd, 2020, elected the Supervisory Board for the third term (2020-2025), consisting of three members.

The results of the first meeting of the Supervisory Board on June 8th, 2020, assigned specific responsibilities within the Board as follows:

1. Mr. Nguyen Thanh Huu – Head of the Supervisory Board
2. Mr. Pham Duy Khanh – Member of the Supervisory Board
3. Mrs. Mac Thi Hong Minh – Member of the Supervisory Board

As of the reporting date, the personnel of the Supervisory Board for the third term (2020-2025) remains unchanged..

II. Activities of the Supervisory Board

1. Meetings of the Supervisory Board for the 2020-2025 Term:

No.	Members of the Supervisory Board	Number of SB Meetings Attended	Attendance Rate	Voting Rate	Reason for Absence
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1	Mr. Nguyen Thanh Huu	9/9	100%	100%	-
2	Mrs. Mac Thi Hong Minh	9/9	100%	100%	-
3	Mr. Pham Duy Khanh	9/9	100%	100%	-

2. Content of the Supervisory Board Meetings:

- Approving the company's annual business operation results as audited by the auditing firm.
- Approving the Board of Directors' resolutions to ensure that Members of the Supervisory Board are informed and can jointly oversee the execution and implementation of these resolutions within the company.

3. Evaluation of the Supervisory Board's Activities:

The Supervisory Board has operated in accordance with its functions, duties, and powers as stipulated by law and the Company's Charter.

Throughout the term, the Supervisory Board has maintained regular operations, attended all Board of Directors meetings, and participated in extraordinary meetings related to the company's activities. This has allowed the Board to stay informed about the actual business operations and contribute valuable insights toward achieving the goals approved by the General Meeting of Shareholders.

Additionally, the Supervisory Board has carried out inspections and oversight in several key areas, such as:

- Supervising the implementation of the resolutions of the Annual General Meeting of Shareholders, compliance with state laws, the Company's Charter, and the execution of resolutions and decisions issued by the Board of Directors.
- Supervising the compliance with the company's regulations and policies, as well as compliance within functional departments..
- Supervising the execution of business plans and the financial situation of the company.
- Reviewing the annual financial statement throughout the term to assess their accuracy, legality, and transparency in accounting, statistical reporting, and financial statement preparation, ensuring compliance with accounting standards and regulations.
- Performing other activities as required by law and the Company's Charter.

Throughout the 2020-2025 term, the Supervisory Board did not receive any written complaints from shareholders regarding the company's business activities.

III. Results of the Supervisory Board's Inspection and Oversight Activities During the Term

1. Control of business operation results:

<i>No.</i>	<i>Indicator</i>	<i>2020</i>	<i>2021</i>	<i>2022</i>	<i>2023</i>	<i>2024</i>	<i>Average</i>
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1	Revenue and other income	471.58	471.63	505.43	456.98	471.08	475.34
2	Profit before tax	11.68	14.39	15.22	13.25	12.69	13.45
3	ROA = Net profit after tax / Average total assets	10.11%	9.64%	9.38%	9.23%	9.29%	9.53%
4	ROE = Net profit after tax / Average shareholders' equity	13.27%	15.88%	15.61%	12.27%	11.69%	13.74%
5	Basic earnings per share	1,682	1,706	1,746	1,412	1,365	1,582.20
6	Dividend	10%	11%	11%	11%	11%	10.80%

- Based on the data, the investment capital in the Company has consistently been utilized effectively, and shareholders have received relatively high dividends compared to other companies within the same system.

- Throughout the 2020–2025 term, Vietnam Education Publishing House implemented the transition to new textbooks under the 2018 General Education Program. This period also marked the Company's entry into a truly competitive market, posing numerous challenges in market operations. Additionally, the term coincided with prolonged social distancing and the COVID-19 pandemic. However, thanks to the close guidance of the Board of Directors, the Executive Board, and the dedication and determination of all employees, the Company successfully exceeded its revenue and profit targets while ensuring the timely and full distribution of dividends.

2. Control of enterprise financial situation:

a. Control of the financial statement for the term:

The SB evaluated that the accounting work at the company has consistently adhered to the accounting standards and regulations of Vietnam's corporate accounting system.

The SB has coordinated, worked, and reached an agreement on the annual financial statement, which are audited by ECOVIS AFA Vietnam Auditing, Valuation, and Consulting LLC.

The Company has fully complied with the regulations for public companies in disclosing information on the stock exchange.

b. Control of shareholders' equity:

The Company's charter capital has been maintained at 44.05 billion VND throughout the term, of which the capital contribution from the parent company, Vietnam Education Publishing House (VEPH), is 23.4 billion VND, accounting for

53.12%; and the contributions from other shareholders amount to 20.65 billion VND, accounting for 46.88%.

The company's shareholders' equity increased by nearly 12.29% during the term (from 70.98 billion VND in 2020 to 79.70 billion VND in 2024).

c. Control of dividend distribution and fund allocation:

The company always ensures that the dividend distribution is carried out according to the plan approved by the Annual General Meeting of Shareholders each year.

Regarding the distribution of net profit after tax: The company has allocated funds according to the annual profit distribution plan outlined in the resolutions of Annual General Meeting of Shareholders.

Regarding the remuneration of the Board of Directors (BOD) and the Supervisory Board (SB): The company has paid the remuneration for the BOD and SB in accordance with the regulations during the term.

3. Supervision of governance and management operations:

a. Members of the Board of Directors:

At the Annual General Meeting of Shareholders held on June 3rd, 2020, the Board of Directors was elected, consisting of 5 members:

1. Mrs. Phung Ngoc Hong, Chairwoman of the Board of Directors
2. Mr. Nguyen Thanh Anh, Member of the Board of Directors
3. Mrs. Do Thi Mai Anh, Member of the Board of Directors cum CEO
4. Mr. Pham Canh Toan, Member of the Board of Directors cum Deputy CEO
5. Mrs. Nguyen Mai Hoa, Member of the Board of Directors cum Chief Accountant

On January 14th, 2024, the company held an extraordinary General Meeting of Shareholders to dismiss the membership of the Board of Directors for those who had submitted their resignation requests (Mr. Pham Canh Toan and Mrs. Nguyen Mai Hoa) and to elect additional members to the BOD, including an independent BOD member in accordance with legal regulations. The adjusted BOD consists of the following members:

1. Mrs. Phung Ngoc Hong, Chairman of the Board of Directors
2. Mr. Nguyen Thanh Anh, Member of the Board of Directors
3. Mrs. Do Thi Mai Anh, Member of the Board of Directors cum CEO
4. Mr. Tran Le Quang, Member of the Board of Directors cum Deputy CEO
5. Mr. Vũ Bá Hoà, Independent Member of the Board of Directors

b. Supervision of the Board of Directors' activities:

During the term, the Board of Directors held 34 meetings (both in-person and online). All members attended the meetings in full compliance with the Company's Charter and the Board's operational regulations, with a high level of consensus among

the members. The BOD reviewed the annual business results, evaluated the effectiveness of investments, and discussed business strategies based on the resolutions approved by the company's Annual General Meeting of Shareholders.

The Board of Directors issued 35 Resolutions and 30 Decisions related to the Company's operations within the scope of the Board's responsibilities and authority. The Resolutions and Decisions were issued in accordance with the proper procedures, with complete legal basis as per regulations, and in alignment with the resolutions of the Annual General Meeting of Shareholders on the management of the company's business operations. The BOD's resolutions were issued in a timely manner, effectively fulfilling the Board's governance role while also meeting the operational management requirements of the Executive Board during the term.

The Board of Directors (BOD) supervises the Executive Board's activities in implementing the resolutions of the General Meeting of Shareholders and works with the Executive Board to direct and manage the company's business operations to achieve the targets approved in the resolutions of the Annual General Meeting of Shareholders.

Independent members of the BOD attended all the BOD meetings held in 2023 and 2024, contributing many valuable opinions and voting on each issue related to management and operational direction at the company.

Ensuring stable employee income. Fulfilling obligations regarding tax payments to the state, as well as social insurance, health insurance, and unemployment insurance contributions for employees throughout the term.

b. Supervision of the Executive Board's activities:

During the term, the Executive Board (EB) actively carried out tasks in accordance with the Company's Charter and internal regulations on corporate governance. The resolutions of the General Meeting of Shareholders and the Board of Directors (BOD) were implemented in a timely and effective manner by the EB. However, despite the achieved results, some objectives, such as divesting from affiliated companies (Books and Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Binh Duong, and the 104 Mai Thi Luu building), were not completed due to external factors..

The EB assigned specific tasks to each member or delegated responsibilities to management staff of specialized departments. At the same time, the EB maintained close supervision in managing, directing, and overseeing the specialized departments to ensure the active execution of assigned duties.

The EB proactively promoted the development of the retail market, managed the relocation of retail stores, and began transitioning sales methods (from traditional sales to online sales, etc.).

4. Evaluation of the coordination between the SB and the activities of the BOD and the EB

Throughout the term, the Supervisory Board was always provided with complete documentation and information in accordance with the provisions of the Enterprise Law, the Securities Law, and other relevant legal documents regarding the

SB's right to access information. Whenever the SB requested information related to the company's operations, the management team provided it in full as required.

The members of the SB regularly exchanged information and consulted on important issues in the management of the BOD and the EB.

Part 2.

Direction of the SB for the 2025-2030 Term

Performing the functions and tasks of the SB in accordance with the provisions of the Enterprise Law, the Company's Charter, the internal regulations on corporate governance, and the operational regulations of the SB.

Organizing regular meetings at least twice a year and hold extraordinary meetings to address and resolve urgent issues that arise.

Part 3.

CONCLUSION

- The Company's activities throughout the 2020-2025 term have always complied with the provisions of the Enterprise Law, the Company's Charter, relevant regulations, and fully adhered to the resolutions of the General Meeting of Shareholders and the resolutions of the Board of Directors.

- The SB has agreed on the report regarding the production and business results during the term of the Board of Directors.

- The SB's performance throughout the term reflects the efforts of each member, as well as the trust, support, and facilitation provided by the Board of Directors and the Executive Board.

On behalf of the SB, I would like to express my sincere gratitude for the trust and support from the General Meeting of Shareholders, the Board of Directors, and the Executive Board throughout the term, which has helped the SB complete its work effectively.

Sincerely./.

ON BEHALF OF THE SUPERVISORY BOARD
Head of Board

Recipients:

- Shareholders;
- Auditor of VEPH "for reporting";
- BOD, EB "for information";
- Members of SB;
- Archive: SB

Nguyen Thanh Huu

No :/SMN-HDQT

Ho Chi Minh City, April 24th, 2025

PROPOSAL
Regarding Agenda Items for Voting Approval
at the 2025 Annual General Meeting of Shareholders

To: The 2025 Annual General Meeting of Shareholders
South Books and Educational Equipment JSC

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, of the National Assembly of the Socialist Republic of Vietnam, effective from January 1st, 2021;
- Pursuant to the current Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company dated April 22nd, 2024;
- Pursuant to the Audited Financial Report for the year 2024;
- Based on the actual situation of the company,

The Board of Directors (BOD) of South Books and Educational Equipment Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the following matters:

1. Report on the Business Operations and Production Results (BOPS) for the Year 2024

- Total revenue and other income: 471,081,022,536 VND / 459,000,000,000 VND, achieving 102.63%.
- Profit before tax: 12,690,138,566 VND / 9,700,000,000 VND, achieving 130.83%.
- Profit margin on charter capital: 28.81% / 22.02%, achieving 130.83%.
- Labor cost per unit: 581 VND / 1,000 VND; profit before tax already includes wage expenses.

2. Audited Financial Report for the year 2024

The audited financial report for 2024 of South Books and Educational Equipment Joint Stock Company was independently audited by ECOVIS AFA VIETNAM Auditing, Valuation, and Consulting Co., Ltd.; and signed on March 5th, 2025.

3. Report on the Activities of the Board of Directors (BOD) for the 2020-2025 Term and Directions for the 2025-2030 Term

Attached report.

4. Report of the Supervisory Board (SB) for the 2020-2025 Term and Directions for the 2025-2030 Term

Attached report.

5. Allocation of profit after tax for 2024

- Dividend: 11%/year.
- Bonus fund: 10%.
- Welfare fund: 15%.
- Bonus fund for the management board: 5%.
- Development investment fund: The remaining after-tax profit, after dividend payments and mandatory fund allocations at the above ratio (maximum 30%).

6. Remuneration for the BOD and SB in 2024 and Proposed Remuneration for the BOD and SB in 2025

- Remuneration for the BOD and SB in 2024: 5% of profit after tax
- Proposed remuneration for the BOD and SB in 2025: 5% of profit after tax

7. Business Operation Targets for the year 2025

- Total revenue and other income: 403,300,000,000 VND.
- Profit before tax: 9,500,000,000 VND.
- Profit margin on charter capital: Minimum of 21.57%.
- Dividend: 10%/year.
- Authorizing the Board of Directors (BOD) to decide on the distribution of profit after tax in accordance with current laws and the Company's Charter, to determine labor cost per unit for employees to ensure stable income, and to adjust certain 2025 targets (increase or decrease) in the event of objective fluctuations due to external factors.

8. Expansion of Business Line

No.	Business Line	Business Code
1	Other uncategorized specialized wholesale Details: Trading other chemical substances (excluding those used in agriculture)	4669 46692

9. Amendment to the Company's Charter and Internal Corporate Governance Regulations in accordance with Circular No. 116/2020/TT-BTC dated December 31st, 2020, of the Ministry of Finance, providing guidelines for the implementation of certain articles on the administration of public companies under the Government's Decree No. 155/2020/NĐ-CP dated December 31st, 2020, elaborating on some provisions of the Securities Law.

10. Approval of the investment budget and authorization for BOD to proceed with the construction of a warehouse in Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City, on the leased land area of 5,000m²

Total estimated investment, construction, and related costs: 39,000,000,000 VND (in words: thirty-nine billion Vietnamese dong)

11. Approval of the BOD's delegating to the CEO to secure loans for business activities when needed.

Loan limit: 50,000,000,000 VND (fifty billion Vietnamese dong).

The borrowed capital must be used safely and effectively, and strictly for its intended purposes. Borrowing procedures must comply with current legal regulations and the Company's Charter.

12. Approval of all economic contracts for the purchase and sale of publications, printed materials, educational equipment, and other transactions in 2024 between Southern Company and major shareholders, associate companies, companies with contributed capital from a major shareholder, including HSBC Bank (Viet Nam) Ltd, Vietnam Education Publishing House Limited Company, Vietnam Education Publishing House in Ho Chi Minh City, Books and Educational Equipment JSC of Ho Chinh Minh City, HCMC Book Distribution Corporation (FAHASA), Books and Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Dong Nai, Books and Educational Equipment JSC of Lam Dong, Books and Educational Equipment JSC of Binh Thuan, other Books and Educational Equipment JS Companies with a value less than or greater than 35% of the total assets of Southern Company as recorded in the most recent financial statement, in accordance with the Enterprises Law No. 59/2020/QH14 dated June 17th, 2020.

The parent company – major shareholder, Vietnam Education Publishing House – currently owns 53.12% of the shares with voting rights in Southern Company, and the aforementioned customers are local distribution partners of the parent company, Vietnam Education Publishing House. Vietnam Education Publishing House in Ho Chi Minh City conducts annual transactions with Southern Company, including the trading of goods such as publications, printed materials, and educational equipment, with a value exceeding 35% of the total assets recorded in the most recent financial statement of the company.

13. Nomination of Candidates for the BOD and SB for the 2025-2030 Term by Major Shareholder Vietnam Education Publishing House

On April 15th, 2025, the major shareholder—parent company Vietnam Education Publishing House issued Document No. 1038/NXBGDVN regarding the nomination of candidates for the BOD and SB for the 2025-2030 term at South Books and Educational Equipment JSC as follows:

a. Information on BOD candidates (as per a, b, c):

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of birth</i>	<i>Professional qualifications</i>
1				
2				
3				
4				

5				
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a. Information on SB candidates (as per a, b, c):

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of birth</i>	<i>Professional qualifications</i>
1				
2				
3				

Sincerely reported./.

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

Recipients:

- As above;
- Board of Directors (BOD),
Supervisory Board (SB);
- Executive Board (EB)-CFO;
- Archived: Administration Department

Phung Ngoc Hong

No:/SMN-BKS

Ho Chi Minh City, April 24th, 2025

PROPOSAL
Regarding the request for voting opinions at the 2025 Annual General Meeting of Shareholders

To: The 2025 Annual General Meeting of Shareholders
South Books and Educational Equipment JSC

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020, effective from January 1st, 2021;
- Pursuant to the current Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company dated April 22nd, 2024;
- Pursuant to the Audited Financial Statement for the year 2024;
- Based on the actual situation of the company,

The Supervisory Board (SB) of South Books and Educational Equipment Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the following matters:

1. Approval of the list of independent auditing firms that meet the standards and qualifications as prescribed by the Ministry of Finance for the selection and signing of a contract to audit the 2025 financial statement, including:

- ECOVIS AFA VIETNAM Auditing, Valuation, and Consulting Co., Ltd.;
- AAC Auditing and Accounting Co., Ltd.

2. Authorization for the Board of Directors of the company to decide on the selection of an independent auditing firm from the above-mentioned list to conduct the semi-annual and annual financial statement audits for the year 2025 of the South Books and Educational Equipment Joint Stock Company.

Sincerely reported./.

**ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF BOARD**

Recipients:

- As above;
- Board of Directors (BOD),
Supervisory Board (SB);
- Executive Board (EB)-CFO;
- Archived: Administration Department

Nguyen Thanh Huu

No.:/NQ-DHĐCĐ

Ho Chi Minh City, April 24th, 2025

RESOLUTION
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JSC

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the current Charter of South Books and Educational Equipment Joint Stock Company amended in 2025;
- Based on the actual situation at the meeting,

The 2025 Annual General Meeting of Shareholders (AGMS) of South Books and Educational Equipment Joint Stock Company (Southern Company) was held at 8:00 AM on April 24th, 2025 at the Conference Hall of the Education Publishing House in HCMC at 231 Nguyen Van Cu Street, Ward 4, District 5, Ho Chi Minh City.

The Meeting was attended by .../... shareholders and authorized representatives, holding ... shares, accounting for ...% of voting shares.

The Meeting reviewed the reports presented, engaged in discussions, provided feedback, and voted to approve the following items:

1. Report on the Business Operations and Production Results for the Year 2024

- Total revenue and other income: 471,081,022,536 VND / 459,000,000,000 VND, achieving 102.63%.
- Profit before tax: 12,690,138,566 VND / 9,700,000,000 VND, achieving 130.83%.
- Profit margin on charter capital: 28.81% / 22.02%, achieving 130.83%.
- Labor cost per unit: 581đ / 1,000 VND profit before tax already includes wage expenses
 - Voted with% of approval, equivalent to shares with voting rights

2. Audited Financial Statement for the year 2024

The audited financial statement for the year 2024 of South Books and Educational Equipment Joint Stock Company was independently audited by ECOVIS AFA VIETNAM Auditing, Valuation, and Consulting Co., Ltd. and signed on March 5th, 2025.

- Voted with% of approval, equivalent to shares with voting rights

3. Report on the Activities of the Board of Directors (BOD) for the 2020-2025 Term and Directions for the 2025-2030 Term

- Voted with% of approval, equivalent to shares with voting rights

4. Report of the Supervisory Board (SB) for the 2020-2025 Term and Directions for the 2025-2030 Term

- Voted with% of approval, equivalent to shares with voting rights

5. Allocation of profit after tax for the year 2024

- Dividend: 11%/year.
- Bonus fund: 10%.
- Welfare fund: 15%.
- Bonus fund for the management board: 5%.
- Development investment fund: The remaining after-tax profit, after dividend payments and mandatory fund allocations at the above ratios (maximum 30%)
- Voted with% of approval, equivalent to shares with voting rights

6. Remuneration for the BOD and SB in 2024 and Proposed Remuneration for the BOD and SB in 2025

- Remuneration for the BOD and SB in 2024: 5% of profit after tax
- Proposed remuneration for the BOD and SB in 2025: 5% of profit after tax
- Voted with% of approval, equivalent to shares with voting rights

7. Business Operation Targets for the year 2025

- Total revenue and other income: 403,300,000,000 VND.
- Profit before tax: 9,500,000,000 VND.
- Profit margin on charter capital: Minimum of 21.57%.
- Dividend: 10%/year.
- Authorizing the Board of Directors (BOD) to decide on the distribution of profit after tax in accordance with the Company's Charter, to determine labor cost per unit for employees to ensure stable income, and to adjust certain 2025 targets (increase or decrease) in the event of objective fluctuations due to external factors.
- Voted with% of approval, equivalent to shares with voting rights.

8. Expansion of Business Line

No.	Business Line	Business Code
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1	Other uncategorized specialized wholesale Details: Trading other chemical substances (excluding those used in agriculture)	4669 46692
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- Voted with% of approval, equivalent to shares with voting rights.

9. Amendment to the Company's Charter and Internal Corporate Governance Regulations

In accordance with Circular No. 116/2020/TT-BTC dated December 31st, 2020, of the Ministry of Finance, providing guidelines for the implementation of certain articles on the administration of public companies under the Government's Decree No. 155/2020/NĐ-CP dated December 31st, 2020, elaborating on some provisions of the Securities Law.

- Voted with% of approval, equivalent to shares with voting rights.

10. Approval of the investment budget and authorization for BOD to proceed with the construction of a warehouse in Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City, on the leased land area of 5,000m²

Total estimated investment, construction, and related costs: 39,000,000,000 VND (in words: thirty-nine billion Vietnamese dong)

- Voted with% of approval, equivalent to shares with voting rights.

11. Approval of the BOD's delegating to the CEO to secure loans for business activities when needed.

Loan limit: 50,000,000,000 VND (fifty billion Vietnamese dong).

The borrowed capital must be used safely and effectively, and strictly for its intended purposes. Borrowing procedures must comply with current legal regulations and the Company's Charter.

- Voted with% of approval, equivalent to shares with voting rights.

12. Approval of all economic contracts for the purchase and sale of publications, printed materials, educational equipment, and other transactions in 2024 between Southern Company and major shareholders, associate companies, companies with contributed capital from a major shareholder, including HSBC Bank (Viet Nam) Ltd, Vietnam Education Publishing House Limited Company, Vietnam Education Publishing House in Ho Chi Minh City, Books and Educational Equipment JSC of Ho Chinh Minh City, HCMC Book Distribution Corporation (FAHASA), Books and Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Dong Nai, Books and Educational Equipment JSC of Lam Dong, Books and Educational Equipment JSC of Binh Thuan, and other Books and Educational Equipment JS Companies with a value less than or greater than 35% of the total assets of Southern Company as recorded in the most recent financial statement, in accordance with the Enterprises Law No. 59/2020/QH14 dated June 17th, 2020.

The parent company – major shareholder, Vietnam Education Publishing House – currently owns 53.12% of the shares with voting rights in Southern Company, and the aforementioned customers are local distribution partners of the parent company, Vietnam Education Publishing House. Vietnam Education Publishing House in Ho Chi Minh City conducts annual transactions with Southern Company, including the trading of goods such as publications, printed materials, and educational equipment, with a value exceeding 35% of the total assets recorded in the most recent financial statement of the company.

- Voted with% of approval, equivalent to shares with voting rights.

13. Approval of the list of independent auditing firms to select and sign a contract for auditing the 2025 Financial statement, including:

- ECOVIS AFA VIETNAM Auditing, Valuation, and Consulting Co., Ltd.;
- AAC Auditing and Accounting Co., Ltd.

Authorizing the BOD to decide on the selection of the independent auditing firm from the above list to perform the audit for the 2025 mid-year and full-year financial statements.

- Voted with% of approval, equivalent to shares with voting rights.

14. List of BOD Members for the Fourth Term (2025-2030)

- ...
- ...
- ...
- ...
- ...

Minutes of the Vote Counting for the Election of Board of Directors Members for Term IV (2025-2030) Attached.

15. List of SB Members for the Fourth Term (2025-2030)

- ...
- ...
- ...

Minutes of the Vote Counting for the Election of Board of Directors Members for Term IV (2025-2030) Attached.

This resolution was passed by the 2025 Annual General Meeting of Shareholders and assigned to the BOD and SB for implementation./.

**ON BEHALF OF THE GERNERAL MEETINGS OF
SHAREHOLDERS
CHAIRMAN OF THE MEETING - CHAIRMAN OF
THE BOD**

Recipients:

- Vietnam Education Publishing House 'for reporting';

- *SSC, Hanoi Stock Exchange 'for reporting';*
- *BOD, SB, Executive Board*
- *Shareholders (website sabee.vn);*
- *Archived: Administration Department*

Phung Ngoc Hong

VIETNAM EDUCATION PUBLISHING
HOUSE
SOUTH BOOKS AND EDUCATIONAL
EQUIPMENT JSC

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No:/SMN-DHĐCĐ

Ho Chi Minh City, April 24th, 2025

**MINUTES OF THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS
SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK
COMPANY**

Time: 8:00 AM, April 24th, 2025

Venue: Conference Hall of Vietnam Education Publishing House in Ho Chi Minh City.

Address: 231 Nguyen Van Cu, Ward 4, District 5, Ho Chi Minh City

**SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK
COMPANY**

Head Office: 231 Nguyen Van Cu Street, Ward 4, District 5, Ho Chi Minh City
Enterprise Registration Number: 0309902130
Stock Code: SMN

The company convened the 2025 Annual General Meeting of Shareholders with the following agenda, content, and key developments of the meeting:

Participants:

1. **Representatives of the Parent Company** – Vietnam Education Publishing House

2. **Board of Directors:**

- Mrs. Phung Ngoc Hong – Chairman of the Board of Directors
- Mr. Nguyen Thanh Anh – Member of the Board of Directors
- Mrs. Do Thi Mai Anh – Member of the Board of Directors, CEO
- Mr. Tran Le Quang – Member of the Board of Directors, Deputy CEO
- Mrs. Vu Ba Hoa – Independent Member of the Board of Directors

3. **The Supervisory Board of the company includes the following individuals:**

- Mr. Nguyen Thanh Huu – Head of the Supervisory Board
- Mr. Pham Duy Khanh – Member of the Supervisory Board
- Mrs. Mac Thi Hong Minh – Member of the Supervisory Board

4. **The Executive Board includes the following individuals:**

- Mrs. Do Thi Mai Anh – Member of the Board of Directors, CEO
- Mr. Tran Le Quang – Member of the Board of Directors, Deputy CEO
- Mr. Pham Canh Toan – Deputy CEO
- Mrs. Nguyen Mai Hoa – Chief Accountant

5. Attending Delegates:

The total number of delegates attending the General Meeting includes/... shareholders and authorized representatives, based on the list of shareholders of the South Books and Educational Equipment Joint Stock Company finalized by the Vietnam Securities Depository – Ho Chi Minh City Branch on March 17th, 2025. All delegates have completed registration procedures following the Company's Charter. The attending shareholders and authorized representatives represent a total of shares, accounting for% of the total voting shares. (Attached is the list of shareholders attending the meeting.)

II. LEGALITY AND VALIDITY OF THE GENERAL MEETING

Mr. Nguyen Thanh Huu, Head of the Supervisory Board, presented the report on verifying the eligibility of attending shareholders and shareholder representatives before the opening of the General Meeting (Minutes recorded at 8:27 AM):

- The number of shareholders and authorized representatives attending the meeting was shareholders, representing shares, accounting for% of the total voting shares.
- All shareholders and their representatives met the eligibility criteria to attend the General Meeting.
- According to the Enterprise Law and the Company's Charter, the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company, held on April 24, 2025, is deemed legal and valid.

III. AGENDA AND CONTENT OF THE GENERAL MEETING

1. Flag salute, declaration of reasons, and introduction of delegates.

2. Introduction and voting to approve the list of the Board of Chairman, Secretary, and Vote Counting Board — unanimously approved by 100% of attending shareholders and authorized representatives.

a. Board of Chairman includes:

- Mrs. Phung Ngoc Hong – Chairman of the Board of Directors
- Mrs. Do Thi Mai Anh – Member of the Board of Directors, CEO

b. Secretary includes:

- Mrs. Bui Tuyet Mai – Officer, Accounting and Finance Department
- Mrs. Man Minh Hue – Editor, Publishing and Communication Department

c. Vote Counting Board includes:

- Mr. Pham Ngoc Anh Tai – Head of Organization and Administration Department
- Mrs. Huynh Thi My Duyen – Deputy Head of Accounting and Finance Department
- Mrs. Huynh Thi Thanh Tam – Officer, Accounting and Finance Department
- Mr. Pham Duy Khanh – Officer, Planning and Business Department, Member of the Supervisory Board
- Mrs. Mac Thi Hong Minh – Officer, Retail Business Department, Member of the Supervisory Board

3. Approval of the Meeting Agenda and Working Regulations

100% of shareholders and authorized representatives attending the meeting approved the contents of the Agenda and the Working Regulations (attached).

4. Summary of the Meeting Proceedings:

a. Mrs. Phung Ngoc Hong, Chairman of the Board of Directors – Board of Chairman, presented the Report on the performance of the Board of Directors for the 2020–2025 term and the operational directions for the 2025–2030 term.

b. Mrs. Do Thi Mai Anh, Member of the Board of Directors, CEO – Board of Chairman, on behalf of the Executive Board, presented the 2024 Business Performance Report and 2025 Business Plan targets, including:

- 2024 Business Results:

+ Total revenue and other income: 471,081,022,536 VND / 459,000,000,000 VND, achieving 102.63%

+ Profit before tax: 12,690,138,566 VND / 9,700,000,000 VND, achieving 130.83%

+ Profit margin: 28.81% / 22.02%, achieving 130.83%

+ Labor cost per unit: 581đ / 1.000 VND; Profit before tax already includes wage expenses

- 2025 Business Targets:

+ Total revenue and other income: 403,300,000,000 VND

+ Profit before tax: 9,500,000,000 VND

+ Return on charter capital: 21.57%

+ Dividend: 10% per annum

c. Mr. Nguyen Thanh Huu, Head of the Supervisory Board, presented the Report on supervision results for the 2020–2025 term and directions for the 2025–2030 term.

d. Ms. Do Thi Mai Anh, Member of the Board of Directors and CEO, on behalf of the Board of Chairman, read the proposals seeking shareholders' approval on the following matters:

- 2024 Business Performance Report.
- 2024 Audited Financial Statement.
- BOD Report for the 2020–2025 term and directions for the 2025–2030 term.
- Supervisory Board Report for the 2020–2025 term and directions for 2025–2030.

- Profit distribution after tax for 2024.
- Remuneration for BOD and SB in 2024 and payment plan for the year 2025
- 2025 business targets and authorization for BOD to implement profit distribution and determine salary unit rate in 2025.
- Addition of business sectors.
- Amendments to the Company's Charter and internal governance regulations.
- Approval of investment budget and authorization for BOD to implement warehouse construction project at Tan Phu Trung Industrial Park, with a total estimated cost of 39,000,000,000 VND.
- Approval for BOD to authorize the CEO to obtain business loans as needed, with a credit limit of 50,000,000,000 VND.
- Approval of all economic contracts for the purchase and sale of publications, printed materials, educational equipment, and other transactions in 2025 between Southern Company and major shareholders, associate companies, companies with contributed capital from a major shareholder, including HSBC Bank (Viet Nam) Ltd, Vietnam Education Publishing House Limited Company, Vietnam Education Publishing House in Ho Chi Minh City, Books and Educational Equipment JSC of Ho Chinh Minh City, HCMC Book Distribution Corporation (FAHASA), Books and Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Dong Nai, Books and Educational Equipment JSC of Lam Dong, Books and Educational Equipment JSC of Binh Thuan, and other Books and Educational Equipment JS Companies with a value less than or greater than 35% of the total assets of Southern Company as recorded in the most recent financial statement, in accordance with the Enterprises Law No. 59/2020/QH14 dated June 17, 2020.

e. Mr. Nguyen Thanh Huu, Head of the Supervisory Board, read the proposal seeking approval of the list of independent audit firms for the 2025 financial audit and authorization for the BOD to implement the selection.

f. Mrs. Do Thi Mai Anh, Member of the BOD and CEO, on behalf of the Board of Chairman, presided over the discussion, received and addressed shareholders' opinions, and conducted voting on matters as per the Voting Ballot.

g. Opinions and statements of attending shareholders:

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- Mrs. Do Thi Mai Anh, Member of the Board of Directors and CEO, on behalf of the Board of Chairman, responded to and addressed the shareholders' opinions and statements.

h. Mr. Pham Ngoc Anh Tai, Head of the Vote Counting Board, conducted the voting process and reported the results (attached in the minutes).

i. Mrs. Phung Ngoc Hong, Chairman of the BOD, declared the end of the term for the BOD and the Supervisory Board - Term III (2020–2025).

j. Ms. Do Thi Mai Anh, on behalf of the Board of Chairman, introduced the nominated candidates for the BOD and Supervisory Board for Term IV (2025–2030):

❖ Board of Directors:

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of Birth</i>	<i>Professional qualifications</i>
1				
2				
3				
4				
5				

❖ Supervisory Board:

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of Birth</i>	<i>Professional qualifications</i>
1				
2				
3				

k. Mr. Pham Ngoc Anh Tai, Head of the Vote Counting Board, guided the election procedures for the BOD and Supervisory Board for Term IV (2025–2030), conducted the election, and announced the results.

l. Ms. Phung Ngoc Hong, Deputy CEO of Vietnam Education Publishing House, representative of the capital contribution from the parent company, delivered a speech and officially presented Document **No. 833/NXBGDVN dated April 17th, 2025**, regarding voting content at the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment JSC.

m. The newly elected members of the Board of Directors and the Supervisory Board for Term IV (2025–2030) were introduced to the General Meeting.

5. Matters Voted and Approved at the General Meeting:

The Vote Counting Board conducted voting by means of secret ballot and open voting on the matters submitted for shareholder consideration at the 2025 Annual General Meeting of Shareholders, in accordance with the Meeting's Working Regulations. After the counting process, which was conducted under the supervision of the Company's Supervisory Board, the Vote Counting Board unanimously agreed to record the minutes as follows:

- Total number of voting ballots issued: ballots, representing voting shares, equivalent to 100% of the total voting shares present at the meeting.

- Total number of ballots collected: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Total number of uncollected ballots: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Total number of valid ballots: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Total number of invalid ballots: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

Voting Results for the Agenda Items are as follows:

- **Item 1:** Report on Business Performance Results for the year 2024

Total revenue and other income: 471,081,022,536 VND / 459,000,000,000 VND, achieving 102.63%.

Profit before tax: 12,690,138,566 VND / 9,700,000,000 VND, achieving 130.83%.

Profit margin: 28.81% / 22.02%, achieving 130.83%.

Salary unit rate: 581 VND per 1,000 VND of pre-tax profit (including salary costs).

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 2: Audited Financial Statement for the year 2024

The Audited Financial Statement for the year 2024 of the South Company were independently audited by ECOVIS AFA VIETNAM Audit – Valuation and Consulting Co., Ltd., signed on March 5th, 2025.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 3: Report on the Activities of the Board of Directors for the 2020–2025 Term and the Directions for the 2025–2030 Term

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 4: Report on the Supervisory Board's Activities for the 2020-2025 Term and Directions for the 2025-2030 Term

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 5: Distribution of After-Tax Profit for the year 2024

Dividend: 11% per annum

Allocation to Bonus Fund: 10%

Allocation to Welfare Fund: 15%

Allocation to Executive Bonus Fund: 5%

Allocation to Development Investment Fund: The remaining after-tax profit after dividend payment and mandatory fund allocations as per the above ratios (maximum 30%).

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 6: Remuneration and Bonuses for the Board of Directors and the Supervisory Board in 2024 and Payment Plan for the year 2025

Payment of remuneration for the BOD and Supervisory Board in 2024: 5% of after-tax profit.

Payment of remuneration for the BOD and Supervisory Board in 2025: 5% of after-tax profit.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 7: 2025 Business Plan Targets and Profit Distribution Plan

Total revenue and other income: 403,300,000,000 VND.

Profit before tax: 9,500,000,000 VND.

Return on charter capital: 21.57%.

Dividend: 10% per annum.

Authorization for the Board of Directors to determine the distribution of after-tax profits in accordance with the Company's Charter and the salary unit rate to ensure stable employee income; also to adjust certain 2025 targets (increase or decrease) in case of objective fluctuations.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 8: Expansion of Business Lines

<i>No.</i>	<i>Business Line</i>	<i>Business Code</i>
1	Other uncategorized specialized wholesale Details: Trading other chemical substances (excluding those used in agriculture)	4669 46692

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 9: Amendment of the Company's Charter and Internal Corporate Governance Regulations

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 10: Approval of the investment budget and authorization for BOD to proceed with the construction of a warehouse in Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City, on the leased land area of 5,000m²

Total estimated investment, construction, and related costs: 39,000,000,000 VND (in words: thirty-nine billion Vietnamese dong).

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 11: Approval of the BOD's delegating to the CEO to secure loans for business activities when needed.

Loan limit: 50,000,000,000 VND (fifty billion Vietnamese dong).

The borrowed capital must be used safely and effectively, and strictly for its intended purposes. Borrowing procedures must comply with current legal regulations and the Company's Charter.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 12: Approval of all economic contracts for the purchase and sale of publications, printed materials, educational equipment, and other transactions in 2024 between Southern Company and major shareholders, associate companies, companies with contributed capital from a major shareholder, including HSBC Bank (Viet Nam) Ltd, Vietnam Education Publishing House Limited Company, Vietnam Education Publishing House in Ho Chi Minh City, Books and Educational Equipment JSC of Ho Chinh Minh City, HCMC Book Distribution Corporation (FAHASA), Books and

Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Dong Nai, Books and Educational Equipment JSC of Lam Dong, Books and Educational Equipment JSC of Binh Thuan, and other Books and Educational Equipment JS Companies with a value less than or greater than 35% of the total assets of Southern Company as recorded in the most recent financial statement, in accordance with the Enterprises Law No. 59/2020/QH14 dated June 17th, 2020.

The parent company – major shareholder, Vietnam Education Publishing House – currently owns 53.12% of the shares with voting rights in Southern Company, and the aforementioned customers are local distribution partners of the parent company, Vietnam Education Publishing House. Vietnam Education Publishing House in Ho Chi Minh City conducts annual transactions with Southern Company, including the trading of goods such as publications, printed materials, and educational equipment, with a value exceeding 35% of the total assets recorded in the most recent financial statement of the company.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Item 13:** Approval of the list of independent auditing firms eligible for selection to audit the 2025 financial statement, including:

ECOVIS AFA VIETNAM Audit – Valuation and Consulting Co., Ltd.;

AAC Auditing and Accounting Co., Ltd.

The General Meeting authorized the Board of Directors to select one of the above-listed firms to conduct the audit of both the semi-annual and annual financial statement for the year 2025.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

6. Election Results for the Board of Directors and Supervisory Board – Term IV (2025–2030):

The Vote Counting Board announced the election rules and organized the voting process in accordance with the regulations. After the vote counting process, conducted under the supervision of the General Meeting’s Organizing Board, the Vote Counting Board unanimously agreed to record the minutes as follows:

6.1. Election of Board of Directors Members (Term 2025–2030):

- Total number of ballots issued: ... ballots, representing ... voting shares.
- Total number of ballots collected: ... ballots, representing ... voting shares.
- Total number of valid ballots: ... ballots, representing ... voting shares.
- Total number of invalid ballots: ... ballots, representing ... voting shares.

Election results for the Board of Directors:

No.	Full name	Number of Votes Received	Equivalent Voting Shares	Percentage (%)
1				
2				
3				
4				
5				

6.2. Election of Members of the Supervisory Board (Term 2025–2030):

- Total number of ballots issued: ... ballots, representing ... voting shares.
- Total number of ballots collected: ... ballots, representing ... voting shares.
- Total number of valid ballots: ... ballots, representing ... voting shares.
- Total number of invalid ballots: ... ballots, representing ... voting shares.

Election results for Members of the Supervisory Board:

No.	Full name	Number of Votes Received	Equivalent Voting Shares	Percentage (%)
1				
2				

7. Approval of the Minutes and Resolution of the Annual General Meeting of Shareholders:

- Mrs. Man Minh Hue – on behalf of the Secretary – read the draft Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.
- Mrs. Do Thi Mai Anh – on behalf of the Board of Chairman – declared the approval of the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.

100% of shareholders and authorized representatives attending the meeting approved the documents.

The 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company concluded at 11:30 AM on the same day./.

SECRETARY OF THE MEETING

**ON BEHALF OF THE GENERAL
MEETING
CHAIRMAN OF THE MEETING**

MAN MINH HUE

PHUNG NGOC HONG

Ho Chi Minh City, April 24th, 2025

**VOTE COUNTING MINUTES ON THE RESOLUTIONS AT THE
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK
COMPANY**

Today, April 24th, 2025, we were elected by the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company to serve on the Vote Counting Board, consisting of the following members:

1. Mr. Pham Ngoc Anh Tai – Head of Board
2. Mrs. Huynh Thi My Duyen
3. Mrs. Huynh Thi Thanh Tam
4. Mr. Pham Duy Khanh – Member of the Supervisory Board
5. Ms. Mac Thi Hong Minh – Member of the Supervisory Board

The Vote Counting Board collected votes through secret ballots and open voting on matters submitted for shareholder approval at the 2025 Annual General Meeting of Shareholders by the Meeting's Working Regulations. After counting the votes under the supervision of the Company's Supervisory Board, the Vote Counting Board mutually recorded the following minutes:

- Total number of voting ballots issued: ballots, representing voting shares, equivalent to 100% of the voting shares present at the meeting.
- Total number of ballots collected: ballots, representing voting shares, equivalent to% of the voting shares present at the meeting.
- Total number of ballots not returned: ballots, representing voting shares, equivalent to% of the voting shares present at the Meeting.

- Total number of valid ballots: ballots, representing voting shares, equivalent to% of the voting shares present at the meeting.

- ● Total number of invalid ballots: ballots, representing voting shares, equivalent to% of the voting shares present at the Meeting.

Voting Results for the Agenda Items are as follows:

Item 1: Report on the Business Operations Results for the year 2024

Total revenue and other income: 471,081,022,536 VND / 459,000,000,000 VND, achieving 102.63%.

Profit before tax: 12,690,138,566 VND / 9,700,000,000 VND, achieving 130.83%.

Profit margin on charter capital: 28.81% / 22.02%, achieving 130.83%.

Labor cost per unit: 581 VND / 1,000 VND; Profit before tax already includes wage expenses.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 2: Audited Financial Statement for the year 2024

The Audited Financial Statement for the year 2024 of the South Company were independently audited by ECOVIS AFA VIETNAM Audit – Valuation and Consulting Co., Ltd., signed on March 5th, 2025.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 3: Report on the Activities of the Board of Directors for the 2020–2025 Term and the Directions for the 2025–2030 Term

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

Report on the Supervisory Board's Activities for the 2020-2025 Term and Directions for the 2025-2030 Term

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 5: Distribution of After-Tax Profit for the year 2024

Dividend: 11% per annum

Allocation to Bonus Fund: 10%

Allocation to Welfare Fund: 15%

Allocation to Executive Bonus Fund: 5%

Allocation to Development Investment Fund: The remaining after-tax profit after dividend payment and mandatory fund allocations as per the above ratios (maximum 30%).

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- Item 6: Remuneration and Bonuses for the Board of Directors and the Supervisory Board in 2024 and Payment Plan for the year 2025

Payment of remuneration for the BOD and Supervisory Board in 2024: 5% of after-tax profit.

Payment of remuneration for the BOD and Supervisory Board in 2025: 5% of after-tax profit.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Nội dung 7:** Chỉ tiêu kế hoạch sản xuất kinh doanh và phương án phân phối lợi nhuận năm 2025

- **Item 7:** 2025 Business Plan Targets and Profit Distribution Plan

Total revenue and other income: 403,300,000,000 VND.

Profit before tax: 9,500,000,000 VND.

Return on charter capital: 21.57%.

Dividend: 10% per annum.

Authorization for the Board of Directors to determine the distribution of after-tax profits in accordance with the Company's Charter and the salary unit rate to ensure stable employee income; also to adjust certain 2025 targets (increase or decrease) in case of objective fluctuations.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Item 8:** Expansion of Business Lines

<i>No.</i>	<i>Business Line</i>	<i>Business Code</i>
1	Other uncategorized specialized wholesale Details: Trading other chemical substances (excluding those used in agriculture)	4669 46692

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Item 9:** Amendment of the Company's Charter and Internal Corporate Governance Regulations

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Item 10:** *Approval of the investment budget and authorization for BOD to proceed with the construction of a warehouse in Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City, on the leased land area of 5,000m²*

Total estimated investment, construction, and related costs: 39,000,000,000 VND (in words: thirty-nine billion Vietnamese dong).

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Item 11:** Approval of the BOD's delegating to the CEO to secure loans for business activities when needed.

Loan limit: 50,000,000,000 VND (fifty billion Vietnamese dong).

The borrowed capital must be used safely and effectively, and strictly for its intended purposes. Borrowing procedures must comply with current legal regulations and the Company's Charter.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Item 12:** Approval of all economic contracts for the purchase and sale of publications, printed materials, educational equipment, and other transactions in 2024 between Southern Company and major shareholders, associate companies, companies with contributed capital from a major shareholder, including HSBC Bank (Viet Nam) Ltd, Vietnam Education Publishing House Limited Company, Vietnam Education Publishing House in Ho Chi Minh City, Books and Educational Equipment JSC of Ho Chinh Minh City, HCMC Book Distribution Corporation (FAHASA), Books and Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Dong Nai, Books and Educational Equipment JSC of Lam Dong, Books and Educational Equipment JSC of Binh Thuan, and other Books and Educational Equipment JS Companies with a value less than or greater than 35% of the total assets of Southern Company as recorded in the most recent financial statement, in accordance with the Enterprises Law No. 59/2020/QH14 dated June 17th, 2020.

The parent company – major shareholder, Vietnam Education Publishing House – currently owns 53.12% of the shares with voting rights in Southern Company, and the aforementioned customers are local distribution partners of the parent company, Vietnam Education Publishing House. Vietnam Education Publishing House in Ho Chi Minh City conducts annual transactions with Southern Company, including the trading of goods such as publications, printed materials, and educational equipment, with a value exceeding 35% of the total assets recorded in the most recent financial statement of the company.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

- **Item 13:** Approved the list of independent auditing firms eligible for selection to audit the 2025 financial statement, including:

ECOVIS AFA VIETNAM Audit – Valuation and Consulting Co., Ltd.;

AAC Auditing and Accounting Co., Ltd.

The General Meeting authorized the Board of Directors to select one of the above-listed firms to conduct the audit of both the semi-annual and annual financial statement for the year 2025.

+ Total number of votes in favor: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of votes against: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

+ Total number of abstentions: ballots, representing voting shares, equivalent to% of the total voting shares present at the meeting.

This minutes was prepared at 10:30 AM on the same day./.

**ON BEHALF OF THE VOTE COUNTING BOARD
HEAD OF BOARD**

Pham Ngoc Anh Tai

Ho Chi Minh City, April 24th, 2025

**MINUTES OF BALLOT COUNTING FOR THE ELECTION OF BOARD OF
DIRECTORS AND SUPERVISORY BOARD**

**SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK
JOINT STOCK COMPANY
TERM IV (2025 – 2030)**

Today, April 24th, 2025, we were elected by the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company to the Vote Counting Board, including:

1. Mr. Pham Ngoc Anh Tai - Head of Vote Counting Board
2. Mrs. Huynh Thi My Duyen
3. Mrs. Huynh Thi Thanh Tam
4. Mr. Pham Duy Khanh, Member of Supervisory Board
5. Mrs. Mac Thi Hong Minh, Member of Supervisory Board

The Vote Counting Board announced the election rules and organized the voting process in accordance with the regulations. After the vote counting process, conducted under the supervision of the General Meeting's Organizing Board, the Vote Counting Board unanimously agreed to record the minutes as follows:

I. ELECTION OF BOARD OF DIRECTORS (TERM 2025-2030)

- Total number of ballots issued: ... ballots, representing ... voting shares.
- Total number of ballots collected: ... ballots, representing ... voting shares.
- Total number of valid ballots: ... ballots, representing ... voting shares.
- Total number of invalid ballots: ... ballots, representing ... voting shares.

Election results for the Board of Directors:

No.	Full name	Number of Votes Received	Equivalent Voting Shares	Percentage (%)
1				
2				
3				
4				
5				

According to the provisions of the Enterprise Law and the Company's Charter, and based on the vote counting results, the following individuals have been elected as Members of the Board of Directors of South Books and Educational Equipment Joint

Stock Company for Term IV (2025–2030), listed in descending order of votes received:

- 1. ...
- 2. ...
- 3. ...
- 4. ...
- 5. ...

II. Election of Members of the Supervisory Board (Term 2025–2030):

- Total number of ballots issued: ... ballots, representing ... voting shares.
- Total number of ballots collected: ... ballots, representing ... voting shares.
- Total number of valid ballots: ... ballots, representing ... voting shares.
- Total number of invalid ballots: ... ballots, representing ... voting shares.

Election results for Members of the Supervisory Board:

No.	Full Name	Number of Votes Received	Equivalent Voting Shares	Percentage (%)
1				
2				
3				

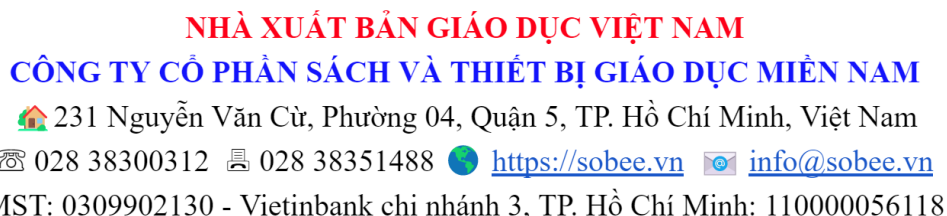
According to the provisions of the Enterprise Law and the Company’s Charter, and based on the vote counting results, the following individuals have been elected as Members of the Supervisory Board of South Books and Educational Equipment Joint Stock Company for Term IV (2025–2030), listed in descending order of votes received:

- 1. ...
- 2. ...
- 3. ...

These minutes were prepared at 10:00 AM on the same day./.

**ON BEHALF OF THE ELECTION BOARD
HEAD OF BOARD**

Pham Ngoc Anh Tai



AT ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

(April 24th, 2025)

Shareholder full name/ Representative full name:

Shareholder code/ Representative code:

NUMBER OF VOTING SHARES

.....

Including: - Number of shares owned :

- Number of shares authorized :

Information on authorized shareholders for meeting attendance and voting:

<i>No.</i>	<i>Shareholder full name</i>	<i>Shareholder code</i>	<i>Voting shares</i>
1			
2			
3			
...			



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM
🏠 231 Nguyễn Văn Cừ, Phường 04, Quận 5, TP. Hồ Chí Minh, Việt Nam
☎ 028 38300312 📠 028 38351488 🌐 <https://sobee.vn> ✉ info@sobee.vn
MST: 0309902130 - Vietinbank chi nhánh 3, TP. Hồ Chí Minh: 110000056118

VOTING BALLOTS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Shareholder/Representative Name:

Shareholder/Delegate Code:

NUMBER OF VOTING SHARES

.....

Including: - Number of owned shares :

 - Number of authorized shares :

Voting Item	Approval	Disapproval	Abstention
Item 1: Report on Business Performance Results for the year 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2: Audited Financial Statement for the year 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3: Report on the Activities of the Board of Directors for the 2020–2025 Term and the Directions for the 2025–2030 Term	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4: Report on the Supervisory Board's Activities for the 2020-2025 Term and Directions for the 2025-2030 Term	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5: Distribution of After-Tax Profit for the year 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6: Remuneration and Bonuses for the Board of Directors and the Supervisory Board in 2024 and Payment Plan for the year 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7: 2025 Business Plan Targets and Profit Distribution Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8: Expansion of Business Lines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9: Amendment of the Company's Charter and Internal Corporate Governance Regulations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 10: Approval of the investment budget and authorization for the Board of Directors to proceed with the construction of a warehouse in Tân Phú Trung Industrial Park, with a total estimated construction cost of 39 billion VND.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting Item	Approval	Disapproval	Abstention
Item 11: Approval of the BOD's delegating to the CEO to secure loans for business activities when needed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 12: Approval of all economic contracts for the purchase and sale of publications, printed materials, educational equipment, and other transactions in 2024 between Southern Company and major shareholders, associate companies, companies with contributed capital from a major shareholder, including HSBC Bank (Viet Nam) Ltd, Vietnam Education Publishing House Limited Company, Vietnam Education Publishing House in Ho Chi Minh City, Books and Educational Equipment JSC of Ho Chinh Minh City, HCMC Book Distribution Corporation (FAHASA), Books and Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Dong Nai, Books and Educational Equipment JSC of Lam Dong, Books and Educational Equipment JSC of Binh Thuan, and other Books and Educational Equipment JS Companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 13: The list of independent auditing firms eligible for selection to audit the 2025 financial statement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ho Chi Minh City, April 24th, 2025

Shareholder

(Signature and full name)

Instructions:

Delegates shall vote by marking an "X" or "✓" in **ONE** of the options: Approval, Disapproval, or Abstention for each voting item.



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM

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MST: 0309902130 - Vietinbank chi nhánh 3, TP. Hồ Chí Minh: 110000056118

BALLOT PAPER FOR BOARD OF DIRECTORS MEMBERS ELECTION
Term IV (2025 – 2030)

Shareholder code:

Shareholder name:

Number of shares owned: share(s)

Number of shares authorised: share(s)

Total number of shares owned and authorised: share(s)

Number of voting shares: **share(s)**

The names of the candidates (arranged alphabetically) for the election of members of Board of Directors for Term IV (2025 – 2030) are as follows:

<i>No.</i>	<i>Full name of candidate</i>	<i>Number of share</i>
1		
2		
3		
4		
5		

Ho Chi Minh City, April 24th, 2025

Shareholder
(Signature and full name)



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM

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BALLOT PAPER FOR SUPERVISORY BOARD MEMBERS ELECTION
Term IV (2025 – 2030)

Shareholder code:

Shareholder name:

Number of shares owned: share(s)

Number of shares authorised: share(s)

Total number of shares owned and authorised: share(s)

Number of voting shares: **share(s)**

The names of the candidates (arranged alphabetically) for the election of members of Supervisory Board for Term IV (2025 – 2030) are as follows:

<i>No.</i>	<i>Full name of candidate</i>	<i>Number of share</i>
1		
2		
3		

Ho Chi Minh City, April 24th, 2025

Shareholder
(Signature and full name)

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

CHARTER

SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JSC

Ho Chi Minh City, April 22nd, 2021

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INTRODUCTION

This Charter was adopted pursuant to Resolution No. 105/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 22nd, 2025.

I. DEFINITIONS OF TERMS IN THE CORPORATE CHARTER

Article 1. Explanations of Terms

1. In this Charter, the following terms shall be understood as follows:
 - a. "Charter capital" is the total par value of shares sold or registered for purchase when establishing the Company, as regulated in Article 6 of this Charter;
 - b. "Voting Capital" refers to share capital, whereby the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
 - c. "Enterprise Law" means Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020, passed by the National Assembly of the Socialist Republic of Vietnam;
 - d. "Securities Law" refers to Securities Law No. 54/2019/QH14, passed by the National Assembly on November 26th, 2019;
 - e. "Vietnam" refers to the Socialist Republic of Vietnam;
 - f. "Date of Establishment" refers to the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and other equivalent documents);
 - g. "Corporate Executives" refer to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter;
 - h. "Company managers" include members of the Board of Directors, Chief Executive Officer (CEO), Deputy CEO, and other individuals appointed by the Board of Directors in accordance with the company's regulations of the charter;
 - i. "Related Person" refers to individuals or organizations as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;
 - j. "Shareholder" refers to organizations or individuals who own at least one share of the company;

k. "Founding shareholder" is a shareholder who owns at least one ordinary share and signs in the list of founding shareholders of a joint-stock company;

l. "Major Shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law.

m. "Operating period" refers to the operating period of the company as stipulated in Article 2 of this Charter and any extension period (if applicable) approved by the General Meeting of Shareholders of the company through a Resolution;

n. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any other provisions or legal texts shall include amendments or replacement legal texts.

3. The headings (Chapter, Section, Article) in this Charter are included for convenience of reference and do not affect the meaning in this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operating Period of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM
- English name: SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY
- Transaction name: SOUTHERN COMPANY (SOBEE)
- Tên viết tắt: SOBEE JSC.

2. The company is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.

3. The registered headquarters of the Company is:

- **Address:** 231 Nguyen Van Cu, Ward 4, District 5, Ho Chi Minh City, Vietnam.
- Phone Number: 028 38300312
- Fax: 028 38351488
- Email: sobeejsc@yahoo.com
- Website: sobee.vn

4. The Company can establish branches and representative offices in its business areas to achieve its operational objectives, in accordance with the resolutions of the Board of Directors and within the limits of the law.

5. Unless terminated early under Clause 2, Article 59, or extended under Article 60 of this Charter, the Company's duration shall be indefinite from the date of its establishment.

Article 3. Legal Representative of the Company

1. The General Director or CEO is the legal representative of the company.

2. Responsibilities of the legal representative of the company:

a. Carry out assigned rights and obligations honestly, diligently, and to the best of their ability to ensure the lawful interests of the company;

b. Be loyal to the interests of the company; do not use information, trade secrets, business opportunities, or abuse their position, position, or other assets of the enterprise for personal gain or for the benefit of other organizations or individuals;

c. Timely, fully, and accurately notify the Company about oneself or any related person who owns or holds controlling shares or capital contributions in other enterprises;

d. The legal representative of the company is personally responsible for damages to the company resulting from violations of obligations stated above.

3. Rights and Obligations of the Legal Representative:

a. Organizing and implementing the resolutions of the Board of Directors;

b. Organizing and implementing the Company's business plans and investment strategies;

c. Deciding on matters related to the Company's daily business operations without requiring a resolution from the Board of Directors;

d. Proposing organizational structure plans and internal management regulations of the Company;

e. Proposing to the Board of Directors the appointment, dismissal, and removal of managerial positions within the Company;

f. Deciding on salaries and other benefits for employees in the company;

g. Recruiting employees;

h. Proposing a plan for dividend distribution or handling business losses;

- i. Other rights and obligations as stipulated by law, the Company's Charter, and resolutions of the Board of Directors (if any).

III. OBJECTIVES AND SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of Activities

1. The company's business *sectors*::

- *Publishing books, periodicals, and other publishing activities.*
- *Printing and related printing services.*
- *Trading books, newspapers, magazines, and stationery.*
- *Retailing and trading books, newspapers, magazines, stationery, toys, games, audio and video discs, pictures, beds, cabinets, tables, chairs, furniture, household electrical appliances, lamps and lighting fixtures, household goods, clothing, footwear, leather and faux leather products, and other goods in specialized stores.*
- *Wholesale trading: materials, equipment, teaching supplies, school interior and exterior furnishings, toys, games, electrical and electronic devices; trade beds, cabinets, tables, chairs, and similar furniture.*
- *Trading media items: recorded audio and video CDs, DVDs (including blank tapes and discs).*
- *Manufacturing office machinery, equipment, teaching supplies, and school interior and exterior furnishings.*
- *Manufacturing beds, cabinets, tables, chairs, toys, and games.*
- *Acting as an agent for purchasing, selling, consignment of goods, commercial brokerage, and auctioning.*
- *Constructing various types of buildings and completing construction projects.*
- *Providing educational support services.*
- *Engaging in other professional, scientific, and technological activities: editing, compiling books, and translation.*
- *Trading and retailing mobile swimming pools.*
- *Trading and retailing chemicals.*

2. The company's operational objectives:

Distribute books and educational products of Vietnam Education Publishing House and the company to local school equipment and book companies, as well as customers and partners, to serve students, teachers, and the public in southern provinces and cities.

Article 5. Scope of Business and Activities

The company is authorized to conduct business activities in the sectors specified in this Charter, as registered, notified of any changes to the business registration authority, and published on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is VND 44,050,000,000 (Forty-four billion, fifty million Vietnamese dong).

The company's total charter capital is divided into 4,405,000 shares, with a par value of VND 10,000 per share (ten thousand Vietnamese dong per share).

2. The company may increase its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

3. As of the date this Charter is adopted, the company's shares consist of common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.

4. The company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

5. The names, addresses, number of shares, and other information regarding the founding shareholders, as stipulated by the Enterprise Law, are provided in Appendix I attached hereto. This appendix is an integral part of this Charter.

6. Common shares must be offered on a priority basis to existing shareholders in proportion to their ownership of common shares in the company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed by shareholders will be handled at the discretion of the Board of Directors. The Board of Directors may allocate these shares to other parties under conditions and methods it deems appropriate, but it may not sell these shares under more favorable conditions than those offered to existing

shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The company may repurchase its issued shares in accordance with the methods specified in this Charter and applicable laws. The shares repurchased by the company shall be considered treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter, the Securities Law, and relevant guiding regulations.

8. The company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

Article 7. Share Certificates

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. A share certificate is a document issued by the company, an accounting entry, or an electronic record that confirms ownership of one or a certain number of shares. The share certificate must bear the company's seal and be signed by the company's legal representative in accordance with the provisions of the Enterprise Law. It must clearly state the number and type of shares held by the shareholder, the shareholder's full name, and other relevant information as required by the Enterprise Law.

3. Within thirty (30) days from the date of submission of a complete application for share ownership transfer as prescribed by the company, or within thirty (30) days (or another period specified in the issuance terms) from the date of full payment for the purchased shares as stipulated in the company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the company for the cost of printing the share certificate.

4. In case a share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request the issuance of a new share certificate, provided that they supply information regarding the damaged, erased, lost, stolen, or destroyed certificate and commit to taking responsibility for any disputes arising from the reissuance of the new share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the company shall bear the company's seal and the specimen signature of the company's legal representative.

Article 9. Share Transfer

1. All shares are freely transferable unless otherwise stipulated by this Charter and applicable laws. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with securities laws and stock market regulations.

2. Shares that have not been fully paid for may not be transferred and shall not entitle the holder to related benefits, including the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Share Recapture (for cases of business registration)

1. In the event that a Shareholder fails to fully and timely pay the required amount for purchasing shares, the Board of Directors shall notify and have the right to demand the Shareholder to make the remaining payment along with interest on that amount and any expenses incurred due to the non-payment, as regulated.

2. The aforementioned payment notice must clearly state the new payment deadline (which must be a minimum of seven (07) days from the date of notification), the place of payment, and specify that in the event of non-compliance with the requirements, the remaining shares will be recaptured.

3. The Board of Directors has the right to recapture those shares that have not been fully and timely paid if the requirements specified in the aforementioned notice are not fulfilled.

4. The recaptured shares shall become the company's assets and shall be considered shares eligible for sale as regulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or through authorization sell, redistribute, or settle them to the previous shareholder of the recaptured shares or other parties under conditions and methods deemed appropriate by the Board of Directors.

5. A shareholder holding recaptured shares must relinquish their shareholder status for those shares but remains liable for financial obligations of the Company corresponding to the total par value of the registered shares they had subscribed to at the time of recapture, as determined by the Board of Directors. This liability continues from the date of recapture until the payment is executed. The Board of Directors has full authority to enforce payment of the entire share value at the time of recapture.

6. The recapture notice shall be sent to the holder of the recaptured shares prior to the recapture. The recapture remains valid even in cases of errors or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational Structure, Governance, and Control

The organizational structure for management, governance, and supervision of the Company shall be implemented in accordance with point a, clause 1, Article 137 of the Law on Enterprises, including:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. Supervisory Board;
4. The Chief Executive Officer.

The Company is a subsidiary of Vietnam Education Publishing House Limited Company (VEPH) – under the Ministry of Education and Training – with VEPH holding more than 50% of the charter capital. The Company is obligated to comply with the regulations, policies, and operational procedures of the parent-subsidary corporate group as issued by VEPH.

The Company is an enterprise involved in carrying out specific stages or the entire process of publishing books and educational equipment under the responsibility of VEPH in accordance with legal regulations. The Company maintains a long-term partnership with VEPH in terms of economic benefits, technology, market, and business services.

In cases where VEPH holds a non-controlling stake in the Company, but the Company voluntarily joins the parent-subsidary corporate group of VEPH, and VEPH retains controlling rights through a legally compliant agreement between both parties.

VI. SHAREHOLDERS, GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' Rights

1. Ordinary shareholders have the following rights:
 - a. Attending and expressing opinions at the General Meeting of Shareholders and exercising voting rights directly at the General Meeting of Shareholders, through an authorized representative, or in other forms as

stipulated by the Company's Charter and applicable laws. Each common share is entitled to one voting right;

b. Receiving dividends according to the resolutions of the General Shareholders' Meeting;

c. Freely transferring fully paid shares in accordance with this Charter and current laws, except for cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law, and other relevant legal regulations;

d. Enjoying priority to purchase newly issued shares corresponding to the proportion of common shares they own;

e. Reviewing, accessing, and extracting information regarding their names and contact addresses in the list of voting shareholders; request the correction of their inaccurate information;

f. Having full access to periodic and extraordinary information disclosed by the Company in accordance with legal regulations;

g. Reviewing, accessing, extracting, or making copies of the Company's Charter, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;

h. In the event of the Company's dissolution or bankruptcy, shareholders are entitled to receive a portion of the remaining assets corresponding to their share ownership ratio in the Company;

i. Requesting the Company to repurchase their shares in cases specified under Article 132 of the Enterprise Law;

j. Being treated equally, as each share of the same type grants its owner the same rights, obligations, and benefits. Shareholders are entitled to the protection of their legal rights and interests and may request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

k. Other rights as prescribed by law and this Charter.

2. A shareholder or a group of shareholders holding at least 5% of the total common shares have the following rights:

a. Requesting the convocation of the General Meeting of Shareholders in accordance with Clause 3 of Article 115 of the Enterprise Law;

b. Accessing, searching, extracting records and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports the Supervisory Board, contracts, transactions that must go through the Board of Directors, and other documents, except for documents related to the trade secrets, business secrets of the Company;

c. Requesting the Supervisory Board to examine specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following details: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise code or legal identification document number, and registered headquarters address for institutional shareholders; number of shares and the time of share registration for each shareholder; total number of shares held by the group of shareholders and their ownership percentage in the Company's total shares; the specific issue to be examined and the purpose of the examination;

d. Proposing matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, quantity of each type of shares held by the shareholder, and the matter proposed to be included in the agenda;

e. Other rights as prescribed by law and the Company's Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total outstanding common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination of individuals to the Board of Directors is carried out as follows:

a. Ordinary shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the holding of the group meeting to shareholders attending the General Shareholders' Meeting before its commencement;

b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders stipulated in this provision have the right to nominate one or several individuals as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Shareholders' Obligations

Ordinary shareholders of the Company have the following obligations:

1. Fully and timely paying for the shares committed to purchase.

2. Not withdrawing the contributed capital in the form of ordinary shares from the Company, except when the Company or another party repurchases the shares. In case a shareholder withdraws a part or the entire contributed capital contrary to this provision, That shareholder and related beneficiaries in the

Company shall be jointly liable for the Company's debts and other financial obligations within the value of the withdrawn shares and any resulting damages.

3. Complying with the Company's Charter and Internal Management Regulations;

4. Complying with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Safeguarding the information provided by the Company in accordance with the Company's Charter and the law; use the information provided only to exercise and protect their legitimate rights and interests; prohibit the dissemination or reproduction of the information provided by the Company to other organizations or individuals.

6. Attending and voting at general meetings under the following circumstances:

- a. Attending and voting in person at the meeting;
- b. Authorizing an individual or organization to attend and vote at the meeting;
- c. Attending and voting through online conferences, electronic voting, or other electronic means;
- d. Sending voting cards/proxies to the meeting via mail, fax, or email.

7. Taking personal responsibility when acting on behalf of the Company in any form to carry out one of the following actions:

- a. Violating the law;
- b. Conducting business and other transactions for the benefit of or to serve the interests of other organizations or individuals;
- c. Prepaying debts before they become due, in the face of potential financial risks to the Company.

8. Fulfilling other obligations as stipulated by the current laws.

Article 14. The General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes once (01) per year and within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may decide to extend the convening of the annual general meeting if necessary, but not more than six (06) months from the end of the fiscal year. In addition to the Annual General Meeting of Shareholders, the General Meeting of Shareholders may hold extraordinary

meetings. The meeting location shall be determined as the place where the chairman attends and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, particularly the approval of annual financial statements and the budget for the next fiscal year. In cases where the Company's audited financial statements contain material exclusions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the financial audit to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending the meeting and providing explanations on relevant matters.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the interests of the Company;

b. The remaining number of members in the Board of Directors or the Supervisory Board is less than the minimum required by law;

c. Upon the request of a shareholder or a group of shareholders as specified in Article 22, Clause 2 of this Charter; The request to convene the General Shareholders' Meeting must be in writing, stating the reasons and purpose of the meeting, and must bear the sufficient signatures of the relevant shareholders, or the written request must be prepared in multiple copies and contain the sufficient signatures of the related shareholders;

d. At the request of the Supervisory Board;

e. Other cases as prescribed by law and this Charter.

4. Convene an Extraordinary General Meeting of Shareholders.

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date when the remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the threshold specified in point b, clause 3 of this Article, or from the date of receiving a request as stipulated in points c and d, clause 3 of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, the Supervisory Board must, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with clause 3, Article 140 of the Enterprise Law.;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then within the following thirty (30) days, the shareholder or group of shareholders as specified in point c, clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the procedures for convening, conducting the meeting, and making decisions at the General Meeting of Shareholders. All costs associated with convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders for attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. The procedures for organizing the General Meeting of Shareholders shall be carried out in accordance with the provisions in Clause 5, Article 140 of the Enterprise Law.

Article 15. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a. Approving the development orientation of the Company;
- b. Deciding on the types of shares and the total number of shares of each type eligible for offering; determining the annual dividend rate for each type of shares;
- c. Electing, dismissing, and removing members of the Board of Directors;
- d. Deciding on investments or sales of assets with a value of 35% or more of the total value of assets stated in the most recent financial statements of the Company;
- e. Amending and supplementing the Company's Charter;
- f. Approving the annual financial reports;
- g. Deciding on the repurchase of more than 10% of the total issued shares of each type;
- h. Reviewing and addressing violations committed by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;

- i. Deciding on the restructuring or dissolution of the Company;
 - j. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - k. Approving the internal governance regulations; regulations on the operation of the Board of Directors;
 - l. Approving the list of approved audit firms; deciding on the appointment of an audit firm to conduct audits of the Company, and dismissing an approved auditor when deemed necessary;
 - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discussed and approved the following issues:
- a. The annual business plan of the company;
 - b. The audited annual financial report;
 - c. The Report of the Board of Directors on the administration and the performance of the Board of Directors and its members;
 - d. The report of the Supervisory Board on the Company's business performance, the performance of the Board of Directors, and the Chief Executive Officer;
 - e. Self-assessment report on the performance of the Supervisory Board and its members;
 - f. The dividend rate for each type of share;
 - g. The number of members of the Board of Directors and the Supervisory Board;
 - h. The election, exemption, and dismissal of members of the Board of Directors;
 - i. The decision on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j. Approval of the list of approved auditing firms; decision on the approved auditing firm to perform the examination of the company's operations when necessary;
 - k. Amend and supplement the Company's Charter;
 - l. The types and quantities of newly issued shares for each type of share and the transfer of shares by founding members within the first three years from the date of establishment;

m. Division, separation, consolidation, merger, or conversion of the Company;

n. Reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;

o. Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the latest financial report of the company;

p. Decision to repurchase more than 10% of the total issued shares of each type;

q. The Company enters into contracts or transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law, with a value equal to or exceeding 35% of the Company's total asset value as recorded in the most recent financial statement;

r. Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31st, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law;

s. Approval of the internal governance regulations of the company, the operating regulations of the Board of Directors and the Supervisory Board;

t. Other issues as stipulated by the law and this Charter.

3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

7. Authorized representatives

1. Shareholders or their authorized representatives, who are organizations, may directly attend the meeting or delegate one or more individuals or organizations to attend the General Meeting on their behalf, or participate it through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The delegation of individuals or organization to represent and attend the General Meeting of Shareholders, as stipulated in Clause 1 of this Article, must be in writing. The authorization document shall be prepared in accordance with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In the case

of reauthorization, the attendee must present the original authorization document of the shareholder or the authorized representative of the shareholder, who is an organization (if not previously registered with the Company).

3. The voting ballot of the authorized person attending the meeting within the delegated scope shall remain valid in the event of any of the following cases:

- a. The authorizing person has died, has limited capacity for civil acts, or has lost capacity for civil acts;
- b. The authorizing person has revoked the authorization;
- c. The authorizing person has revoked the authority of the person executing the authorization.

This provision does not apply in cases where the Company has received notice of any of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Changes to Special Rights

1. The change or cancellation of special rights attached to a class of preferred shares becomes effective when approved by shareholders representing 65% or more of the total voting shares of all participating shareholders at the meeting. Resolutions of the General Meeting of Shareholders regarding changes that adversely affect the rights and obligations of shareholders holding preferred shares can only be passed if the shareholders of the same class, who own 75% or more of the total shares of that class, agree or if the shareholders of the same class, who own 75% or more of the total shares of that class, agree in the case of resolutions passed in writing.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned rights changes is only valid if there are a minimum of 02 shareholders (or their authorized representatives) and they collectively hold at least 1/3 of the par value of the issued shares of that class. If there is an insufficient number of delegates as mentioned above, the meeting shall be rescheduled within 30 days, and the shareholders holding shares of that class (regardless of the number of persons and shares) who are present in person or represented by authorized representatives shall be considered as sufficient representation. At meetings of shareholders holding the mentioned class of preferred shares, the shareholders holding shares of that class who are present in person or represented by authorized representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 17. Convocation of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must carry out the following tasks:

a. Preparing a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no later than ten (10) days before the notice of the meeting is sent. The Company must disclose information about the preparation of the shareholder list at least 20 days before the record date;

b. Preparing the agenda and content of the meeting;

c. Preparing documents for the meeting;

d. Drafting resolutions of the General Meeting of Shareholders based on the expected agenda of the meeting;

e. Determining the time and venue for holding the meeting;

f. Announcing and sending the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

g. Performing other tasks necessary for the meeting.

The notice convening the General Meeting of Shareholders shall be sent to all shareholders through methods ensuring delivery to the shareholders' contact address, and also be publicly disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice convening the meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (counted from the date the notice is sent or validly transferred). The agenda of the General Meeting of Shareholders, as well as the related documents regarding the issues to be voted on at the meeting, shall be sent to the shareholders and/or posted on the Company's website. In case the meeting documents are not attached to the notice of the General

Meeting of Shareholders, the notice must specify a link to access all meeting documents, including:

- a. The meeting agenda and the documents to be used at the meeting;
- b. The list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
- c. Ballot papers;
- d. Draft resolutions for each item on the agenda.

3. Shareholders or groups of shareholders as stipulated in Clause 2 of Article 22 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, and the proposed issue to be included in the agenda.

4. The convener of the General Meeting of Shareholders has the right to reject proposals as stipulated in Clause 4 of this Article if they fall into one of the following cases:

- a. The sent proposal does not meet the content requirements specified in Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2 of Article 12 of this Charter;
- c. The proposed issue is beyond the authority of the General Meeting of Shareholders to decide;
- d. Other cases as prescribed by law and this Charter.

5. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except in cases specified in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

Article 18. Conditions for Convening the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be convened when the number of attending shareholders representing over 50% of the total voting shares.

2. If the required number of delegates is not present within thirty (30) minutes from the scheduled start time of the meeting, the convener of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders can only be conducted if the attendees, including shareholders and their authorized representatives, represent at least 33% of the total voting shares.

3. If the second General Meeting of Shareholders cannot be held due to the lack of the required number of delegates within thirty (30) minutes from the scheduled start time, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting. In this case, the third meeting shall be held regardless of the number of shareholders or authorized representatives present, and it will be considered valid and authorized to make decisions on all issues previously approved in the first General Meeting of Shareholders.

Article 19. Procedure for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Prior to the commencement of the General Meeting of Shareholders, the company must carry out the shareholder registration procedures and continue the registration process until all shareholders entitled to attend the meeting have registered, following the sequence below:

a. When registering shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights. The card will include the registration number, the shareholder's name, the name of the authorized representative, and the number of voting shares held by the shareholder;

b. In the case where a shareholder authorizes another shareholder of the company to attend the meeting and vote, the voting shares of the shareholder granting the authorization will be combined with the voting shares of the authorized shareholder. The voting card of the authorized shareholder will show the registration number, name, and the total number of voting shares of all the shareholders granting the authorization. The voting card will reflect the shareholder's code, the name of the authorized shareholder, and the total number of voting shares of both the authorized and authorizing shareholders;

c. Shareholders or authorized representatives who arrive late to the General Shareholders' Meeting have the right to register and immediately participate and vote at the Meeting. The Chairman is not responsible for stopping the Meeting to allow late-arriving shareholders to register, and the

validity of the previously voted matters before the late-arriving shareholder's participation shall not be affected or changed;

d. The General Meeting elects individuals responsible for counting the votes or supervising the vote-counting process based on the Chairman's proposal. The number of members of the Vote Counting Board will be decided by the General Meeting of Shareholders according to the Chairman's recommendation.

2. The appointment of the Chairman, Secretary, and Ballot/Vote Counting Board is regulated as follows:

a. The Chairman of the Board of Directors acts as the Chairman or delegates another member of the Board of Directors to act as the Chairman of the General Shareholders' Meeting convened by the Board of Directors. In the event that the Chairman of the Board of Directors is absent or temporarily unable to perform the duties, the remaining BOD members shall elect one of them as the Chairman based on the majority principle. In the event that the Chairman cannot be elected, the Head of the Supervisory Board will conduct the meeting and allow the General Meeting of Shareholders to elect a Chairman from among the attendees. The person with the highest number of votes will be appointed as the Chairman of the meeting;

b. Except as provided in point (a) above, the person who signed the notice to convene the General Meeting of Shareholders will preside over the meeting and the person with the highest number of votes will be appointed as the Chairman of the meeting;

c. The Chairman appoints one or several individuals as Secretary of the Meeting;

d. The General Shareholders' Meeting elects one or several individuals to the Ballot/Vote Counting Board based on the proposal of the Chairman.

3. The agenda and content of the Meeting must be approved by the General Shareholders' Meeting during the opening session. The agenda must specify the time allocated for each item in the agenda.

4. The Chairman of the meeting may carry out necessary actions to conduct the General Meeting of Shareholders in a valid, orderly manner, following the approved agenda, and reflecting the wishes of the majority of the delegates attending the meeting:

a. Arranging seating at the venue for the General Meeting of Shareholders;

b. Ensuring the safety of everyone present at that venue;

c. Facilitating shareholder participation (or continued participation) in the General Meeting. The Board of Directors has full authority to change the above measures and apply all necessary measures if deemed necessary. The applied measures may include issuing tickets at the entrance or using other selected forms.

5. The General Meeting of Shareholders discusses and votes on each item in the agenda. Voting is conducted through affirmative, negative, or abstaining votes. When voting at the general meeting, the approval cards are collected first, followed by the disapproval cards. Finally, the total number of votes for and against are counted to make a decision. The voting results are announced by the Chairman immediately before the meeting concludes.

6. The person convening the Meeting or the Chairman of the General Shareholders' Meeting has the following rights:

a. Requesting that shareholders or their authorized representatives attending the General Meeting of Shareholders submit to security checks or other legal and reasonable security measures.

b. Requesting the competent authority to maintain order at the Meeting; expelling those who do not comply with the Chairman's authority, deliberately disrupt the order, impede the normal progress of the Meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

7. The chairman has the right to postpone the General Shareholders' Meeting when the maximum number of registered attendees is reached, not exceeding 3 working days from the scheduled opening date of the meeting. The meeting can only be postponed or the venue changed in the following cases:

a. The meeting venue does not have sufficient seating capacity for all attendees;

b. The information facilities at the meeting venue do not ensure the participation, discussion, and voting of shareholders;

c. There are attendees who obstruct or disrupt the order and pose a risk to conducting the meeting in a fair and legal manner.

8. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions in clause 7, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman and conduct the meeting until its conclusion; All resolutions passed at that meeting shall be effective and enforceable.

9. In the case where the company applies modern technology to organize the General Meeting of Shareholders through online meetings, the company is responsible for ensuring that shareholders can participate and vote via electronic

voting or other electronic means, in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

Article 20. Conditions for Resolutions of the General Meeting of Shareholders to be Adopted

1. Resolutions on the following matters shall be adopted if they receive at least 65% or more of the total votes cast by all attending and voting shareholders at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a. Type of shares and total number of shares of each type;
- b. Change of industry, profession, and business sector;
- c. Change in the organizational structure of the Company's management;
- d. Investment projects or sale of assets with a value equal to or greater than 35% of the total value of assets stated in the most recent financial statements of the Company;
- e. Restructuring or dissolution of the Company.

2. Other resolutions shall be adopted when they receive over 50% of the total votes cast by all attending and voting shareholders at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders are considered legal and effective if they are approved by 100% of the total number of shares with voting rights, even if the procedures and formalities for adopting such resolutions violate the provisions of the Enterprise Law and the Company's Charter.

Article 21. Authority and Procedures for Obtaining Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders

The authority and procedure for obtaining shareholders' opinions in writing to pass a decision of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to pass a decision of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including matters specified in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare a Form for Obtaining Opinions, a draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the Form for Obtaining Opinions. The requirements and procedures for sending the Form for Obtaining Opinions and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The Form for Obtaining Opinions must include the following main contents:

- a. Name, registered address, company code;
- b. Purpose of obtaining opinions;
- c. Full name, contact address, nationality, legal identification documents of individuals who are shareholders; name, business code, or legal identification documents for organizations who are shareholders, registered address for organizations who are shareholders, or full name, contact address, nationality, legal identification documents of individuals who are representatives of organizations; number of shares of each type and the number of voting rights of the shareholders;
- d. Issues on which opinions are sought for approval;
- e. Voting options including approval, disapproval, and no opinion for each issue seeking opinions;
- f. Deadline for returning the Form for Obtaining Opinions that has been answered;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders can submit their responded Voting Ballots/Form for Obtaining Opinions to the Company via mail, fax, or email according to the following regulations:

a. By mail: The responded Voting Ballot/Form for Obtaining Opinions must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The Voting Ballot/Form for Obtaining Opinions should be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting;

b. By fax or email: If the responded Voting Ballot/Form for Obtaining Opinions is sent to the Company via fax or email, it must be kept confidential until the vote counting.

c. The responded Voting Ballot/Forms for Obtaining Opinions sent to the Company after the deadline specified in the content, or those that have been

opened in the case of mail or exposed in the case of fax or email, are considered invalid. The responded Voting Ballot/Forms for Obtaining Opinions that are not submitted shall be regarded as non-participating in the voting.

5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Supervisory Board or shareholders who do not hold any managerial positions in the Company. The vote counting minutes must include the following key contents:

- a. Name, registered address, company code;
- b. The purpose and Issues on which opinions are sought for approval;
- c. The number of shareholders and the total number of voting rights that participated in the vote, distinguishing between valid and invalid votes, the method of submitting the voting forms, along with an appendix listing the shareholders who participated in the vote;
- d. The total number of votes in favor, against, and abstentions for each issue;
- e. The issues that have been approved and the corresponding approval voting percentage;
- f. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the supervisor of the vote counting.

The members of the Board of Directors, the vote counter, and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; they shall also be jointly liable for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to the shareholders within 15 days from the date of completion of the vote counting. Sending the vote counting minutes and resolutions can be replaced by posting them on the Company's electronic information page within twenty-four (24) hours from the date of completion of the vote counting.

7. The answered voting forms, Voting Minutes, the full text of the passed Resolutions, and related documents accompanying the voting forms must be kept at the main office of the company.

8. A resolution passed through the method of obtaining shareholders' opinions in writing shall be valid if it is approved by shareholders owning more than 50% of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution passed at a General Shareholders' Meeting.

Article 22. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, which may be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in foreign languages, and should include the following key contents:

- a. Name, address of the head office, and company code;
- b. Time and place of the Shareholders' Meeting;
- c. Agenda and content of the meeting;
- d. Name of the Chairman and Secretary of the meeting;
- e. Summary of the proceedings of the meeting and opinions expressed at the Shareholders' Meeting on each item in the agenda;
- f. Number of shareholders and total number of voting shares of shareholders attending the meeting, attached with a list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and voting rights;
- g. Total number of votes for each voting issue, specifying the voting method, the total number of valid votes, invalid votes and votes in favor, against, and abstained; the corresponding percentage on the total number of votes of attending shareholders;
- h. Resolutions adopted and corresponding voting percentages;
- i. Name and signatures of the Chairman and Secretary. In case the Chairman or Secretary refuses to sign the minutes of the meeting, the minutes shall be valid if they are signed by all other BOD members or the Presiding Board attending the meeting, and contain all the required contents as prescribed in this clause. The minutes shall clearly state the refusal of the Chairman or Secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and Secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes prepared in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply.

4. The resolution, minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting with their

signatures, proxies for meeting attendance, all documents attached to the minutes (if any), and related materials accompanying the meeting invitation must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be kept at the Company's headquarters.

Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within a period of ninety (90) days from the date of receiving the General Meeting resolutions, the minutes of the General Meeting of Shareholders, or the voting result record of Shareholders' opinions, Shareholders or groups of Shareholders as specified in Clause 2, Article 115 of the Enterprise Law, have the right to request the Court or Arbitration to review and annul the resolutions or part of the content of resolutions of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the General Meeting of Shareholders are not carried out in accordance with the provisions of the Company's Charter and relevant laws, except in cases specified in Clause 3 of Article 21 of these Charter.

2. The content of the resolutions violates the provisions of the law or the Company's Charter.

VII. BOARD OF DIRECTORS

Article 24. Nomination and Candidacy of Members of the Board of Directors

1. In case a candidate for the Board of Directors has been identified, the company must disclose relevant information about the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the company's website. This allows shareholders to learn about the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information. They must also commit to fulfill their duties honestly if elected as members of the Board of Directors. The information related to a Board of Directors candidate to be disclosed shall include at least the following details:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work experience;

- d. The companies where the candidate is currently holding the position of a Board member and other management positions;

e. Related interests in the company and related parties of the company;

f. Other relevant information (if any);

g. The company is responsible for disclosing information about companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and related interests in the company (if any).

2. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members; Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

- In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required under Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors introduces additional candidates or organize nominations as specified in the Company's Charter, the Internal Governance Regulations of the Company, and the Operation Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with legal regulations.

3. BOD members must meet the standards and conditions specified in Clause 1, Clause 2 of Article 155 of the Enterprise Law and the Company's Charter.

Article 25. Composition and Term of Members of the Board of Directors

1. The number of members of the Board of Directors is five (05).

2. The term of the Board of Directors' members shall not exceed 05 years and can be reelected for an unlimited number of terms. An individual can only

be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms. In case all BOD members simultaneously finish their terms, they shall continue to serve as BOD members until new members are elected to replace and take over their duties.

3. The composition of the Board of Directors is as follows:

The composition of the Board of Directors of a public company must ensure that at least one-third of the total members are non-executive members. The company shall minimize the number of Board members holding executive positions within the company to maintain the independence of the Board of Directors.

The number of independent members of the Board of Directors of a listed company must be at least one (01).

4. A member of the Board of Directors shall no longer hold their position in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of BOD members must be publicly announced in accordance with the regulations on disclosure of information in the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

Article 26. Powers and Obligations of the Board of Directors

1. The business activities and operations of the Company must be managed or directed by the Board of Directors. The Board of Directors is the governing body of the Company, with full authority to exercise all rights on behalf of the Company, except for issues within the jurisdiction of the General Meeting of Shareholders.

2. The powers and obligations of the Board of Directors are determined by laws, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and responsibilities:

a. Deciding on the strategy, the medium-term development strategy and the annual business plan of the Company;

b. Proposing the types of shares and the total number of shares authorized for issuance for each type;

c. Deciding on the sale of unsold shares within the scope of the authorized shares for each type and decide on capital mobilization through other forms.

- d. Deciding on the selling price of the company's shares and bonds;
- e. Deciding on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;
- f. Deciding on investment plans and investment projects within the authority and limits prescribed by law;
- g. Determining market development, marketing, and technology solutions;
- h. Approval of contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total value of assets recorded in the most recent financial statements of the Company, contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;
- i. Appointment, dismissal, and removal of the Chairman of the Board of Directors; Appointment, dismissal, contract signing, and contract termination for the General Director and key managers as stipulated by the Company's Charter; determination of salaries, remuneration, bonuses, and other benefits for those managers; appointment of authorized representatives to the Members' Council or the General Meeting of Shareholders in other companies; determination of remuneration and other benefits for those representatives;
- j. Supervision and guidance of the General Director/CEO and other managers in the daily business operations of the Company;
- k. Decision on organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches, representative offices, and capital contribution, share purchase of other businesses;
- l. Approval of the agenda and meeting materials for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submission of the audited annual financial statements to the General Meeting of Shareholders;
- n. Recommendation of the dividend payout rate; determination of the timeline and procedures for dividend payment or the handling of losses incurred during business operations;
- o. Recommendation on the reorganization or dissolution of the Company; request for the Company's bankruptcy;
- p. Decision on the issuance of the Board of Directors' Operating Regulations and the Company's Internal Governance Regulations after approval

by the General Meeting of Shareholders; decision on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

q. Implementation of all agreed-upon provisions in the general framework agreement for operations within Vietnam Education Publishing House's parent-subsidary company group;

r. Application and compliance with the general regulations, rules, and operational procedures issued within Vietnam Education Publishing House's parent-subsidary company group in accordance with legal provisions.

d. Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter;

3. The Board of Directors must report to the General Meeting of Shareholders on its operational results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31st, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law.

Article 27. Remuneration, Bonuses and Benefits of the Board of Directors

1. The company has the right to pay remuneration and bonuses to the BOD members based on the business results and efficiency.

2. BOD members are entitled to remuneration for their work and bonuses. The remuneration for work is calculated based on the number of working days required to complete the tasks of the Board of Directors and the daily remuneration rate. The Board of Directors determines the remuneration level for each member according to agreed principles. The total remuneration and bonuses of the Board of Directors are decided by the Annual General Meeting of Shareholders.

3. The remuneration of each member of the Board of Directors is included in the company's business expenses in accordance with the regulations on corporate income tax and is reflected as a separate item in the company's annual financial report. It must be reported to the Annual General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions, serve on subcommittees of the Board, or undertake tasks deemed by the Board to be beyond the usual responsibilities of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing, or other forms as determined by the Board of Directors.

5. BOD members have the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred when carrying out their responsibilities as members of the Board of Directors, including expenses arising from attending the General Meeting of Shareholders, the Board of Directors, or Committees of the Board of Directors.

6. BOD members may be covered by an insurance policy with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to violations of laws and the Company's Charter.

Article 28. Chairman of the Board of Directors

1. The Chairman is elected, dismissed, or removed among the members of the Board of Directors.

2. The Chairman shall not concurrently hold the position of the CEO/General Director.

3. The Chairman has the following rights and obligations:

a. Establishing the programs and plans of the Board of Directors' activities;

b. Preparing the agenda, content, and materials for meetings; Convening, presiding over, and chairing meetings of the Board of Directors.

c. Organizing the approval of resolutions and decisions of the Board of Directors;

d. Supervising the implementation of resolutions and decisions of the Board of Directors;

e. Chairing the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by law and the company's charter;

4. In case the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the dismissal or removal decision.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman. If no authorization is given, or if the Chairman passes away, goes missing, is temporarily detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation or education facility, flees their place of residence, is restricted or loses civil act capacity, has difficulty in perception or behavior control, or is prohibited by the

court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to assume the position of Chairman of the Board of Directors based on the majority principle until a new decision is made by the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest voting percentage. In case there is more than one (01) member with the highest and equal number of votes or voting percentage, the members shall elect one among them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:

a. Upon the request of the Supervisory Board or an independent director of the Board of Directors;

b. Upon the request of the General Director or a minimum of five other executives;

c. Upon the request of a minimum of two members of the Board of Directors.

4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the provisions stated in Clause 3 of this Article. If the meeting of the Board of Directors is not convened as requested, the Chairman shall be held responsible for any damages incurred by the Company. The person making the request has the right to substitute the Chairman to convene the meeting of the Board of Directors.

6. The Chairman or the person convening the meeting of the Board of Directors must send the meeting invitation at least 03 working days prior to the meeting date. The meeting invitation must specify the exact time and venue of the meeting, the agenda, and the issues for discussion and decision-making. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

The meeting invitation of the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, ensuring that it reaches the contact address of each registered member of the Board of Directors in the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

Members of the Supervisory Board have the authority to attend meetings of the Board of Directors; They have the authority to participate in discussions but do not have voting rights.

8. A Board of Directors meeting is conducted when at least three-fourths (3/4) of the total number of Board of Directors members or their authorized representatives attend the meeting. In case a meeting is convened according to the provisions stated in this section, but the number of members attending the meeting does not meet the requirements, a second meeting shall be convened within a period of seven (7) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the Board of Directors members attend.

9. The BOD members are considered to participate and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend the meeting as stipulated in Clause 11 of this charter;
- c. Participating and voting through online conferences, electronic voting, or other electronic forms;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots through other means (if any).

10. In the case of sending voting ballots to the meeting by mail, the voting ballots must be sealed in an envelope and must be delivered to the Chairman no later than 1 (one) hour before the commencement. The voting ballots can only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members can authorize another person to attend and vote at the meeting if approved by a majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are approved if they receive the consent of the majority of attending members; in the event of a

tie, the final decision shall be determined by the opinion of the Chairman of the Board of Directors.

Article 30. Subcommittees under the Board of Directors

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel, remuneration, internal auditing, and risk management. The number of members in the subcommittee is determined by the Board of Directors, with a minimum of 03 members, including both Board members and external members. Independent members of the Board of Directors/members who are not executives should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be valid when a majority of the members attend and vote in favor at the subcommittee's meeting.

2. The implementation of decisions by the Board of Directors, its subordinate Sub-Committees, or individuals eligible to be members of the Board subcommittee must comply with the current legal regulations, the provisions in the Company's Charter and internal governance regulations.

Article 31. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the company's management activities within the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as regulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance cannot concurrently work for an approved audit firm conducting audits of the company's financial reports.

3. The person in charge of corporate governance has the following rights and responsibilities:

a. Advising the Board of Directors in organizing the General Meeting of Shareholders as regulated and related tasks between the company and the shareholders;

b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c. Advising on the procedures of the meetings;

d. Attending the meetings;

- e. Advising on the procedures for making appropriate resolutions of the Board of Directors in accordance with the law;
- f. Providing financial information, copies of minutes of the Board of Directors meetings, and other information to the BOD members and the members the Supervisory Board;
- g. Monitoring and reporting to the Board of Directors on the company's disclosure activities;
- h. Acting as the liaison with relevant stakeholders;
- i. Safeguarding information in accordance with the regulations of the law and the Company's Charter;
- j. Other rights and responsibilities as stipulated by the law and the Company's Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Charter 32. Organizational Structure of Management

The Company's management system must ensure that the executive apparatus is accountable to the Board of Directors and operates under its supervision and direction. The Company shall have one (01) General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors, **excluding the corporate governance officer, the authorized information disclosure representative, heads and deputy heads of specialized departments, and members of the executive committee of party and mass organizations within the enterprise.** The appointment, dismissal, and removal of the aforementioned positions must be approved through resolutions or decisions of the Board of Directors.

Article 33. Company Executives

1. Company executives include the CEO/General Director, Deputy CEO/General Director, Chief Accountant, and other positions within the company as stipulated in the Company's Charter, **excluding the corporate governance officer, the authorized information disclosure representative, heads and deputy heads of specialized departments, and members of the executive committee of party and mass organizations within the enterprise.**

2. Upon the proposal of the CEO/General Director and with the approval of the Board of Directors, the company may recruit additional executives in appropriate numbers and qualifications, in accordance with the company's organizational structure and management regulations as stipulated by the Board

of Directors. Company executives are responsible for supporting the Company in achieving its operational and organizational goals.

3. The CEO/General Director is entitled to salary and bonuses. The salary and bonuses of the CEO/General Director are determined by the Board of Directors.

4. The salary of executives is considered as part of the Company's business expenses in accordance with the laws on corporate income tax and is separately disclosed in the Company's annual financial reports and reported to the General Shareholders' Meeting at the annual meeting.

5. Responsibilities of company executives:

- Fulfilling all provisions in the framework agreement on general operations within Vietnam Education Publishing House's parent-subsidary group;
- Applying and complying with the regulations, rules, and general operating procedures issued by Vietnam Education Publishing House's parent-subsidary company group in accordance with legal provisions.

Article 34. Appointment, Dismissal, Duties, and Powers of the General Director

1. The Board of Directors appoints a member of the Board or hires another person as the General Director.

2. The General Director manages the company's daily business operations that do not fall under the authority of the Board of Directors, is subject to the supervision of the Board of Directors, and is responsible to the Board of Directors and the law for the exercise of assigned powers and duties.

3. The term of the General Director or equivalent position shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may be terminated based on the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company's Charter.

4. The General Director has the following powers and responsibilities:

- a. Deciding on matters related to the company's daily business operations that do not fall under the authority of the Board of Directors;
- b. Organizing the implementation of the resolutions and decisions of the Board of Directors;
- c. Organizing the implementation of the company's business plan and investment strategy;

- d. Proposing organizational structure plans and internal management regulations of the company;
 - e. Appointing, dismissing, and removing management positions in the company, except for positions under the authority of the Board of Directors;
 - f. Deciding on salaries and other benefits for employees in the company, including managers under the General Director's appointment authority;
 - g. Recruiting employees;
 - h. Proposing plans for dividend distribution or handling business losses;
 - i. Other rights and obligations as prescribed by law and the Company's Charter.
5. The Board of Directors may dismiss the General Director if the majority of attending Board members with voting rights approve and appoint a new General Director as a replacement.

IX. SUPERVISORY BOARD

Article 35. Nomination and Candidacy of Members of the Supervisory Board (Supervisors)

1. The nomination and candidacy of members of the Board of Supervisors shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanisms stipulated in the company's Charter, Internal Governance Regulations, and the Board of Supervisors' Operating Regulations. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 36. Composition of the Supervisory Board

1. The Board of Supervisors of the Company consists of three (03) members. The term of each member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. In case the terms of the members of the Board of Supervisors end at the same time and a new Board of Supervisors has not yet been elected, the outgoing members shall continue to exercise their rights and obligations until the new members are elected and assume their duties.

3. Members of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent auditing firm that audited the company's financial statements in the past three (03) consecutive years.

4. A member of the Board of Supervisors shall be dismissed in the following cases:

- a. No longer meeting the standards and conditions to serve as a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
- b. Having a resignation letter that is approved;
- c. Other cases as prescribed by law and this Charter.

5. Members of the Board of Supervisors shall be dismissed in the following cases:

- a. Failing to fulfill assigned duties and responsibilities;
- b. Failing to exercise their rights and obligations for six (06) consecutive months, except in force majeure cases;
- c. Committing serious or repeated violations of the obligations of a Supervisor as stipulated in the Enterprise Law and the company's Charter;
- d. As decided by the General Meeting of Shareholders;
- e. Other cases as prescribed by law and this Charter.

Article 37. Head of the Supervisory Board

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal follow the majority principle. More than half of the Board of Supervisors' members must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline related to the company's business activities.

2. Rights and responsibilities of the Head of the Board of Supervisors:

- a. Convening meetings of the Board of Supervisors;
- b. Requesting the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;

c. Preparing and signing the Board of Supervisors' report after consulting the Board of Directors to present to the General Meeting of Shareholders.

Article 38. Rights and Obligations of the Supervisory Board

The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Proposing and recommending that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; deciding on the approved auditing firm to inspect the Company's operations; and dismissing an approved auditor when deemed necessary.

2. Being accountable to shareholders for its supervisory activities.

3. Supervising the company's financial situation and compliance with the law in the activities of the Board of Directors' members, the General Director, and other managers.

4. Ensuring coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In case of detecting any violations of the law or the company's Charter by members of the Board of Directors, the General Director, or other executives of the company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose corrective measures.

6. Developing the operational regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. Reporting to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law.

8. Having the right to access the company's records and documents stored at the headquarters, branches, and other locations; Having the right to visit the workplaces of the company's managers and employees during working hours.

9. Having the right to request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the company's management, operations, and business activities.

10. Other rights and obligations as prescribed by law and the Company's Charter.

Article 39. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members attending each meeting. The meeting minutes must be recorded in detail and clearly. The minutes taker and all attending members of the Supervisory Board must sign the meeting minutes. All meeting minutes must be retained to determine the responsibility of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and clarify relevant issues.

Article 40. Salaries, Remuneration, Bonuses, and Other Benefits of the Members of the Supervisory Board

The salary, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented according to the following provisions:

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders determines the total annual salary, remuneration, bonuses, other benefits, and operational budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Supervisory Board shall be accounted for as the company's business expenses in accordance with corporate income tax laws and other relevant legal regulations. These expenses must be presented as a separate item in the company's annual financial statements.

X. RESPONSIBILITIES OF BOD MEMBERS, CEO/GENERAL DIRECTOR, AND OTHER EXECUTIVES

Article 41. Responsibility of Care

Members of the Board of Directors, the Supervisory Board, the General Director, and other executives have the responsibility to perform their duties, including those as members of Board committees, honestly, in the best interests

of the company, and with the level of care that a prudent person would exercise in an equivalent position and under similar circumstances.

Article 42. Responsibilities of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, the Supervisory Board, the General Director, and other executives must disclose any relevant interests in accordance with the provisions of the Enterprise Law and other applicable legal regulations.

2. Members of the Board of Directors, the Supervisory Board, the General Director, other managers, and their related persons may only use the information obtained through their positions to serve the interests of the company.

3. Members of the Board of Directors, the Supervisory Board, the General Director, and other managers are required to provide written notification to the Board of Directors and the Supervisory Board regarding transactions between the company, its subsidiaries, or other companies in which the public company holds more than 50% of charter capital, and those individuals or their related parties, as prescribed by law. For such transactions that require approval from the General Meeting of Shareholders or the Board of Directors, the company must disclose information about the resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related parties, in accordance with the provisions of the Enterprise Law and the Company's Charter.

5. Members of the Board of Directors, the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose internal information to others for conducting related transactions.

6. A contract or transaction between the company and one or more members of the Board of Directors, the Supervisory Board, the General Director, other executives, or individuals and organizations related to these parties shall not be deemed invalid in the following cases:

a. For contracts valued at less than 35% of the total asset value recorded in the latest financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the non-interested Board members;

b. For contracts valued at more than 35% of the total asset value recorded in the latest financial statements, the key terms of the transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote of non-interested shareholders.

Article 43. Responsibility for damages and compensation

1. Responsibility for damages: BOD Members, the CEO/General Director, and managerial staff who fail to fulfill their obligations honestly and diligently must be held responsible for the damages caused by their violations.

2. The Company will compensate individuals who have, are, or may become parties involved in complaints, lawsuits, or prosecutions, whether civil or administrative (excluding lawsuits initiated or brought by the Company) (including civil and administrative cases, excluding lawsuits initiated by the Company) if the individual has or is a BOD Members, the CEO/General Director, other executives, employees, or authorized representatives acting in the interests of the company, acting honestly and diligently for the benefit of the Company, in compliance with the law, and without evidence confirming that the person has breached their responsibilities.

3. Compensation costs include judgment expenses, fines, and actual payable amounts (including attorney fees) incurred in resolving these matters within the limits permitted by law. The Company can purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

XI. RIGHT TO ACCESS THE COMPANY'S BOOKS AND RECORDS

Article 44. Right to Access Books and Records

1. Ordinary shareholders have the right to access books and records as follows:

a. Ordinary shareholders have the right to review, access, and excerpt information regarding their names and contact addresses in the list of voting shareholders; request the correction of their inaccurate information; review, access, excerpt, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 5% or more of the total outstanding common shares have the right to review, access, and excerpt the minutes and resolutions, decisions of the Board of Management, semi-annual and annual financial reports, reports of the Supervisory Board, contracts,

transactions subject to the approval of the Board of Directors and other documents, except for materials related to the company's trade secrets and business secrets.

2. In case a representative authorized by a shareholder or a group of shareholders requests access to books and records, they must provide the authorization letter from the shareholder or the group of shareholders they represent or a certified copy of this authorization letter.

3. BOD Members, the CEO/General Director, and other executives have the right to access the shareholder register of the Company, the list of shareholders, books, and other records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and any amendments to the Charter, the business registration certificate, regulations, documents proving ownership rights, resolutions of General Meetings of Shareholders and the Board of Directors, minutes of General Meetings of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial reports, accounting books, and other documents as required by law at its headquarters or another location, provided that the shareholders and the business registration authority are notified of the storage location of these documents.

5. The Company's Charter must be published on the company's website.

XII. EMPLOYEES AND TRADE UNIONS

Article 45. Employees and Trade Unions

1. The CEO/General Director must set up plans for the Board of Directors to approve matters related to recruitment and termination of employment, wages, social insurance, benefits, rewards, and discipline for employees and management personnel of the enterprise.

2. The CEO/General Director must set up plans for the Board of Directors to approve matters related to the company's relationship with trade union organizations according to the highest standards, customs, and best management policies, as well as the regulations stipulated in this Charter, the company's regulations, and existing legal provisions.

XIII. PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders determines the annual dividend payment rate and form of payment from the company's retained earnings.

2. The company does not pay interest on dividend payments or any other payments related to a specific type of share.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends, in whole or in part, in shares, and the Board of Directors is responsible for executing this decision.

4. If dividends or other payments related to a specific type of share are paid in cash, the company must make the payment in Vietnamese dong. The payment can be made directly or through banks based on the bank details provided by the shareholder. If the company has transferred the funds according to the shareholder's provided bank details but the shareholder does not receive the money, the company shall not be held responsible for the transferred amount. Dividend payments for shares listed on the Stock Exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for finalizing the list of shareholders. As of that date, registered shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notifications, or other documents.

6. Other matters related to profit distribution shall be carried out in accordance with legal regulations.

XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR, ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open bank accounts in Vietnamese banks or in foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts overseas in accordance with the provisions of the law.

3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts at the banks where the Company has opened accounts.

Article 48. Fiscal Year

The fiscal year of the Company shall begin on January 1st of each calendar year and end on December 31st of the same calendar year. The first fiscal year commenced from the date of issuance of the License of Establishment and Operation and ended on December 31st, 2010.

Article 49. Accounting System

1. The accounting system used by the company shall be either the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The company shall maintain accounting records in Vietnamese and store accounting documents in accordance with accounting laws and relevant legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses the Vietnamese dong as the accounting currency. In case the Company's major economic transactions are denominated in a foreign currency, the Company may decide to choose that foreign currency as the accounting currency, taking responsibility for such decision in accordance with the law and notifying the direct tax management authority.

XV. ANNUAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 50. Annual, Semi-annual, and Quarterly Financial Reports

1. The company must prepare annual financial statements, which must be audited in accordance with legal regulations. The company shall disclose the audited annual financial statements as required by law on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by enterprise accounting laws. The financial statements must accurately and objectively reflect the company's operations.

3. The company must prepare and disclose reviewed semi-annual reports and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent state authorities.

Article 51. Annual Report

The company is required to prepare and publish an annual report in accordance with the regulations on securities and the stock market.

XVI. COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent audit company or authorize the Board of Directors to select one from the list of independent audit companies to conduct an audit of the company's financial

statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the company's annual financial statements.

3. The independent auditor conducting the company's audit is entitled to attend General Meeting of Shareholders, receive notifications and other information related to the meeting that shareholders are entitled to receive, and express opinions at the meeting on matters related to the audit of the company's financial statements.

XVII. SEAL

Article 53. Company Seal

1. The company seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature as regulated by the laws on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the company seal, branch seals, and representative office seals (if any).

3. The Board of Directors and the CEO/General Director shall use and manage the company seal in accordance with the provisions of the current laws.

4. Additionally, the individuals authorized to use the company's seal for reporting and information disclosure purposes, as per regulations, include the Head of the Supervisory Board and the authorized representative for information disclosure.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a. The expiration of the operating period specified in the Company's Charter without a decision on extension;

b. In accordance with the resolution or decision of the General Meeting of Shareholders;

c. Revocation of the Certificate of Business Registration, except in cases where the Tax Administration Law provides otherwise;

d. Other cases as prescribed by law;

2. The dissolution of the Company before the expiration of the operating period, (including any extended term), as decided by the General Meeting of

Shareholders, shall be carried out by the Board of Directors. This decision must be notified or approved by the competent authority in accordance with the provisions of the law (if required).

Article 55. Extension of Operations

1. Extension of operations: The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the operating period, so that shareholders can vote on the extension of the Company's operations based on the proposal of the Board of Directors.

2. Extension of operations: The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the operating period, so that shareholders can vote on the extension of the Company's operations based on the proposal of the Board of Directors.

3. The operating term may be extended if approved by at least 65% of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.

Article 56. Liquidation

1. At least six (06) months before the expiration of the company's operation term or after a decision to dissolve the company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee will prepare its own operational regulations. The members of the Liquidation Committee may be selected from the company's employees or independent experts. All costs related to the liquidation will be given priority for payment before other debts of the company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of activities. From that point onwards, the Liquidation Committee will act on behalf of the company in all matters related to the company's liquidation before the court and administrative agencies.

3. The funds obtained from the liquidation will be paid in the following order:

- a. Liquidation costs;
- b. Debts for wages, severance allowances, social insurance, and other employee benefits under collective labor agreements and employment contracts;
- c. Taxes and other payments to the State;

- d. Other debts of the company;
- e. The remaining amount after paying all debts from (a) to (d) above shall be distributed among the shareholders. Preferred shares shall be given priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of a dispute or complaint related to the operations of the Company or the rights of shareholders arising from the Charter or any rights or obligations under the Enterprise Law, Securities Law, other legal regulations, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, CEO/General Director, or other managerial personnel;

1. The parties involved shall attempt to resolve the dispute through negotiation and reconciliation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution process and request each party to present the relevant practical factors related to the dispute within *thirty (30)* working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman, either party may request the *Company* to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If a reconciliation decision is not reached within six (06) weeks from the start of the reconciliation process, or if the decision of the mediation intermediary is not accepted by the parties, either party may bring the dispute to the Economic Arbitration Tribunal or Economic Court.

3. The parties shall bear their own costs related to negotiation and reconciliation procedures. The payment of court expenses shall be made in accordance with the court's ruling.

XX. AMENDMENT AND MODIFICATION OF THE CHARTER

Article 58. Amendment and Modification of the Charter

1. The amendment and modification of this Charter must be considered and decided upon by the General Meeting of Shareholders.

2. In cases where there are legal provisions related to the operations of the Company that are not mentioned in this Charter or in cases where there are new legal provisions that differ from the provisions in this Charter, those legal

provisions shall naturally be applied and regulate the operations of the Company.

XXI. EFFECTIVE DATE

Article 59. Effective Date

1. This charter consists of 21 chapters and 60 articles and was unanimously approved by the General Meeting of Shareholders of Southern Book and Educational Equipment Joint Stock Company on April 22nd, 2025, at the 2025 Annual General Meeting of Shareholders, with full acceptance of its effectiveness.

2. The Charter is prepared in ten (10) copies, all having equal validity kept at the company's headquarters.

3. This Charter is the only official document of the Company.

4. Copies or extracts of the Company's Charter are valid when bearing the signature of the Chairman of the Board of Directors or at least one-half 1/2 of the total BOD members **or the company's legal representative./.**

LEGAL REPRESENTATIVE

(Sign, clearly state full name, and affix seal)

No:/SMN-HĐQT

Ho Chi Minh City, April 24th, 2025

Internal Regulations on Corporate Governance

- Pursuant to the Securities Law No. /2019/QH14 dated November 26th, 2019;
- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31st, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31st, 2020, of the Ministry of Finance guiding certain corporate governance regulations applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31st, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Pursuant to the Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company dated April 24th, 2025,

The Board of Directors of South Books and Educational Equipment Joint Stock Company hereby issues the Internal Regulations on Corporate Governance of South Books and Educational Equipment Joint Stock Company, which include the following contents:

Article 1. Scope of Regulation and Subjects of Application

1. Scope of Regulation: The Internal Regulations on Corporate Governance set forth provisions regarding the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the CEO. They also outline the procedures for convening the General Meeting of Shareholders, the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the CEO, as well as other activities in accordance with the Company's Charter and applicable legal regulations.

2. Subjects of Application: This regulation applies to members of the Board of Directors, the Supervisory Board, the CEO, and related parties.

Charter 2. The General Meeting of Shareholders

1. Roles, Rights, and Obligations of the General Meeting of Shareholders

The roles, rights, and obligations of the General Meeting of Shareholders (GMS) shall be implemented in accordance with Article 138 of the Enterprise Law, the Securities Law, and Articles 14 and 15 of the Company's Charter.

2. Procedures for Holding the General Meeting of Shareholders and Passing Resolutions by Voting at the Meeting shall include the following key contents:

a) Authority to convene the General Meeting of Shareholders

The Board of Directors shall convene both annual and extraordinary General Meeting of Shareholders. The Annual General Meeting of Shareholders shall be held once per year, within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may extend the time for holding the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year.

The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.

b) Preparation of the list of shareholders entitled to meeting

The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days before the date of sending the meeting invitation.

c) Notice of the finalized list of shareholders entitled to attend the General Meeting of Shareholders

The company must publicly disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date.

d) Notice of convening the General Meeting of Shareholders

The notice of the General Meeting of Shareholders shall be sent to all shareholders via a method ensuring delivery to their registered contact address. Simultaneously, the notice must be publicly announced on the company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the company's shares are listed or registered for trading. The meeting convener must send the meeting invitation to all shareholders listed in the shareholder register eligible to attend the meeting at least 21 days before the meeting date (calculated from the date the notice is sent or duly dispatched).

e) The program and content of the General Meeting of Shareholders (the person responsible for preparing the program and content of the General Meeting of Shareholders; regulations on shareholder proposals to be included in the meeting agenda)

The meeting agenda of the General Meeting of Shareholders, along with related documents regarding the issues to be voted on at the meeting, must be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the meeting notice, the notice must clearly provide a link to the full meeting materials so that shareholders can access them.

Shareholders or groups of shareholders referred to in Clause 2, Article 12 of the Company's Charter have the right to propose issues to be included in the agenda of the General Shareholders' Meeting. The proposal must be in writing and submitted to the Company at least three (03) business days before the opening of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number of each type of shares held, and the content of the proposal to be added to the meeting agenda.

The convener of the General Meeting of Shareholders must accept and include the proposal in the preliminary agenda and content of the meeting. The proposal will

be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders. The convener of the General Meeting of Shareholders has the right to reject proposals specified in this clause in the following cases:

- The proposal is submitted in violation of the regulations mentioned above;
- At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as required by Clause 2, Article 12 of the Company's Charter;
- The proposed issue is not within the scope of the General Meeting of Shareholders' decision-making authority;
- Other cases as stipulated by law and this charter.

The program and content of the meeting must be approved by the General Meeting of Shareholders at the opening ceremony. The agenda must clearly specify the time allocated to each issue in the meeting agenda.

f) Proxy authorization for attending the General Meeting of Shareholders

The authorization for a representative to attend the General Meeting of Shareholders must comply with the provisions of Article 144 of the Law on Enterprises and Article 16 of the Company's Charter.

g) Method of registering for attendance at the General Meeting of Shareholders

Before the meeting begins, the Company must carry out the shareholder registration process and continue the registration until all eligible shareholders present have completed the registration, following the sequence below:

- During shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights. The voting card must include the registration number, the shareholder's full name, the authorized representative's full name (if applicable), and the number of voting rights assigned to that shareholder;

- In cases where a shareholder authorizes another shareholder of the company to attend and vote on their behalf, the voting rights of the authorizing shareholder will be combined with those of the authorized shareholder. The voting card of the authorized shareholder will display the registration number, full name, and total voting rights of all authorizing and authorized shareholders. The voting ballot will indicate the shareholder code, the full name of the authorized shareholder, and the total number of voting rights, including both the authorized shareholder's own votes and those received through authorization;

- Shareholders, authorized representatives of institutional shareholders, or authorized persons who arrive after the General Meeting of Shareholders has commenced have the right to register immediately and subsequently participate and vote in the meeting after registration. The Chairman is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of resolutions passed before their registration remains unchanged.

h) Conditions for proceeding with the meeting

The conditions for holding the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 145 of the Enterprise Law and Article 19 of the Company's Charter.

i) Form of passing resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda using voting cards or voting ballots.

j) Voting method

The General Meeting of Shareholders shall elect individuals responsible for vote counting or supervising the vote counting process based on the Chairman's proposal. The number of members in the Vote Counting Board shall be determined by the General Meeting of Shareholders, as proposed by the Chairman.

Each share owned or represented corresponds to one voting unit. The voting procedure and order of requiring the opinions at the meeting shall be conducted by collecting votes of approval, disapproval, and abstention.

Voting cards are used for immediate voting during the meeting by raising the voting card. This method applies to the approval of various items, including the The Board of Chairman, the Secretary, the Vote Counting Board, the Meeting Agenda, the Working Regulations, the Candidate Lists, the election of members of the Board of Directors, the election of members of the Supervisory Board, the meeting minutes, and the resolutions at the General Meeting of Shareholders,...

Voting ballots are used for secret voting by placing votes into a ballot box. This method applies to the approval of items such as the Business Operation Report, the audited Financial Statement, the Report on the activities of the Board of Directors, the Report on the activities of the Supervisory Board, the distribution of post-tax profits, the remuneration and rewards for the Board of Directors and the Supervisory Board, and the business production plan targets,...

k) Voting counting method

When voting takes place at the General Meeting of Shareholders, the voting cards in favor of the resolution are collected first, followed by the cards against the resolution. Finally, the total number of votes in favor or against is counted to determine the outcome.

l) Conditions for passing a resolution

The conditions for passing a resolution at the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 148 of the Enterprise Law and Article 21 of the Company's Charter.

m) Announcement of vote counting results

The vote counting results shall be announced by the Chairman immediately before the meeting is adjourned.

n) Method for objecting to a resolution of the General Meeting of Shareholders

Being carried out in accordance with the provisions of Article 132 of the Enterprise Law.

o) Preparing minutes of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders shall be prepared in accordance with the provisions of Article 150 of the Enterprise Law and Article 23 of the Company's Charter.

p) Announcement of the resolution of the General Meeting of Shareholders

The resolution, minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting with their signatures, the proxy authorization documents for attending the meeting, all documents attached to the meeting minutes (if any), and related materials included in the notice of the meeting must be disclosed in accordance with the legal regulations on information disclosure in the securities market. Additionally, these documents must be stored at the company's headquarters.

3. The procedure for the General Meeting of Shareholders to pass a resolution by written consultation includes the following key steps:

a) Cases where written consultation is allowed and not allowed

The Board of Directors has the right to consult shareholders in writing to pass resolutions of the General Meeting of Shareholders for all matters within the the General Meeting of Shareholders' decision-making authority when deemed necessary for the company's benefit, including matters specified in Clause 2, Article 147 of the Enterprise Law.

b) Procedure for passing resolutions of the General Meeting of Shareholders through written consultation

The procedure for passing resolutions at the General Meeting of Shareholders by written consultation is carried out in accordance with the provisions of Article 149 of the Enterprise Law and Article 22 of the Company's Charter

4. The procedure for passing resolutions at the General Meeting of Shareholders through an online meeting format includes the following key steps:

Based on actual circumstances, the Board of Directors decides to convene the the General Meeting of Shareholders in the form of an online conference. In the case of an online meeting, the organizing committee of the meeting, established by the Board of Directors, is responsible for implementing the procedures and tasks in accordance with this regulation to facilitate the online organization.

a) Notice of convening the online General Meeting of Shareholders

The organizing board of the meeting is responsible for carrying out the procedures to create a list of shareholders eligible to attend the meeting, sending out the invitation letters, publishing information, sending meeting materials, and handling other tasks as stipulated in the Company's Charter. Additionally, the board must send a document containing instructions for shareholders to confirm their shareholder status to each shareholder.

b) Method of registering for the online General Meeting of Shareholders

- Shareholders use their access accounts to log into the system and register for the online General Meeting of Shareholders according to the company's regulations and instructions.

- Shareholders who register to attend the online General Meeting after the meeting has commenced are still allowed to register and have the right to vote after completing their registration. The Chairman is not permitted to pause the meeting for shareholder registration, and the validity of matters that have already been voted on remains unaffected.

c) Authorization for a representative to attend the online General Meeting of Shareholders

Shareholders may grant authorization for another person to attend and vote at the online meeting. The authorization shall be carried out in accordance with Article 16 of the Company's Charter and the specific provisions outlined in the notice convening the online General Meeting of Shareholders.

d) Conditions for Proceeding

The online General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.

The online meeting and electronic voting system must meet the following conditions:

- The system's connection at the main venue must be continuous and stable to ensure shareholders' participation is not disrupted. In case of an interruption at the main venue, the Meeting Organizing Board or the Chairman must summarize the events that occurred during the disruption.

- The main venue must ensure proper conditions for sound, lighting, connectivity, power supply, electronic devices, and other necessary equipment according to the requirements and nature of the online meeting.

- Information security must be ensured, and access credentials to the system must be kept confidential. All information received and transmitted through the system must comply with data confidentiality principles and the provisions of the Cybersecurity Law.

- Electronic data related to the online meeting must be stored and retrievable from the system.

e) Forms of resolution approval in the online General Meeting of Shareholders

Shareholders or their authorized representatives attending the online General Meeting of Shareholders shall vote on matters within the General Meeting's authority through the online voting system, electronic voting, or other electronic methods as instructed by the company or service providers contracted by the company.

The conditions for approving resolutions in the online General Meeting of Shareholders shall comply with the provisions of Article 21 of the Company's Charter.

f) Online voting method

Shareholders shall exercise their voting rights through the online voting system, electronic voting, or other electronic methods. Shareholders must use their access account and OTP code to log into the online voting system, following the Company's instructions;

Shareholders or their authorized representatives who join the online General Meeting of Shareholders after it has commenced still have the right to attend and vote. The Chairman is not responsible for pausing the meeting to allow late attendees to complete their online registration procedures. The validity of voting sessions conducted before their arrival remains unaffected.

g) Online voting counting method

If a shareholder or their authorized representative attending the online General Meeting of Shareholders is disconnected before the voting period ends, any votes already cast will be recorded, while uncast votes will not be counted. Upon reconnecting to the online meeting, online voting system, or other electronic platforms, they may continue voting on the remaining matters that have not yet been decided.

h) Announcement of voting results

The results of the voting will be announced by the Chairman or the Vote Counting Board immediately during the online meeting.

i) Preparing minutes of the General Meeting of Shareholders

The online General Meeting of Shareholders must be documented in meeting minutes, which must comply with the provisions of Article 150 of the Enterprise Law and Article 23 of the Company's Charter.

The meeting minutes and the resolutions of the General Meeting of Shareholders will be read and approved before the conclusion of the online meeting.

j) Announcement of resolutions of the General Meeting of Shareholders

The resolutions of the online General Meeting of Shareholders must be publicly disclosed in accordance with the provisions of the Company's Charter and the regulations of securities law.

5. Order, procedure for holding the General Meeting of Shareholders to approve resolutions by combining in-person and online methods, include the following:

a) Notice of convening the General Meeting of Shareholders

The Organizing Board is responsible for preparing the list of shareholders eligible to attend the meeting, sending out invitations, publicly announcing information, distributing meeting materials, and performing other tasks as stipulated in the Company's Charter. Additionally, they must send a document with instructions for confirming shareholder eligibility to each shareholder.

b) How to register for the General Meeting of Shareholders

Shareholders can choose to register to attend the General Meeting of Shareholders either at the in-person venue or register to attend the meeting online as per the invitation notice.

Shareholders who register after the meeting has commenced can still attend and have voting rights once their registration is completed. The chairman is not allowed to halt the meeting for shareholders to register, and the validity of any issues already voted on will not be affected.

c) Authorization for shareholders' representatives to attend the General Meeting of Shareholders

Shareholders can authorize another person to attend and vote at the General Meeting of Shareholders, either in person or online. The authorization must be carried out according to the provisions in Article 16 of the Company's Charter and the specific requirements outlined in the invitation notice for the General Meeting of Shareholders if attending the meeting online.

d) Conditions for Proceeding

The General Meeting of Shareholders, held in a hybrid format combining in-person and online attendance, can take place when the total number of shareholders represented at the meeting exceeds 50% of the total voting shares.

The system for organizing the online meeting and electronic voting must meet the conditions specified for the General Meeting of Shareholders held online.

e) Method of passing resolutions by the General Meeting of Shareholders

Shareholders or their authorized representatives attending the General Meeting of Shareholders in a hybrid format (both in-person and online) will vote on matters within the authority of the General Meeting of Shareholders either directly at the meeting (if attending in person) or through the online voting system, electronic voting, or other electronic methods as guided by the company or service providers contracted by the company (if attending the meeting online).

The conditions for passing resolutions at the General Meeting of Shareholders will be carried out according to the provisions in Article 21 of the Company's Charter.

f) Voting method

Shareholders attending the meeting in person will vote and make decisions according to the instructions provided at the meeting. Shareholders attending the meeting online will vote and make decisions according to the guidelines specified for the online General Meeting of Shareholders.

g) Voting counting method

The counting of votes for shareholders attending in person will be carried out according to the rules provided at the in-person meeting..

The counting of votes for shareholders attending the meeting online will follow the guidelines specified for the online General Meeting of Shareholders.

h) Announcement of Vote Counting Results

The results of the voting will be announced by the Chairman or the Vote Counting Board immediately at the hybrid meeting (in-person and online).

i) Preparing minutes of the General Meeting of Shareholders

The minutes of the hybrid General Meeting of Shareholders (in-person and online) must be prepared in accordance with the provisions in Article 150 of the Enterprise Law and Article 23 of the Company's Charter.

The minutes of the meeting and the resolutions of the General Meeting of Shareholders will be read and approved before the meeting is adjourned.

j) Announcement of the Resolutions of the General Meeting of Shareholders

The resolutions of the General Meeting of Shareholders must be announced in accordance with the provisions of the Company's Charter and the regulations of securities law.

Article 3. The Board of Directors

1. Role, Rights, and Obligations of the Board of Directors, Responsibilities of members of the Board of Directors (including the right of members of the Board of Directors) to access information).

The role, rights, and obligations of the Board of Directors are carried out according to the provisions in Article 153 of the Enterprise Law and Article 27 of the Company's Charter.

Members of the Board of Directors have the right to request the CEO, Deputy CEO, and other managers within the company to provide information and documents regarding the company's financial situation and business operations, as well as those of the company's units. The managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

2. Nomination, Election, Dismissal, and Removal of Members of the Board of Directors include the following key points:

a) Term and number of members of the Board of Directors

The number of Board members is five (5).

The term of the Board of Directors is no more than five (5) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than two (2) consecutive terms. In the event that all members of the Board of Directors complete their term, they will continue as members of the Board of Directors until new members are elected to replace them and take over their duties.

b) Structure, standards, and conditions of members of the Board of Directors

The structure of the Board of Directors of a public company must ensure that at least one-third of the total number of members of the Board of Directors are non-executive members. The company limits the number of members of the Board of Directors who also hold executive positions within the company to ensure the independence of the Board. The minimum number of independent members of the Board of Directors in a listed company is one (1).

Members of the Board of Directors must meet the standards and conditions set forth in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter.

c) Nomination and candidacy of members of the Board of Directors

Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding

from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members; Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

In the event that the number of candidates for the Board of Directors through nominations and elections is still insufficient to meet the required number according to Clause 5 of Article 115 of the Enterprise Law, the current Board of Directors may nominate additional candidates or organize nominations according to the mechanisms specified by the company in its charter, internal governance regulations, and the regulations on the operation of the Board of Directors. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as required by law.

Members of the Board of Directors are not necessarily required to be shareholders of the company. Therefore, self-nomination for Board membership must meet the standards and conditions set forth in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter..

d) Method of election of members of the Board of Directors

The vote to elect members of the Board of Directors must be conducted using the cumulative voting method. Each shareholder has a total number of votes corresponding to the number of shares they own, multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their votes to one or several candidates. The candidates elected as members of the Board of Directors are determined by the number of votes, ranked from highest to lowest, starting with the candidate who receives the most votes until the required number of members, as specified in the Company's Charter, is reached. In the event that two (2) or more candidates receive an equal number of votes for the final position on the Board, a re-election will be conducted among the candidates with the tied vote count.

e) Cases of dismissal, removal, and addition of members of the Board of Directors

A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders according to the provisions of Article 160 of the Enterprise Law.

The appointment of new members of the Board of Directors must be publicly disclosed in accordance with the regulations on information disclosure in the securities market.

f) Announcement of the election, dismissal, and removal of members of the Board of Directors

The election, dismissal, and removal of members of the Board of Directors will be announced and disclosed by the company in a full and timely manner in accordance with the legal regulations on information disclosure in the securities market.

g) Method of introducing the candidates of the BOD

If candidates have been identified in advance, information related to the Board of Directors candidates will be included in the General Meeting of Shareholders' meeting documents and disclosed at least ten (10) days before the meeting's opening date on the company's website, allowing shareholders to review the candidates before voting. The candidates of the BOD must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must pledge to perform their duties faithfully if elected to the Board of Directors. The information about the candidates of the BOD that will be disclosed includes at least the following details:

- Full name, date of birth (day, month, year);
- Professional qualifications;
- Work experience;
- Companies where the candidate is currently holding positions as a member of the Board of Directors and other management roles;
- Interests related to the company and its affiliated parties;
- Other relevant information (if any);

The company is responsible for disclosing information about the companies where the candidate is currently holding positions as a member of the Board of Directors, other management roles, and any interests related to the company of the Board candidate (if applicable).

h) Election, removal, and dismissal of the Chairman of the Board of Directors

The election, removal, and dismissal of the Chairman of the Board of Directors are carried out in accordance with the provisions of Article 156 of the Enterprise Law and Article 29 of the Company's Charter.

3. Remuneration and other Benefits of Members of the Board of Directors

The remuneration and other benefits of Board of Directors are provided in accordance with the relevant legal regulations and Article 28 of the company's charter..

4. Order and Procedures for Organizing Board of Directors Meetings include the following key points:

a) Minimum number of meetings per Quarter/Year

The Board of Directors must meet at least once every quarter, corresponding to a minimum of four (4) regular meetings per year. Additionally, the Board may hold extraordinary meetings to address urgent matters or emerging issues.

b) Cases Requiring an extraordinary Meeting of the Board of Directors

The Chairman of the Board of Directors must convene an extraordinary meeting in the following cases:

- Upon a request from the Supervisory Board or an independent member of the Board of Directors;
- Upon a request from the CEO or at least five (5) other managers;
- Upon a request from at least two (2) members of the Board of Directors.

The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) days from the date of receiving the request as stipulated above. If the Chairman fails to convene the meeting of the Board of Directors as requested, they will be held responsible for any damages incurred by the company. In such a case, the requesting parties have the right to convene the Board meeting in place of the Chairman of the Board of Directors.

c) Notice of the meeting of the Board of Directors

The Chairman of the Board of Directors or the person convening the meeting must send the meeting notice at least three (03) working days before the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, the issues to be discussed, and the decisions to be made. It must also include relevant documents for the meeting and voting ballots for members of the Board of Directors.

The notice of the Board of Directors meeting may be sent via an invitation letter, telephone, fax, electronic means, or any other method stipulated in the Company's Charter, ensuring it reaches the registered contact address of each Board member.

The Chairman of the Board of Directors or the person convening the meeting must also send the notice and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

d) Rights of members of Supervisory Board to attend the meetings of the Board of Directors

Members of the supervisory Board have the right to attend the meetings of Board of Directors and participate in discussions but do not have voting rights.

e) Conditions for holding the meetings of the Board of Directors

A meeting of the Board of Directors is valid when at least three-fourths (3/4) of the total members are present. If the required attendance is not met, a second meeting shall be convened within seven (07) days from the originally scheduled meeting date. The second meeting is valid if more than half of members of the Board of Directors are present.

f) Voting method

Members of the Board of Directors are considered present and eligible to vote at a meeting in the following cases:

- Attending and voting in person at the meeting;
- Authorizing another person to attend and vote on their behalf, subject to the approval of the majority of members of the Board of Directors.

- Attending and voting via an online meeting, electronic voting, or other digital platforms;
- Submitting a voting ballot to the meeting via mail, fax, or email;
- Sending a voting ballot through other approved means (if applicable).

In cases where voting ballots are submitted via mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the meeting begins. The voting ballot will only be opened in the presence of all attendees at the meeting.

g) Method of approval of resolutions of the Board of Directors

A resolution or decision of the Board of Directors is passed if it receives approval from the majority of attending members. In the event of a tie, the final decision will be determined by the opinions of the Chairman of the Board of Directors.

h) Authorization for another person to attend the meeting on behalf of a member of the Board of Directors

Members of the Board of Directors are required to attend all meetings of the Board of Directors. However, a member may authorize another individual to attend and vote on their behalf, provided that the majority of members of the Board of Directors approve the delegation.

i) Preparing minutes of the meeting of the Board of Directors

The minutes of the meeting of the Board of Directors must be recorded in accordance with Article 158 of the Enterprise Law.

The minutes of the meeting of the Board of Directors must be complete, truthful, and accurately reflect the nature and proceedings of the meeting. The Board Secretary is responsible for attending and taking minutes. The minutes must be signed by all attending members of the BOD.

j) In the event that the Chairman or the minute taker refuses to sign the minutes

If the Chairman or the minute taker refuses to sign the minutes, but all other attending members of the BOD sign the document and the minutes contain all required content under Clause 1, Article 158 of the Enterprise Law, the minutes remain legally valid.

k) Notice of resolutions and decisions of the Board of Directors

Resolutions and decisions of the Board of Directors must be communicated to relevant entities and individuals for timely and full implementation. Additionally, disclosures must be made for matters required under the Securities Law, if applicable.

5. Subcommittees of the Board of Directors

At present, the Board of Directors has not established any subcommittees.

During its operations, the Board may establish specialized subcommittees responsible for areas such as development policies, human resources, compensation, internal audit, and risk management. Each subcommittee must have at least three (03) members, including members of the BOD and external participants. The majority of subcommittee members should be non-executive members of the BOD, with one of

them appointed as the Subcommittee Chair by the Board of Directors. Subcommittee operations must comply with the Board's regulations. A subcommittee resolution is only effective if approved by the majority of members attending and voting at the committee meeting.

Decisions made by the Board of Directors, its subcommittees, or subcommittee members must align with applicable legal regulations, the Company's Charter, and internal corporate governance policies.

6. Selection, Appointment, and Dismissal of the Corporate Governance Officer include the following key contents:

a) Standards for corporate governance officers

Being a Vietnamese citizen with professional qualifications and experience in business administration or the company's industry, as well as having a thorough understanding of the Enterprise Law, the Securities Law, and relevant legal regulations.

The corporate governance officer must not simultaneously work for an approved auditing organization that is conducting audits of the company's financial statement.

b) Appointment of the corporate governance officer

The Board of Directors of the company must appoint at least one corporate governance officer to support corporate governance activities within the enterprise. The corporate governance officer may concurrently serve as the company secretary in accordance with Clause 5, Article 156 of the Enterprise Law.

c) Cases for dismissal of the Corporate Governance Officer

The corporate governance officer can be dismissed by a decision from the company's Board of Directors.

d) Notice of appointment and dismissal of the corporate governance officer

The appointment and dismissal of the corporate governance officer must be fully and promptly notified and disclosed by the company in accordance with the legal regulations on information disclosure in the securities market. This includes ensuring that the information is made available to relevant parties, such as shareholders, regulatory authorities, and the public, in compliance with the securities market's transparency and disclosure requirements.

e) Rights and Obligations of the corporate governance officer

The rights and obligations of the corporate governance officer are outlined in Clause 3, Article 32 of the Company's Charter.

Article 4. The Supervisory Board

1. Roles, Rights, and Obligations of the Supervisory Board, and Responsibilities of Members of Supervisory Board

The roles, rights, obligations, and responsibilities of the Supervisory Board and its members are regulated by Articles 168, 170, 171, 173 of the Enterprise Law and Article 39 of the Company's Charter.

2. Term, Number, Composition, and Structure of Members of the Supervisory Board include the following main contents:

a) Term, number, composition, and structure of members of the Supervisory Board

The number of members of the Supervisory Board of the company is three (03) people. The term of a SB member is no more than five (05) years and can be re-elected with an unlimited number of terms.

In the event that members of the Supervisory Board have their terms end at the same time, and the new Supervisory Board has not been elected yet, the members whose terms have ended will continue to perform their rights and obligations until the new members are elected and take up their duties.

b) Standards and conditions for members of the Supervisory Board

Members of the Supervisory Board must meet the standards and conditions as specified in Article 169 of the Enterprise Law and must not fall under the following circumstances:

- Working in the accounting or finance department of the company;
- Being a member or employee of an independent auditing firm that has conducted audits of the Company's financial statements for the last three (03) consecutive years.

c) Nomination and Candidacy for Members of the Supervisory Board

Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members; Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

If the number of candidates for the Supervisory Board through nominations and candidacies is insufficient, the current Supervisory Board may nominate additional candidates or organize a nomination process according to the mechanisms specified in the Company's Charter, internal governance regulations, and the Supervisory Board's operational rules. The introduction of additional candidates by the current Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board, in accordance with the law.

d) Method of election of members of the Supervisory Board.

The election of members of the Supervisory Board must be conducted through a cumulative voting method. Each shareholder has a total number of votes corresponding to the total number of shares they own, multiplied by the number of members to be elected to the Supervisory Board. Shareholders have the right to allocate all or part of their votes to one or several candidates. The members elected to the Supervisory Board are determined based on the number of votes received, ranked from highest to lowest, starting with the candidate who received the most votes, until the required number of members is met as specified in the company's charter. In case two (02) or more candidates receive the same number of votes for the last position on the Supervisory Board, a re-election will be held among those candidates who received the same number of votes.

e) Cases of dismissal or removal of members of the Supervisory Board

A member of the Supervisory Board may be dismissed in the following cases:

- No longer meeting the standards and conditions required for a member of the Supervisory Board as specified in Clause 2 of this Article;
- Submitting a resignation letter that is approved;
- Other cases as provided by law or the Company's Charter.

A member of the Supervisory Board may be removed in the following cases:

- Failing to complete assigned tasks or responsibilities;
- Not fulfilling their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- Committing serious violations or repeatedly violating the duties of a Supervisory Board member as stipulated by the Enterprise Law and the Company's Charter;
- As decided by the General Shareholders' Meeting;
- Other cases as provided by law or the Company's Charter.

f) Notice of election, dismissal, and removal of members of the Supervisory Board

The election, dismissal, and removal of members of the Supervisory Board will be notified and disclosed by the company in full and in a timely manner in accordance with the legal regulations on information disclosure in the securities market.

g) Salary and other benefits of members of the Supervisory Board

The remuneration and other benefits of members of the Supervisory Board are carried out in accordance with relevant legal regulations and Article 41 of the Company's Charter.

Article 5. The CEO

1. Role, responsibilities, rights, and obligations of the CEO

The CEO is responsible for managing the daily business operations of the company that do not fall under the authority of the Board of Directors. The CEO is supervised by the Board of Directors and is accountable to the Board and to the law for the execution of the assigned rights and duties.

The CEO has the following rights and responsibilities:

- Deciding on matters related to the company's daily business operations that do not fall under the authority of the Board of Directors;
- Implementing resolutions and decisions of the Board of Directors;
- Organizing and executing the company's business plans and investment strategies;
- Proposing organizational structure plans and internal management regulations of the company;
- Appointing, dismissing, and removing management positions within the company, except for those under the authority of the Board of Directors;
- Determining salaries and other benefits for employees, including managers under the CEO's appointment authority;
- Recruiting employees;
- Proposing plans for dividend distribution or handling business losses;
- Exercising other rights and fulfill obligations as prescribed by law and the Company's Charter.

2. Appointment, Dismissal, Contract Signing, and Termination for the CEO

a) Term, standards, and conditions of the CEO

The CEO's term shall not exceed five (05) years and may be reappointed an unlimited number of times. The appointment may become invalid based on the terms of the employment contract..

The CEO must not be a person prohibited by law from holding this position and must meet the qualifications and conditions stipulated by law and the Company's Charter.

b) Nomination, election, dismissal, and removal of the CEO

The nomination, election, dismissal, and removal of the CEO are decided by the Board of Directors..

c) Appointment and employment contract with the CEO

The Board of Directors may appoint one of its members or hire another individual as the CEO.

The employment contract with the CEO shall be executed in accordance with the Labor Law and relevant legal regulations..

d) Dismissal and termination of the CEO's employment contract

The Board of Directors may dismiss or terminate the CEO's employment contract if the majority of attending voting members of the Board approve. A new CEO shall be appointed as a replacement.

e) Notice of Appointment, Dismissal, Contract Signing, and Termination of the CEO

The company shall fully and promptly announce and disclose information regarding the appointment, dismissal, contract signing, and termination of the CEO in accordance with legal regulations on information disclosure in the securities market.

f) Salary and other benefits of the CEO

The CEO's salary and other benefits shall be determined in accordance with legal regulations, the Company's Charter, the specific provisions of the employment contract, and the company's internal policies.

Article 6. Other Activities

1. Phối hợp hoạt động giữa Hội đồng quản trị, Ban kiểm soát và Tổng Giám đốc, includes the following key contents:

a) Procedures and order for convening meetings, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the CEO

The procedures and order for convening meetings, sending meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the CEO shall be carried out in accordance with the procedures and order for convening meetings, sending meeting invitations, recording minutes, and announcing meeting results of the Board of Directors.

b) Notice of resolutions and decisions of the Board of Directors to the Supervisory Board.

Resolutions and decisions issued by the Board of Directors shall be simultaneously sent to the members of the Board of Directors, members of the Supervisory Board, the CEO, and relevant organizations and individuals for awareness and timely implementation.

c) Notice of resolutions and decisions of the Board of Directors to the CEO

Resolutions and decisions issued by the Board of Directors shall be simultaneously sent to the members of the Board of Directors, members of the Supervisory Board, the CEO, and relevant organizations and individuals for awareness and timely implementation.

d) Cases where the CEO and the Supervisory Board request to convene a meeting of Board of Directors and issues requiring the BOD's opinions

The CEO may request to convene a meeting of the Board of Directors to seek decisions on matters beyond the CEO's authority.

The Supervisory Board may request to convene a meeting of the Board of Directors when it identifies issues affecting the legitimate rights and interests of the company and its shareholders.

Within seven (07) days from the date of receiving the written request as specified above, the Chairman of the Board of Directors must organize an extraordinary meeting of the Board of Directors. If the Chairman fails to convene the meeting as requested, they shall be held responsible for any resulting damages to the company. In such a case, the requesting parties have the right to convene the Board of Directors meeting in place of the Chairman.

e) Report of the CEO to the Board of Directors on the Implementation of Assigned Duties and Authorities

The CEO must submit written reports to the Board of Directors on a quarterly, semi-annual, and annual basis. These reports shall cover the implementation of the Board of Directors' resolutions, the company's business performance, and the operational directions for the upcoming period.

f) Review of the implementation of resolutions and other delegated matters of the Board of Directors by the CEO

The Board of Directors evaluates and reviews the implementation of its resolutions and other delegated matters by the CEO during the meetings of the BOD.

g) Matters the CEO must report, provide information on, and how to notify the Board of Directors and the Supervisory Board

The CEO must report to the Board of Directors on matters related to the implementation of the Board's resolutions and other delegated issues, provide updates on the company's business operations, and report on issues that require the BOD's guidance and direction..

If risks that may affect the company's reputation and operations are identified, the CEO must report to the Supervisory Board. The CEO shall ensure that the Head of the Supervisory Board and its members have the necessary access to information and reports as quickly as possible, in accordance with the Supervisory Board's requests.

h) The coordination of control, management, and supervision activities between the members of the Board of Directors, the members of the Supervisory Board, and the CEO according to the specific tasks of the members mentioned above.

The Board of Directors, the Supervisory Board, and the CEO cooperate in their working relationship according to the following principles:

- Always acting in the best interest of the Company;
- Strictly adhering to the relevant legal regulations, the Company's Charter, and internal regulations;
- Implementing the principles of centralization, democracy, openness, and transparency;
- Cooperating with the highest sense of responsibility, honesty, collaboration, and proactively working together to resolve any obstacles or difficulties.

Responsibilities of the Board of Directors in coordinating with the Supervisory Board:

- Meeting invitations and accompanying documents must be sent to the members of the Supervisory Board at the same time as they are sent to the members of the Board of Directors;
- Resolutions of the Board of Directors must be sent to the Supervisory Board (simultaneously with the CEO) within the time frame stipulated in this Regulation and the Company's Charter.

- When the Supervisory Board proposes the selection of an independent auditor, the Board of Directors must provide feedback in accordance with the provisions of this Regulation and the Company's Charter;

- Other matters that require the opinions of the Supervisory Board must be sent within the stipulated time frame, and the Supervisory Board is responsible for providing feedback in accordance with the provisions of this Regulation and the Company's Charter.

Responsibilities of the Supervisory Board in coordinating with the Board of Directors:

- Regularly informing the Board of Directors about the results of activities, consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

- In the meetings of the Supervisory Board, the Supervisory Board has the right to request that members of the Board of Directors (at the same time requesting the CEO, internal auditors (if any), and independent auditors) attend and answer questions on issues that the members of the Supervisory Board are concerned with.

- Periodic or extraordinary inspections conducted by the Supervisory Board must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional grounds for assisting the Board in managing the Company. Depending on the level and results of the inspection, the Supervisory Board must discuss and reach an agreement with the Board of Directors and the CEO before reporting to the General Meeting of Shareholders. In case of disagreement, the Board of Directors may authorize the reservation of opinions in the minutes, and the Head of the Supervisory Board is responsible for reporting to the next General Meeting of Shareholders;

- If the Supervisory Board discovers legal violations or breaches of the Company's Charter by any member of the Board of Directors, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, require the person involved to cease the violation and take corrective measures. At the same time, the Supervisory Board must report to the General Meeting of Shareholders and disclose information in accordance with the current legal regulations;

- For recommendations related to the Company's operations and finances, the Supervisory Board must send relevant documents and materials at least fifteen (15) working days before the expected date for receiving feedback.

- For other matters that require the opinion of the Board of Directors, they must be sent at least seven (07) working days in advance, and the Board of Directors will provide feedback within seven (07) working days.

Coordination of Activities Between the Board of Directors and the CEO:

- Regarding the organization of the annual General Meeting of Shareholders, the Board of Directors must inform the CEO about the coordination and use of resources within a reasonable time frame as specified in the Company's Charter.

- In urgent cases, the Board of Directors has the right to request the CEO or other executives within the company to provide information about the company's

operations. The Board of Directors must not use any confidential information that has not been authorized for disclosure or share it with others for related transactions.

- Matters within the approval authority of the Board of Directors as specified by law and the Company's Charter, proposed by the CEO, must be responded to by the Board of Directors within the time frame set by the Company's Charter.

- The Board of Directors decides on rewards or disciplinary actions regarding the completion or non-completion of resolutions and other delegated matters of the Board of Directors by the CEO.

Coordination Between the Supervisory Board and the CEO:

- The Supervisory Board has the right to attend and participate in discussions at meetings of the CEO and other meetings within the company. During these meetings, the CEO must consider and record the suggestions, proposals, and recommendations of the Supervisory Board.

- The CEO must create conditions for the Supervisory Board to effectively carry out regular and extraordinary inspection and control activities.

- Upon receiving inspection minutes or reports summarizing the Supervisory Board's inspections, the CEO must review them and formulate a plan to strengthen, correct, and take necessary actions regarding the units and individuals involved, as well as address violations identified during the inspections in accordance with the company's regulations.

2. Working Relationship between the Board of Directors, the CEO, Other Executives, and Relevant Departments of the Company:

The Board of Directors and its members do not directly intervene in the daily operations and tasks that fall under the authority of the CEO and other executives, unless deemed necessary.

The Board of Directors creates conditions for the CEO by providing mechanisms, policies, human resources, facilities, equipment, and establishing internal legal frameworks to help the management team complete their assigned tasks.

The Board of Directors may attend monthly progress meetings or other meetings of the CEO.

When necessary, the Board of Directors can utilize functional departments or specialists within the company to assist with its work.

The Board of Directors assigns the Chairman of the Board to direct and regularly monitor the CEO's management activities. The CEO reports in accordance with the regulations set by the Board of Directors.

Regarding the content and issues presented by the Board of Directors for the General Meeting of Shareholders to decide: The Board of Directors has the right to request that its members, the CEO, and the company's specialized departments prepare the necessary materials for the Chairman of the Board to present to the General Meeting of Shareholders on behalf of the Board for consideration and decision. The aforementioned materials must be sent to the Board of Directors at least 15 (fifteen) days before the General Meeting of Shareholders.

Regarding Content and Issues Within the Board of Directors' Authority: The CEO is responsible for preparing a proposal to submit to the Chairman of the Board of Directors for consideration and decision on the issues to be presented to the Board. The proposal must be accompanied by relevant documents and materials and must be sent to the Board of Directors no later than 05 (five) working days before the Board meeting. During the process of reviewing the issues presented by the CEO, the Board of Directors has the right to request the CEO to provide additional relevant documents and clarify any matters before the BOD makes a decision.

All documents presented by the CEO and sent to the Board of Directors must be official, signed, stamped, and clearly state the advisory opinions and proposals to provide the Board with a basis for examination and resolution.

Regarding content and issues within the CEO's Authority: The CEO is authorized to directly decide on matters within their authority as specified in the Company's Charter and this Regulation. After making a decision, the CEO is responsible for reporting it to the Board of Directors.

If the CEO makes a decision or signs any document that violates the law, the Company's Charter, or other internal regulations, and negatively impacts the company's interests, the Chairman of the Board of Directors has the right to request that the CEO cancel the document. If the CEO does not comply, the Chairman of the Board has the authority to issue a suspension order regarding the CEO's decision and notify all members of the Board of Directors and the Supervisory Board.

If the CEO engages in illegal actions that cause harm to the Company, the Chairman of the Board of Directors must initiate the necessary legal procedures to address the violation and demand compensation for the damage.

The Chairman of the Board of Directors and the CEO must communicate regularly, at least once per month.

The CEO has the right to request the Chairman of the Board to convene an extraordinary meeting of the Board of Directors to consider and decide on issues arising in the management process that exceed the CEO's authority.

The CEO is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors.

The CEO has the right to refuse to implement and propose adjustments to decisions that are unlawful or in violation of the Company's Charter. If the Board of Directors does not respond in writing within seven (07) days, the CEO may, depending on the timing and nature of the specific issue, request the Chairman of the Board to convene an extraordinary General Meeting of Shareholders to address the matter or report to the parent company for resolution.

Delegation of Authority Between the Board of Directors and the CEO: For matters within the authority of the Board of Directors, the Board may delegate the decision-making power to the CEO in writing for specific cases:

- In the field of managing the Company's operations:

- + The Board of Directors: decides on the company's strategic direction, medium-term development plans, and annual business plans, supervises and directs the CEO and other managers in handling the company's daily business operations, and

decides on solutions to address significant changes in the company's production, business plans, and/or investment strategies.

- + The CEO: is responsible for organizing the research and development of business plans and other plans within their authority and presenting them to the Board of Directors and the General Meeting of Shareholders for approval. The CEO organizes the implementation of the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business and investment plans of the company that have been approved by the Board of Directors and the General Meeting of Shareholders. The CEO decides on matters related to the daily business operations of the Company without needing the approval of the Board of Directors. The CEO also proposes measures to improve the operations and management of the company.

- In the field of capital mobilization:

- + The Board of Directors: approves borrowing from banks and/or financial institutions or individuals to support the Company's business operations and investments, in accordance with the authority stipulated by law.

- + The CEO: proposes borrowing from banks and/or financial institutions or individuals to support the company's business operations and investments.

- In the field of investment:

- + The board of Directors: decides on investments or sales of assets valued at up to 35% (thirty-five percent) of the total asset value as stated in the company's most recent audited financial statement, decides on investment plans and projects within the authority and limits set by law and the parent company, and decides on the development and use of the brand, as well as market development, marketing, and technology solutions.

- + The CEO: decides on investments or sales of assets after receiving the direction or authorization from the Chairman of the Board of Directors (for investment and asset sale matters within the authority of the Board), proposes and presents investment plans and projects within the authority and limits set by law, and proposes and presents the development and use of the brand, as well as market development, marketing, and technology solutions.

- In the field of contract approval:

- + The Board of Directors: decides on business, commercial, construction contracts, and other contracts valued from 10% (ten percent) to under 35% (thirty-five percent) of the total asset value as stated in the company's most recent financial report, or contracts valued at or greater than 50% of the company's charter capital, or contracts valued at more than 5 billion VND.

- + The CEO: decides on business, commercial, bidding, construction, procurement, and other contracts valued at less than 5 billion VND, or contracts with other values after receiving the direction or authorization from the Board of Directors.

- In the field of organization – human resources:

- + The Board of Directors: elects, dismisses, and removes the Chairman of the Board of Directors; appoints, dismisses, signs contracts, and terminates contracts with the CEO, Deputy CEO, and Chief Accountant, decides on the salaries and other

benefits of these managers, appoints representatives to participate in the Members' Council, Board of Directors, or General Meeting of Shareholders in other companies, and decides on the remuneration and other benefits of these individuals, approves the promotion and appointment of management personnel in subsidiaries, decides on the organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches, representative offices, and the investment, purchasing shares in other companies, proposes the remuneration for Board members, and decides on the salary of the Company's CEO.

+ The CEO: proposes the number and types of management personnel that the company needs to recruit for the Board of Directors to appoint or dismiss in order to ensure effective management based on the Board's proposal, suggests the organizational structure plan and internal management regulations of the company, decides on salaries and other benefits for employees within the Company, and carries out employee recruitment based on the staffing plan approved by the Board of Directors.

3. Regulations on Annual Evaluation for Reward and Discipline Activities for Members of the Board of Directors, Members of the Supervisory Board, the CEO, and other Business Executives

Based on the results of the work and assigned tasks, the Board of Directors holds an annual meeting to evaluate the members of the Board of Directors, the CEO, and the Executive Board according to four levels: excellent performance, good performance, completed tasks, and failure to complete tasks. These evaluations serve as the basis for considering rewards for the members of the Board of Directors, the CEO, and the members of the Executive Board.

When violations occur or the policies and resolutions of the Board of Directors are not properly implemented, depending on the severity of the violation, the Board of Directors will consider the level of discipline for the members of the Board of Directors, the CEO, and the members of the Executive Board.

The Head of the Supervisory Board organizes the evaluation of the task completion level of each member of the Supervisory Board.

Article 7. Effective Date

The operational regulations of the Board of Directors of Southern Educational Book and Equipment Joint Stock Company consist of 07 articles and shall take effect from April 22nd, 2021./.

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

Recipients:

- *Company Website.*
- *BOD, SB.*
- *CEO - Chief Accountant.*
- *Archive: Administration Department*

Phung Ngoc Hong

THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

CANDIDATE PROFILE FOR BOARD OF DIRECTORS PARTICIPATION
SOUTH BOOKS AND EDUCATIONAL EQUIPMENT
JOINT STOCK COMPANY
TERM IV (2025-2030)

1. Full name:
2. Date of birth:
3. Citizen ID /Passport number:
4. Telephone/ Mobile phone number:
5. Email address:
6. Nationality: 7. Ethnicity:
8. Permanent address:
9. Contact address:
10. Professional qualifications:
11. Work experience summary:

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12. Companies where the candidate holds a position as a member of the Board of Directors and other managerial positions:

<i>No.</i>	<i>Company name</i>	<i>Company tax code</i>	<i>Current position held</i>
1			
2			
3			
4			
5			

I hereby declare the truthfulness, accuracy, and reasonableness of the personal information provided above, and commit to performing my duties and providing truthful personal information and that of relevant individuals if elected as a member of the Company's Board of Directors.

....., 2025

Candidate
(Signature and full name)

THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

CANDIDATE PROFILE FOR SUPERVISORY BOARD PARTICIPATION
SOUTH BOOKS AND EDUCATIONAL EQUIPMENT
JOINT STOCK COMPANY
TERM IV (2025-2030)

1. Full name:
2. Date of birth:
3. Citizen ID /Passport number:
4. Telephone/ Mobile phone number:
5. Email address:
6. Nationality: 7. Ethnicity:
8. Permanent address:
9. Contact address:
10. Professional qualifications:
11. Work experience summary:

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12. Managerial position and name of company candidate currently holds:

<i>No.</i>	<i>Company name</i>	<i>Company tax code</i>	<i>Current position held</i>
1			
2			
3			
4			
5			

I hereby declare the truthfulness, accuracy, and reasonableness of the personal information provided above, and commit to performing my duties and providing truthful personal information and that of relevant individuals if elected as a member of the Company's Supervisory Board.

....., 2025

Candidate
(Signature and full name)