



HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY

Address: Group 60 - Dong Anh Town - Dong Anh District - Hanoi

Tel: 024.39680296

Fax: 024.38833786

Website: <http://www.hapco.vn>



NOTICE OF INVITATION TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

To: SHAREHOLDERS

Registration Number:

Shareholder Code:

Number of shares owned: shares

Address:

The Board of Directors (BOD) of Hanoi Textbook Printing Joint Stock Company (HAPCO) respectfully invites Shareholders to attend the Annual General Meeting of Shareholders (AGM) 2025 to be held as follows:

1. Time and location:

- Time: 8:00 a.m. Saturday, April 26, 2025.

- Location: Cultural House, Group 27 + 28, Dong Anh Town, Dong Anh District, Hanoi

2. Conditions for attending the General Meeting:

- All Shareholders of the Company in the list of shareholders who have confirmed their rights to attend the General Meeting of Shareholders on March 25, 2025.

3. Meeting content: According to the attached Agenda. Shareholders/groups of shareholders who have proposals to include issues in the agenda of the General Meeting of Shareholders, please send your proposals in writing to the company address at least 03 working days before the opening date of the General Meeting.

4. Documents for the General Meeting, authorization and attendance issues:

- Documents for the General Meeting: Shareholders can download the General Meeting documents on the website: www.hapco.vn from April 4, 2025 or receive hard copies when attending the General Meeting of Shareholders.

- Confirmation of attendance or Authorization to attend the General Meeting: In order to organize the General Meeting carefully, shareholders are requested to send the Confirmation of attendance/Authorization to attend the General Meeting to the Organizing Committee of the Annual General Meeting of Shareholders 2025 – Hanoi Textbook Printing Joint Stock (Group 60 - Dong Anh Town + Dong Anh District - Hanoi) by post or fax to 024.38833786 before 4:00 p.m. on April 23, 2025.

- In case there is no authorized representative to attend the General Meeting, Shareholders can authorize one of the members of the Board of Directors (List of members of the Board of Directors is attached to this Notice).

- We request that Shareholders or authorized persons when attending the General Meeting bring:

+ Meeting invitation

+ Identity card, citizen identification card or passport

+ Authorization letter (in case of receiving authorization to attend the General Meeting)

We look forward to the presence of Shareholders for the success of the General Meeting./

Sincerely!

Hanoi, April 4, 2025

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**
(signed and sealed)

NGUYEN THI THU HONG



AGENDA
ANNUAL GENERAL MEETING OF SHAREHOLDERS
2025

Time: From 8:00 AM, Saturday, April 26, 2025

Location: House of Culture of Group 27-28 – Dong Anh Town – Dong Anh District – Hanoi

No.	Time	Content	Presided by
I. OPENING PROCEDURES			
1	8h00 – 9h00	- Registration of attendance; - Distribution of documents and voting cards.	Organizing Committee
2	9h00 – 9h05	Report on the results of shareholder eligibility verification.	Head of the Shareholder Eligibility Verification Committee
3	9h05 – 9h10	Opening of the General Meeting, declaration of reasons, introduction of delegates, election of the General Meeting Chair.	Organizing Committee
4	9h10 – 9h20	- Introduction of the General Meeting Secretary; - Introduction, proposal and approval of the Vote Counting Committee; - Introduction and approval of the General Meeting agenda; - Approval of the Working Regulations of the Annual General Meeting of Shareholders 2025; - Approval of the Regulations on Nomination, Candidacy and Election of Additional 02 Members of the Board of Directors for the term 2024 - 2029.	Presiding Committee
II. GENERAL MEETING CONTENTS			
1	9h20 – 10h00	1) Report on the activities of the Board of Directors in 2024 and the operational direction for 2025; 2) Report on the production and business performance in 2024; production and business plan for 2025 of the Company's Executive Board; 3) Report on the supervisory results in 2024 and the operational plan for 2025 of the Supervisory Board. 4) Report of the Independent Member of the Board of Directors on the activities of the Board of Directors in 2024.	Board of Directors; Executive Board; Head of the Supervisory Board
2	10h00 - 10h30	1) Submission for approval of the audited 2024 Financial Statements; 2) Submission for approval of the production and business results, profit distribution and dividend payment for 2024; production and business plan, profit distribution and dividend payment for 2025. 3) Submission for approval of the report on the remuneration of the Board of Directors, Supervisory Board, salaries of the Director and	Presiding Committee

		<p>other managers in 2024 and proposal for the remuneration of the Board of Directors and Supervisory Board in 2025;</p> <p>4) Submission for approval of the selection of an independent auditing company to audit the 2025 Financial Statements;</p> <p>5) Submission for approval of contracts and transactions between Hanoi Textbook Printing Joint Stock Company and related parties;</p> <p>6) Submission for approval of the decision not to increase charter capital and to cancel the public company status of the Company.</p> <p>7) Submission for approval of the dismissal and election of additional 02 members of the Board of Directors for the term 2024 – 2029;</p>	
3	10h30 - 11h00	Discussion and voting on the reports and submissions; Conduct the election of additional 02 members of the Company's Board of Directors.	Presiding Committee; Vote Counting Committee
4	11h00 - 11h20	Break, Vote Counting Committee conducts vote counting.	Vote Counting Committee
5	11h20 - 11h30	Announcement of the voting results and the vote counting results for the election of additional Board of Directors members.	Vote Counting Committee
	11h30 – 11h35	Introduction of the Company's newly elected Board of Directors members to the General Meeting.	Board of Directors
III. CLOSING OF THE GENERAL MEETING			
1	11h35 – 11h40	Approval of the Minutes and draft Resolution of the General Meeting.	General Meeting Secretary
2	12h	Declaration of the closing of the General Meeting.	Chairperson

ORGANIZING COMMITTEE OF THE GENERAL MEETING

**HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY**

Address: Group 60 - Dong Anh Town - Dong Anh District - Hanoi

Tel: 024.39680296

Fax: 024.38833786

Website: <http://www.hapco.vn>**REGISTRATION FORM FOR ATTENDING THE MEETING OR PROXY TO ATTEND THE
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS****To: Hanoi Textbook Printing Joint Stock Company**

Shareholder name:

Legal representative (for organizations):

ID card/Citizen ID card/Passport/Business registration certificate No:.....issued on:at:

Address:

Total number of shares represented or owned: shares

(Shareholders choose one of the two items below, check the appropriate box)

1. REGISTER FOR MEETING ☐**2. AUTHORIZATION TO THE BELOWER** ☐

Mr./Ms.:.....

ID card/Citizen ID card/Passport/Business registration certificate No:.....issued onat

Address:

Number of authorized shares:

Note: In case shareholders cannot attend and cannot authorize another person, shareholders please authorize a member of the company's Board of Directors according to the list below:

No	Full name	Position	Mark	Number of authorized shares
01	Nguyen Thi Thu Hong	Chairman of the Board of Directors	<input type="checkbox"/>	
02	Ngo Quang Than	Vice Chairman of the Board of Directors and Director	<input type="checkbox"/>	
03	Hoang Hong Huong	Board of Directors Member	<input type="checkbox"/>	
04	Le Dang Khoa	Board of Directors Member	<input type="checkbox"/>	
05	Nguyen Duy Cuong	Board of Directors Independent Member	<input type="checkbox"/>	

(Note: Shareholders please mark (X) next to the name of the member you choose to authorize, only choose to authorize one person for all shares owned; in case you want to authorize multiple people, please clearly state the number of shares authorized for each member).

Authorization content:

The authorized party is authorized to represent the Authorizing Party to attend and vote on issues at the 2025 Annual General Meeting of Shareholders of Hanoi Textbook Printing Joint Stock Company to exercise all rights and obligations at the General Meeting of Shareholders related to the authorized shares.

We are fully responsible for this authorization and commit to strictly comply with the current provisions of the Law and the Charter of Hanoi Textbook Printing Joint Stock Company and have no complaints later.

Note:

- The authorized party is not allowed to authorize the number of shares owned by him/her and/or the authorized party to another person, and must bring his/her ID card/Citizen ID card/Passport when attending the meeting.

- If the authorized party or the authorized party is an organization, it must have the signature of the legal representative and the seal of the organization.

- This authorization is only valid when it is an original authorization and has the direct signatures of both parties. If the authorized party or the authorized party is an organization, it must have the signature of the legal representative and the seal of the organization. This authorization will expire when the Annual General Meeting of Shareholders 2025 of Textbook Printing Joint Stock Company in Hanoi ends./.

Shareholder/Authorizing Party
(Sign and specify full name, seal if any)

April 2025
Authorized party
(Sign and specify full name, seal if any)



Website: <http://www.hapco.vn>

5. Shareholders must keep confidential, strictly comply with the regime of using and preserving documents, not copy and record to give them to people outside the General Meeting without the permission of the Presiding Committee.

6. The authorized to attend the General Meeting must not re-authorize the third person to attend the General Meeting.

Article 3. The Presiding Committee

1. The Presiding Committee of the General Meeting consists of 03 people: 01 Chairperson and 02 members. The Chairman of the Board of Directors is the Chairperson of the General Meeting. The Chairperson of the General Meeting introduces the members of the Presiding Committee. The Presiding Board shall manage the progress of the General Meeting according to the contents and agendas approved by the General Meeting.

2. Duties of the Presiding Committee:

a) Manage the activities of the Annual General Meeting of Shareholders of the Company according to the agenda approved by the General Meeting of Shareholders;

b) Guide shareholders and the General Meeting to discuss the contents of the agenda;

c) Submit drafts and conclusions on necessary issues for the General Meeting to vote;

d) Respond to issues requested by shareholders;

e) Solve problems arising during the General Meeting.

3. Working principles of the Presiding Committee: The Presiding Committee works on the principle of democratic centralism and majority voting

Article 4. Meeting Secretariat

1. The Secretariat of the General Meeting consists of 02 people introduced by the Chairperson of the General Meeting. The Secretariat is responsible to the Presiding Committee and the General Meeting of Shareholders for their duties and follow the direction of the Presiding Committee.

2. Duties of the Secretariat:

a) Help the Presiding Committee to verify eligibility of shareholders and representatives of shareholders attending the meeting (when necessary);

b) Support the Presiding Committee to announce the draft documents, conclusions, Resolutions of the General Meeting and the notice of the Presiding Committee sent to shareholders upon request;

c) Receive and review the registration form for suggestions of shareholders, transfer it to the Presiding Committee for decision;

d) To fully and truthfully record the entire content of the General Meeting and the issues approved by the shareholders or still considered in the Minutes of the General Meeting;

e) Drafting Resolutions on issues approved at the General Meeting.

Article 5. The Participant's Eligibility Verification Committee

1. The Participant's Eligibility Verification Committee of the General Meeting consists of 03 people and has the support of the Consulting Organization to organize the General Meeting of Shareholders.



The Participant's Eligibility Verification Committee is responsible to the Presiding Committee and the General Meeting of Shareholders for their duties.

2. Duties of the Participant's Eligibility Verification Committee.

The Shareholder Eligibility Verification Committee of the General Meeting is responsible for checking the eligibility and situation of shareholders and representatives of shareholders attending the meeting.

The Head of the Shareholder Eligibility Verification Committee reports to the General Meeting of Shareholders on the shareholders attending the meeting. If the meeting has enough shareholders entitled to attend the meeting representing at least 51% of the total number of votes, the General Meeting of Shareholders of the Company shall be held.

Article 6. Vote checking board.

1. The Vote Checking Board of the General Meeting consists of 05 people: 01 Head of the Board, 04 members introduced by the Chairperson of the General Meeting and approved by the General Meeting.

2. Duties of the Vote Checking Board.

- To administer and accurately determine the voting results on each content to be voted at the General Meeting;
- Promptly notify the voting results to the Secretariat;
- To review and report to the General Meeting the violations of the regulations or complaints about the voting results;
- The Vote Checking Board must make a Minutes of Vote Checking and be responsible to the Presiding Committee and the General Meeting of Shareholders when performing their duties.

Article 7. Discussion at the General Meeting

1. Principles

- The discussion is only conducted following the prescribed time and the contents of the General Meeting of Shareholders Agenda;
- Shareholders having suggestion register the contents on the Questionnaire and forward it to the Secretariat of the Meeting;
- The Secretariat of the Meeting will arrange the Questionnaires of shareholders in the order of registration and transfer to the Presiding Committee;
- Shareholders raise their hands whenever they give opinions or debate, and are allowed to raise their voices when agreed by the Presiding Committee. Each shareholder speaks within no more than 03 minutes with the content being concise and avoiding duplication.

2. Answering shareholders' opinions:

- Based on the Questionnaires of shareholders, the Chairperson or members appointed by the Chairperson will answer the questions of shareholders;
- In case of limitation of time, questions that have not been answered directly at the General

7370
3 T
PHAI
GIAO
ANH
A N
9NH-

Meeting will be answered directly in writing by the Company after.

Article 8. Voting to approve the contents at the General Meeting.

All issues to be voted on in the agenda and contents of the General Meeting of Shareholders must be discussed and voted publicly by the General Meeting of Shareholders according to the following guidelines:

1. Entities of voting: Shareholders owning shares with voting rights (according to the list of shareholders finalized on March 25, 2025) and legal representatives of shareholders attending the General Meeting of Shareholders.

2. Voting Methods

a) Reports and Proposals presented at the General Meeting shall be approved by the General Meeting of Shareholders by completing ballot.

b) The other issues at the General Meeting will be approved by voting card.

3. Voting card/Ballot:

a) Voting cards/Ballots are printed by the Organizing Committee of the General Meeting and sent directly to the shareholders with the voting right attending the meeting at the General Meeting (attached with the documents of the General Meeting).

b) The Voting Card/Ballot clearly states the Voter's Code, the number of represented shares of that shareholder, and the red seal of the Company.

4. Method of voting by voting card/ballot:

For Voting Cards: When voting at the General Meeting, shareholders approving shall raise their Voting Cards aloft.

Members of the Vote Checking Board shall mark the shareholder code and the corresponding number of voting cards of each shareholder approving. Similarly, shareholders voting Disagree or Abstain shall raise their Voting Cards in turn.

The Vote Checking Board will record the results by counting the number of voting cards of shareholders, then gather the results and transfer them to the Secretariat and the Presiding Committee to notify the General Meeting.

If Shareholders do not raise their Voting Cards in all three times of voting, they shall be considered as voting Agree.

If the Shareholder raises the Voting Card three or two times out of three times of voting votes, it shall be considered a vote of disapproval of that issue.

For Ballots: Shareholders vote by selecting the following options: Approve, Disagree, or Abstain for each content of the Report and Proposal at the General Meeting, then put in the box prepared by the Vote Checking Board.

The ballot is invalid in the following cases:

- The ballot is not issued by the Organizing Committee;



- The ballot does not have both the signature and the full name of the shareholder;
- The ballot is torn, erased, scratched or corrected and added information to the voting content;

- Voting issues is not selected or more than one option is selected for a Proposal to the General Meeting;

1. Announce the voting results.

After completing the voting on all the prescribed contents, the Vote Checking Board will count the votes and the Head of the Vote Checking Board will notify the General Meeting of the voting results then transfer the voting results to the Secretariat to record in the Minutes of the General Meeting.

2. The minimum percentage that needs to be achieved when voting.

The minimum percentage that needs to be achieved when voting to approve the resolutions of the General Meeting of Shareholders is stipulated in Article 24 of the Company's Charter.

3. Complaints

Complaints about vote counting will be resolved by Presiding Committee of the meeting and recorded in the minutes of the General Meeting of Shareholders.

Article 9. Resolutions and Minutes of the General Meeting of Shareholders

Minutes of the General Meeting and the Resolution of the General Meeting must be made in Vietnamese and read and approved at the General Meeting of Shareholders before the closing of the General Meeting.

Article 10. Implementation of the Regulations.

Shareholders and authorized representatives attending the General Meeting must strictly comply with the Regulations on Organization at the General Meeting of Shareholders. Shareholders who violate this Regulation shall be subject to sanctions depending on the specific level of seriousness considering the Company's Charter and the Law on Enterprises.

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

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

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

Nguyen Thi Thu Hong

No.: /BC-HDQT

Hanoi, April 26, 2025

DRAFT

REPORT

on the Board of Directors Performance in 2024; orientation in 2025.

To: Annual General Meeting of Shareholders 2025

Pursuant to the Law on Enterprises no. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing Joint Stock Company;

Pursuant to Resolution No. 01/NQ-DHDCD 2024;

Pursuant to the 2024 audited financial statements by AASC Auditing Firm Company Limited

The Board of Directors (BOD) of Hanoi Textbook Printing Joint Stock Company would like to report to the Annual General Meeting of Shareholders 2025 on the performance of the BOD in 2024 and orientation in 2025 Specifically as follows:

I. PERFORMANCE OF THE BOARD OF DIRECTORS (BOD) IN 2024

1. Information about members of the Board of Directors.

The BOD of Hanoi Textbook Printing Joint Stock Company for the term 2024-2029 consists of the following members:

No.	Member of the BOD	Position	Start Date as Member	
			Appointment date	Dismissal date
1	Ms. Nguyen Thi Thu Hong	Chairman of the BOD	20/4/2024	
2	Mr. Ngo Quang Than	Vice Chairman of the BOD/ Director	23/12/2017	
3	Mr. Hoang Hong Huong	Non-executive member of the BOD	25/4/2023	
4	Mr. Le Dang Khoa	Non-executive member of the BOD	19/4/2019	
5	Mr. Nguyen Duy Cuong	Independent member of the BOD	20/4/2024	

The BOD consists of 05 members, including 01 member who is an executive member, 03 members who are non-executive members and 01 independent member

2. Members of the BOD participate in BOD meetings.

No.	Member of the BOD	Number of meetings	Attendance rate	Reason for absence
1	Ms. Nguyen Thi Thu Hong	6/10	60%	Newly appointed on 20/04/2024
2	Mr. Ngo Quang Than	10/10	100%	
3	Mr. Hoang Hong Huong	10/10	100%	
4	Mr. Le Dang Khoa	10/10	100%	
5	Mr. Nguyen Duy Cuong	5/10	50%	Newly appointed on 20/04/2024 Absence from 01 meeting due to business trip.

3. Meetings and resolutions of the Board of Directors.

In 2024, the BOM held meetings and issued 08 Resolutions to implement the agenda and plans approved by the Annual General Meeting of Shareholders 2024. Specifically:

No.	Resolution No.	Date	Content	Approval Rate
1	01/NQ-HDQT	28/02/2024	1. Approval of the 2023 audited financial statements by AASC Auditing Firm Company Limited. 2. Approval of the business plan for 2024. 3. Approval of the interim dividend payment for 2023 in cash. 4. Approval of the plan to organize the Annual General Meeting of Shareholders 2024.	100%
2.	02/NQ-HDQT	09/4/2024	1. Approval of the investment policy for purchasing machinery and equipment for business operations in 2024.	100%
3.	03/NQ-HDQT	22/4/2024	1. Approval of the election of the Chairman and Vice Chairman of the Board of Directors for the term 2024-2029. 2. Approval of the appointment of the Board Secretary for the term 2024-2029.	100%
4	04/NQ-HDQT	24/4/2024	Approval of the extension of the tenure of the General Director and Deputy General Director of the Hanoi Textbook Printing Joint Stock Company	100%
5	05/NQ-HDQT	30/5/2024	Approval of the policy for reappointment procedures for the positions of General Director and Deputy Director of the Hanoi Textbook Printing Joint Stock Company	100%
6	06/NQ-HDQT	10/6/2024	1. Approval of the selection of AASC Auditing Firm Company Limited as the independent auditor for the semi-annual	100%

			review and annual audit of the Company's 2024 financial statements. 2. Approval of the remuneration levels for the Board of Directors, Supervisory Board, and Secretary of Board of Directors in 2024.	
7	07/NQ-HDQT	16/9/2024	Approval of the estimated business performance indicators for the first 8 months; the business directions and tasks for the last 4 months of 2024.	100%
8	08/NQ-HDQT	05/12/2024	Reappointment of the Director and Deputy Director of the Hanoi Textbook Printing Joint Stock Company	100%

4. Evaluation of the Board of Directors.

4.1. Business situation evaluation in 2024 of the BOD.

The year 2024 was a challenging one for the Company due to the overall economic conditions of the capital and the country, as well as the printing industry, particularly the changes in the bidding process for printing educational books by Vietnam Education Publishing House Limited Company. However, thanks to the dedicated and focused leadership of the Board of Directors; the decisive, flexible, and timely adaptation of the Management Board and all employees; and the support of esteemed shareholders, the Company's business performance and financial targets were basically achieved as set out in the General Meeting of Shareholders' Resolution in 2024. Specifically:

No.	Target	Plan	Actual	Actual/plan ratio
		in 2024	in 2024	
		Unit: billion VND	Unit: VND	
1	Revenue from sales and services	39.3	40.5	103%
2	Profit before tax:	2.3	1.78	77%
3	Profit after tax:	1.78	1.39	78%
4	Dividend (Expected)	8%	6%	75%

In 2024, though facing many difficulties, the Board of Directors made great efforts to achieve the targets and tasks set out in the General Meeting's Resolution. Revenue increased by 3% compared to 2023. Profit before and after tax targets are not achieved due to objective reasons, leading to a decrease in profits.

4.2. Evaluation of the Board of Directors on the Executive Board's Performance

The Board of Directors highly appreciates and acknowledges the efforts, proactiveness, determination, flexibility, creativity, and resilience of the Executive Board, along with the

solidarity and contributions of all employees. These factors have played a crucial role in achieving the targets outlined in the General Meeting of Shareholders' Resolution in 2024.

The Management Board remained steadfast in adhering to the targets and tasks assigned by the General Meeting of Shareholders and the Board of Directors; implemented proactive and flexible management measures, ensured efficient production organization, maintained profitable business operations, preserved capital, secured stable income for employees, fulfilled obligations to state authorities, and paid dividends to shareholders. Despite significant policy and bidding process changes in the printing of textbooks by Vietnam Education Publishing House Limited Company, the Management Board successfully navigated these challenges, ensuring business stability and contributing to the Company's sustainable development.

4.3. Evaluation on the Board of Directors Performance

The BOD always fully complies with the responsibilities and obligations following the Law on Enterprises, the Charter on Organization and Operation of the Company, the Internal Corporate Governance Regulation, the Regulation on Operation of the BOD, and relevant legal documents.

The Board of Directors has utilized its experience, qualifications, and relationships, to well perform executive management, orientation, supervision, and timely support for the Executive Board to ensure the proper compliance with the contents of the General Meeting of Shareholders' Resolution in 2024. The BOD promptly directs and supports the Director in the implementation of the Company's production and business targets in 2025.

The BOD regularly supervises the Executive Board to ensure that the Company's activities comply with the provisions of the law, the Charter, and the Regulations of the Company; In organizing and implementing the resolutions of the BOD, the General Meeting of Shareholders; In operating production - business and corporate finance; Reviewing the 6-month, 9-month and 2024 business results report; Reviewing the 2024 semi-annual financial statements; personnel work, reappointment of the Director, Deputy Director of the Company, and other management positions of the enterprise.

The BOD has promptly approved the policy to facilitate the Management Board's investment in buying a new paper-cutting machine for production so that the Company can proactively provide print paper for printers, improve product quality, and productivity, and enhance capital efficiency.

The BOD held regular and extraordinary meetings to approve Resolutions to promptly handle arising issues to be resolved immediately. The BOD has attended the preliminary and final meetings of the Company to gather information and give direction in accordance with the actual situation, creating favorable conditions for all activities of the Company.

The BOD fully implements the information disclosure system on corporate governance according to Circular 96/2020/TT-BTC dated November 16, 2020, of the Ministry of Finance according to regulations and fully and promptly supervises the system and responsibilities of information disclosure of the enterprise.

5. Payment of remuneration to the Board of Directors, Supervisory Board.

During the year, the Management Board has fully and promptly paid remuneration to the Board of Directors, Supervisory Board, the salary of the Director, and other managers, which did not exceed 2.5% of the total salary fund in 2024 has been approved by the Resolution of the Annual General Meeting of Shareholders dated April 20, 2024.

a) Remuneration of the Board of Directors and Supervisory Board in 2025

No.	Position/ Title	Quantity (People)	Remuneration/ Person/Month (VND/Month)
1	Chairman, Vice Chairman of the Board of Directors:	2	4,500,000
2	Member of the BOD	3	3,000,000
3	Head of the Supervisory Board:	1	2,000,000
4	Member of Supervisory Board:	2	1,000,000
5	Secretary of the Board of Directors:	1	2,000,000
	Total/Month:	9	

a) Remuneration of the Board of Directors and Supervisory Board in 2025 (Unit: VND)

No.	Target	In 2024
1	Total actual salary fund in 2024	10,208,156,515
2	Total allocated remuneration for the year	255,203,913
3	Total paid remuneration for the year	226,000,000

6. Performance of independent members of the BOD.

For the term 2024-2029, the BOD has 01 independent member. Independent members ensure professional qualification in the main areas of operation of the Company, playing an important role in making decisions for the Company.

In 2024, independent members attended 05/6 BOD meetings (absent due to business trip) and voted on issues under the authority of the BOD, ensuring clarity, and objectivity, controlling conflicts of interest, and protecting the interests of the Company and shareholders.

II. ORIENTATION OF THE BOARD OF DIRECTORS IN 2025.

1. Assessment of the situation.

In 2025, there will be many difficulties and challenges for the Company. The fact that Vietnam Education Publishing House shifted its policy from designated printing to competitive bidding; The increasingly fierce competition of printers inside and outside the Vietnam Education Publishing House Limited Company system for printing educational books should forecast a sharp decrease in the output of printing textbooks of Vietnam Education Publishing House Limited Company.

Along with the severe impacts of the market economy; high input price costs, human resources costs... Therefore, it is necessary for the Management Board to make more efforts, promote the strengths and new research on the management orientation and production and business activities; consolidate and expand the market for customers inside and outside the Vietnam Education Publishing House Limited Company system; develop appropriate production and business, financial, investment plan to bring the highest production and business efficiency.

2. Plan of activities and orientation in 2025.

- Basic production and business and financial targets and tasks:

+ Printing Plan: (Unit: Standard Printed Pages, Size 17x24 cm)

No.	TARGET	PLAN FOR 2025
I	BOOKS OF VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY	100,000,000
1	Textbook.	70,000,000
2	Workbook.	30,000,000
II	BOOKS OF EXTERNAL CUSTOMERS	670,000,000
1	Textbook.	175,000,000
2	Workbook.	148,000,000
3	Other books	347,000,000
	TOTAL:	770,000,000

+ Business and Financial Targets for 2025

No.	TARGET	PLAN FOR 2025
1	Revenue from sales and services (billion VND)	34.4

2	Profit before tax (billion VND)	1.73
3	Dividend (%)	6

- Orient the Management Board to consolidate personnel in management and production positions in a streamlined, efficient way, meeting the production and business requirements of the Company.

- The Management Board innovates a flexible management mechanism to improve the quality of corporate governance; and complies with and continues to improve production processes to improve product quality.

- Direct the Management Board to promote the strengths and available experience and advantages; maintain the production and business situation; expand the market; find new customer partners whose products align with the Company's core advantage in printing to create a new and sustainable development step.

- Strictly control and optimize costs; implement solutions to save and reduce operating expenses to the lowest level;

- Strengthen risk management in business operation.

- Develop investment plans and procure additional machinery and equipment to enhance production capabilities, meeting market demands for printing and post-processing services.

- Ensure job stability and benefits for employees, distribute dividends to shareholders, safeguard the Company's interests; fulfill corporate social responsibilities to the state and the community.

- Focus on building and enhancing the Company's image, brand, and reputation.

3. Orientation of the Board of Directors in 2025.

- Comply with the functions, duties, and rights of the Board of Directors in accordance with the provisions of law and the Company's Charter.

- The BOD well maintains regular and extraordinary meetings when necessary to promptly solve arising problems.

- Strengthen the direction and supervision of the Management Board to implement procedures to meet targets approved by the General Meeting of Shareholders' Resolution in 2025.

- Direct, orient and closely coordinate with the Management Board and Supervisory Board in setting out effective policies and solutions for management, production, and business administration in accordance with the functions, rights and duties prescribed by law and the Company's Charter.

Above is the report on the performance of the Board of Directors in 2024; the orientation of the Board of Directors in 2025.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

Sincerely!

Recipients:

- As above;
- BOD, SB;
- Save documents, Secretary of BOD

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

Nguyen Thi Thu Hong



Hanoi, April 26, 2025



REPORT OF THE BOARD OF DIRECTORS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Congress!

On behalf of the Board of Directors, I would like to present the Report on the Business Performance in 2024 and the Business Plan for 2025 of the Hanoi Textbook Printing Joint Stock Company.

A. Part One

BUSINESS OPERATIONS IN 2024

I. ASSESSMENT OF THE BUSINESS ENVIRONMENT IN 2024

In 2024, the global economic landscape witnessed rapid and complex fluctuations across economic, political, social, and security dimensions. Most economies around the world experienced lower-than-expected growth rates, political instability, natural disasters, and climate change, etc. are increasingly affecting the production and business activities of enterprises.

Amid the challenges posed by both domestic and international macroeconomic conditions, the business activities of the Hanoi Textbook Printing Joint Stock Company were also strongly affected. Despite numerous difficulties, under the leadership of the Board of Directors and the close, determined management of the Executive Board, the entire staff, workers, and employees of the company adapted well and made full use of available resources and competitive advantages to fulfill the business and production plans.

II. BUSINESS PERFORMANCE RESULTS IN 2024

1/ Business Performance Outcomes:

Target	Unit	Actual in 2023	Plan for 2024	Actual in 2024	Actual / Plan Ratio	Same period comparison
1. Sales and service revenue	Billion VND	42,4	39,3	40,5	103%	96%
2. Profit before tax (VND)		2,1	2,3	1,78	77%	84%
3. Dividend (%)		7%	8%	6%	75%	86%

In 2024, total revenue and pre-tax profit decreased compared to the same period in 2023 due to the following reasons:

- Revenue from warehouse operations and related services declined by 400,000,000 VND.
- During 2024, the company had to compensate employees with three months' salary due to a lack of work, amounting to over 500,000,000 VND.
- Work was concentrated mainly within the four-month period from April to July, which led to additional costs for hiring external machinery and labor, thereby reducing overall profit.
- As of September 2024, the company was no longer designated by the Vietnam Education Publishing House Limited Company (NXBGDVN) as a provider of educational book printing services, which significantly affected the company's profitability.

2/ Printed page made in 2024:

No	Target	Plan for 2024	Actual in 2024	Achieved ratio
1	Textbooks	890.000.000	866.089.865	97%
2	Workbooks	650.000.000	522.086.664	80%
3	Other Books	330.000.000	120.734.028	37%
	Total	1.870.000.000	1.508.910.557	81%

With the spirit of solidarity, dynamism, creativity, and readiness to overcome all difficulties and challenges, all employees in the company are determined to successfully complete a number of planned targets.

III. CORPORATE GOVERNANCE ACTIVITIES

1/ Caring for employees' lives:

In addition to improving the working environment and fully implementing salary, bonus, and welfare policies, the company's leadership placed special emphasis on enhancing employees' mental well-being and promoting a balanced work-life environment.

2/ Supply, Scheduling, and Inventory Management:

Regarding purchasing activities, raw materials and supplies for production have been fully and promptly supplied. Inventory levels were maintained at a reasonable level.

Production scheduling was effectively managed to meet delivery deadlines, with an on-time delivery rate reaching 98%. Product quality was continuously improved, and the company proactively embraced change to better achieve its objectives. Key initiatives included the implementation of review processes, improvements to operational procedures, and the reorganization of warehouse layouts to enhance occupational health and safety for workers.

3/ Quality Management:

With quality as a top priority, the Quality Control (KCS) department collaborated with production units to review technical requirements and standardize technological processes to improve product quality and ensure consistency across all products. The company strengthened its capability to tightly control quality at every stage of the production process.

The international ISO 9001:2015 quality management standard continued to be effectively maintained and consistently applied across all operational and management levels.

4/ Production Cost Control:

The company regularly reviewed and updated its internal regulations and policies. Cost control and savings measures were applied throughout all business and production activities, particularly in administrative and other operational expenses.

5/ Investment, Infrastructure Development, and Technological Improvement:

In 2024, the Executive Board prioritized and allocated resources for the renovation and upgrade of facilities, workshops, internal transportation systems, and the fire prevention and firefighting system.

- + Successfully completed the installation of the fire prevention and control system at the Book Printing Workshop.

- + Renovated auxiliary facilities to improve working conditions for company employees.

6/ Financial Management:

The company maintained effective financial forecasting and reporting. Financial information was provided in a timely and accurate manner, reflecting the company's operational status. This enabled close monitoring of business plan implementation and supported the Executive Board in making informed decisions, seizing business opportunities, and pursuing the company's overall revenue and profit goals.

B. Part Two

ORIENTATION AND TASKS FOR 2025

1. Situation Assessment

1.1/ Advantages:

The Hanoi Textbook Printing Joint Stock Company is a printing unit with a long-standing history, equipped primarily with machinery and equipment specialized for textbook printing. The company has spacious and well-ventilated workshops that meet the space requirements for production activities. Over time, the company has built a strong reputation and a solid position in the textbook printing industry compared to other units. The company's largest customer remains the Vietnam Education Publishing House Limited Company (NXBGDVN).

The leadership team: the Board of Directors and the Management Board are experienced, dedicated, and united individuals. Their consensus and timely decision-making have contributed significantly to the company's ongoing business growth and development.

1.2/ Challenges:

The increasingly fierce competition, rising expectations from investors, stricter customer requirements, rapid changes, and high operational risks have made it more difficult for the company to formulate responsive strategies.

Additionally, changes in the bidding procedures for textbook printing present new challenges, requiring the company to be more flexible and adaptive in its operations.

2. Target Objectives

2.1/ Printing Page Plan:

Unit: TP print page size 17x24

NO	TARGET	PLAN FOR 20205
	Vietnam Education Publishing House Limited Company	100,000,000
1	Textbooks	70,000,000
2	Workbooks	30,000,000
	External Customers	670,000,000
1	Textbooks	175,000,000
2	Workbooks	148,000,000
3	Other Books	347,000,000
	TOTAL	770,000,000

2.2/ Financial plan.

NO	TARGET	PLAN FOR 20205
1	Total revenue (billion VND)	34.4
2	Profit before tax (billion VND)	1.73
3	Dividend (%)	6%

3. Solutions for Task Implementation

- Develop a suitable business and production plan that ensures a balance between revenue and profit targets in order to achieve the production and business objectives approved by the General Assembly of Shareholders. This plan will also ensure stable income for employees and safeguard the legitimate rights and interests of shareholders.

- Strengthen the management of materials, capital, inventory, and accounts receivable, while ensuring compliance with tax policies for the government. Conduct business operations in accordance with the provisions of the Enterprise Law, aiming to preserve and grow the company's capital.

- Strengthen the inspection and supervision of product quality, minimizing product defects and waste. Strictly control the quality of both incoming and outgoing products.

- Comply fully with legal regulations regarding industrial hygiene, fire safety, and environmental protection.

- Enhance human resource management by structuring the workforce appropriately, developing fair and stable salary policies, and creating incentives to attract and develop young,

healthy, and skilled employees with strong communication abilities. These efforts will foster a motivated workforce, committed to the company's growth.

- Actively and proactively seek new partners and diversify sources of work.

Dear delegates and shareholders,

In 2024, despite the mix of advantages and challenges, the company has achieved most of its business and production targets thanks to the dedicated efforts of all staff members, along with the leadership and guidance of the Board of Directors and the Management Board.

Our employees will continue to unite and strive to fulfill the business objectives for 2025, aiming for sustainable development, better living standards for our workers, and increased dividends for our shareholders.

Thank you very much!

Recipients:

- General Meeting of Shareholders (for reporting);
- Board of Directors (for reporting)
- Save: document, Secretary of the Board of Directors.

DIRECTOR

Ngo Quang Than

**HANOI TEXTBOOK PRINTING JOINT
STOCK COMPANY
SUPERVISORY BOARD**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness**

Hanoi City, March 31, 2025

№: 01/BKS2025

**REPORT OF THE SUPERVISORY BOARD AT THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS 2025**

To: Annual General Meeting of Shareholders 2025

In accordance with the functions, duties, and powers stipulated in the Enterprise Law and the Charter of the Hanoi Textbook Printing Joint Stock Company, the Supervisory Board hereby reports to the Annual General Meeting of Shareholders on the results of the supervision activities for the year 2024 of the Hanoi Textbook Printing Joint Stock Company as follows:

I. ACTIVITIES OF THE SUPERVISORY BOARD

The Supervisory Board (abbreviated as SB) consists of 3 members:

1. Ms. Ta Thi Thanh Huyen: Head of the Board
2. Ms. Nguyen Thi Luyen: Member
3. Mr. Nguyen Dac Huan: Member

In the first year of the term 2024 - 2029, the Supervisory Board held a meeting and agreed on the following main contents:

- Assigning tasks to members of the Supervisory Board in 2024;
- Inspecting and supervising the implementation of the Resolution of the Annual General Meeting of Shareholders 2024 for the Board of Directors (abbreviated as BOD) and the Management Board (abbreviated as MB).
- Approving the appraisal of the 2024 audited Financial Statements in accordance with the Vietnamese accounting regime and auditing standards; reviewed and audited by AASC Vietnam Auditing Firm Company Limited
- Providing opinions to the Board of Directors and the Management Board of the Company on issues related to the Company's production and business activities.
- Participating in the inventory of capital and assets as of December 31, 2024.
- Reviewing the legality and procedure for issuing Resolutions and Decisions of the Board of Directors and the Management Board in 2024.

II. SUPERVISION RESULTS OF THE SUPERVISION BOARD.

1. Activities of the Board of Directors and Management Board

The Board of Directors always fully complies with its responsibilities and obligations as prescribed by the Enterprise Law, the Company's Charter of Operations, and relevant legal documents;

- The Board of Directors (BOD) promptly directed and supported the Management Board (MB) in implementing the company's business and production targets for 2024.

- The Board of Directors regularly monitored the Management Board:

- + Ensuring that the company's operations adhered to legal regulations, the Company's Charter, and internal policies.

- + Supervision of the organization and execution of resolutions from the Board of Directors and the General Meeting of Shareholders.

- + Monitoring the management of business operations and company finances.

- + Reviewing the business results for the first 6 months, 9 months, and the full year of 2024.

2. Financial Report Evaluation

- The financial report for 2024 was prepared in accordance with the applicable Vietnamese accounting standards and regulations. The financial statements for 2024 were audited by AASC Vietnam Auditing Firm Co., Ltd.

- The independent auditing firm provided the opinion that the financial statements fairly and accurately reflect the financial position of the Hanoi Textbook Printing Joint Stock Company as of December 31, 2024, in compliance with the current Vietnamese accounting standards and related legal regulations regarding the preparation and presentation of financial reports.

- After reviewing the financial statements, the Supervisory Board concurs with the audit results.

* Business Performance in 2024:

No	Target	In 2024				Actual in 2023 (million VND)
		Plan (million VND)	Actual (million VND)	Actual/Plan Ratio	Actual ration in 2024/2023	
1	Total Revenue	39,300	41,648	106%	96%	43,390
2	Total Expenses		39,870		97%	41,265
3	Total Profit Before Corporate Income Tax	2,300	1,778	77%	84%	2,125
4	Profit After Corporate Income Tax		1,390		84%	1,657
5	Corporate Income Tax Expense		387		83%	468

* Business Performance Results:

- Revenue: In 2024, revenue reached 41.648 billion VND, exceeding the plan by 6%.

- Profit: In 2024, profit was 1.778 billion VND, achieving 77% of the planned target.

3. Results of monitoring the implementation of the Board of Directors' Resolution in 2024

- Implementation of the Company's business targets: With the above business results, the Company has exceeded the revenue target, but has not yet completed the profit plan for 2024 approved by the General Meeting of Shareholders.

- The company is planning a dividend payout of 6% for the 2024 financial year (600 VND per share), based on a charter capital of 20.959 billion VND, with a total payout of 1.257 billion VND. The post-tax profit as reported in the audited financial statements for 2024 is 1.39 billion VND. Therefore, after distributing the dividends, the company will have no remaining profit to allocate to essential funds (such as welfare and development investment funds) that are crucial for the company's growth.

4. Evaluation of the Coordination between the Supervisory Board, Board of Directors, and Shareholders

- The Supervisory Board (SB) has collaborated with the Board of Directors (BOD) and the Management Board (MB) based on the principle of protecting the company's legitimate interests and those of the shareholders, while adhering to legal regulations and the Company's Charter.

- Regarding the shareholders: The Supervisory Board did not receive any requests or complaints from shareholders or groups of shareholders who meet the legal ownership and holding time requirements as outlined in the law and the Company's Charter.

III. RECOMMENDATIONS OF THE SUPERVISORY BOARD

Based on the inspection and supervision of the company's activities, the Supervisory Board offers the following recommendations:

1. Regarding Human Resource Quality: The company needs to develop a training plan to improve the professional skills and expertise of its workers in order to diversify the product range. Additionally, gradually adjusting and increasing wage and income levels for employees will motivate and encourage production.

2. Regarding Low Activity Periods: It is essential to arrange a reasonable printing schedule to seek additional sources of work beyond educational books from the Vietnam Education Publishing House Limited Company (NXBGDVN), especially during the slow periods between two book seasons (previous and next year).

3. Regarding Machinery and Equipment Investment: Consider investing in machinery and equipment to improve efficiency in areas where production processes face delays or bottlenecks, as well as to gradually replace low-efficiency printing machines.

4. Regarding Current Sources of Work: The company should continue to proactively explore work opportunities based on its capabilities, maximizing resources to participate in bidding for the printing of textbooks for Vietnam Education Publishing House Limited Company and other publications. The workload should be distributed reasonably across timeframes to avoid

07-
Y
IN
KH
H PH
NỘI
H-TR

interruptions or overwhelming periods, aiming to gradually improve planning, utilize production capacity, and enhance business performance.

5. Reviewing the Utilization of Available Resources: Assess the use of existing facilities, warehouses, and infrastructure to ensure legal compliance and improve economic efficiency, thereby safeguarding the interests of the company and its shareholders.

6. Regarding the Production Expansion Project in Tien Duong Commune, Dong Anh District: After reviewing the legal assessment report from BGI & Associates LLC, and discussing with the Management Board and the Board of Directors, the Supervisory Board recommends the Management Board and Board of Directors to take the following actions:

- Cooperate with relevant parties to ensure the timely execution of the project in accordance with legal land-use regulations.

- Implement operational measures and work with relevant parties to ensure the legal compliance of investment activities, protecting the company's legal rights and interests in this project.

- Report to shareholders for approval if necessary, to ensure the protection of shareholders' legal rights and interests.

With the above recommendations, the Supervisory Board wishes the company to gradually shift its revenue structure, diversifying the printing of various publications. This will ultimately enhance the company's independence in the free printing market.

IV. SUPERVISORY BOARD' PLAN FOR 2025

To effectively carry out the inspection and supervision tasks according to the Enterprise Law and the Company's Charter, the Supervisory Board has developed the following plan for 2025:

1. Supervise compliance with legal regulations, the Company's Charter, and the implementation of resolutions from the General Meeting of Shareholders and the Board of Directors.

2. Continue carrying out tasks related to the inspection and supervision of the Company's management and business operations in accordance with the Enterprise Law.

3. Monitor plans and the progress of the Company's production, business, and investment tasks as implemented by the Management Board.

4. Review and assess the financial reports of the Company, promptly providing feedback to the Board of Directors and the Management Board on management practices and the coordination between the Board of Directors, the Management Board, and the Supervisory Board.

5. Perform other tasks as per the responsibilities of the Supervisory Board.

V. CONCLUSION

The above is the report from the Supervisory Board regarding the activities of the Hanoi Textbook Printing Joint Stock Company in 2024, and the Supervisory Board's plan for 2025, which is hereby submitted to the General Meeting of Shareholders.

The Supervisory Board sincerely thanks the Board of Directors, the Management Board, and all employees, as well as the esteemed shareholders, for their ongoing support and for providing the necessary conditions for the Supervisory Board to fulfill its duties.

On behalf of the Supervisory Board, I would like to wish all distinguished delegates and shareholders good health, happiness, and success in the General Meeting.

Thank you very much!

Recipients:

- As to;
- Board of Directors; Director;
- Save: document, Supervisory Board.

ON BEHALF OF SUPERVISORY
BOARD
HEAD OF BOARD



TA THI THANH HUYEN

10

VIETNAM EDUCATION PUBLISHING
HOUSE LIMITED COMPANY
HANOI TEXTBOOK PRINTING JOINT
STOCK COMPANY

No. 01/BC-TVDLHDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Hanoi, April 02, 2025

**REPORT ON ASSESSMENT OF INDEPENDENT MEMBERS OF THE
BOARD OF DIRECTORS ON THE ACTIVITIES OF THE BOARD OF
DIRECTORS IN 2024**

To: Annual General Meeting of Shareholders 2025.

The independent member of the Board of Directors of Hanoi Textbook Printing Joint Stock Company would like to report on the evaluation of the Board of Directors' activities in 2024 as follows:

1. Regarding the organization of Board of Directors' meetings.

In 2024, the Board of Directors held regular and extraordinary meetings. Board of Directors' meetings were convened and held with a specific schedule, carefully prepared documents, in accordance with the principles, in compliance with the provisions of the Company's Charter and the provisions of law. The content of the meeting was discussed, commented on, and evaluated fully and carefully by the Board of Directors' members.

Issues related to strategies, business plans, finances, etc. were all discussed and closely controlled between the Board of Directors and the Executive Board.

Changes in investment plans and new strategies were all independently researched, scientifically grounded, and commented on by the Board of Directors and the Executive Board.

2. Regarding the supervision of the Board of Directors' activities.

- Overall, the Board of Directors has performed well in supervising the Board of Directors, ensuring that the company's operations are always closely controlled to stay on track with the strategic direction and timely adjust decisions when there are other fluctuations affecting the company's business operations.

- Members of Board of Directors holding positions in the Executive Board regularly attend regular and irregular meetings. The Executive Board's decisions are analyzed, criticized and consulted by the Board of Directors to ensure the company's interests. Thereby, the Board of Directors always grasps the company's operating situation as well as quickly updates the requirements from reality.

- The Board of Directors pays special attention to risk management solutions, in order to support the executive board in identifying problems early and helping the company maintain sustainability and stability in operations, protecting the interests of investors.

3. Results of monitoring the financial statements, business performance, and financial situation of the company.

- Financial statements are prepared and published in accordance with accounting standards and current legal regulations. The selected auditing company ensures reliability, honesty, compliance with audit deadlines, compliance with professional regulations, and independence and objectivity when giving audit opinions.

- Production and business results in 2024 with revenue reaching 40.5 billion VND, pre-tax profit of 1.8 billion VND. Although revenue and pre-tax profit both decreased compared to 2023, in the context of the world economic situation with many rapid and complicated fluctuations, Vietnam Education Publishing House Limited Company also has many changes... the business results for 2024 are an effort of the Executive Board and all employees to minimize risks to the Company's production and business activities.

4. Transactions between Company Insiders, Related Parties of Insiders, and the Company

The company has complied with relevant regulations regarding the approval authority, monitoring, and explanation of transactions between company insiders and related parties. These transactions have been disclosed in accordance with legal requirements.

5. Overall Evaluation of the Board of Directors' Activities

The activities of the Board of Directors in 2024 adhered to the company's Charter, the Corporate Governance Regulations, and legal requirements.

All Board of Directors members complied with regulations regarding participation in Board of Directors meetings, discussions, and voting independently and objectively, ensuring the highest benefit for the company. The Board of Directors proposed effective and timely solutions to support the Executive Board in the company's operations, overseeing and ensuring compliance with legal regulations.

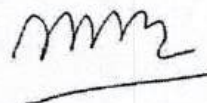
This is the report on the activities of the Independent Member of Board of Directors, respectfully submitted for the Annual General Meeting of Shareholders for consideration and approval.

Sincerely!

Recipients:

- As To;
- Company Board of Director (To report)
- Save: document, Administrative organization, Secretary of the Board of Directors.

**INDEPENDENT MEMBER OF BOARD
OF DIRECTORS**



Nguyen Duy Cuong



Hanoi, April 26, 2025

No.: 01/TT-DHDCD



PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
On the Approval of the Audited 2024 Financial Statements

To: The Annual General Meeting of Shareholders 2025.

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
amended by Law No. 03/2022/QH15 dated January 11, 2022;*

*Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing
Joint Stock Company;*

*Pursuant to the 2024 Financial Statements of the Company audited by AASC
Auditing Firm Company Limited.*

The Board of Directors of Hanoi Textbook Printing Joint Stock Company respectfully submits to the General Meeting of Shareholders the 2024 Financial Statements audited by AASC Auditing Firm Company Limited, which have been reviewed by the Company's Supervisory Board and publicly disclosed by the Company's Board of Directors in accordance with the law.

The audited 2024 financial statements include:

1. Report of the Executive Board.
2. Independent Audit Report: Issued an unqualified opinion.
3. Balance Sheet as of December 31, 2024.
4. Business Performance Report 2024.
5. 2024 Cash Flow Statement.
6. Notes to the Financial Statements for 2024.

Key indicators are as follows:

Key Indicators in the Audited 2024 Financial Statements:

Indicators	Unit	As of December 31, 2024
I. TOTAL ASSETS	VND	50,994,606,542
Short-term assets	VND	18,276,413,676
Long-term assets	VND	32,718,192,866

II. LIABILITIES	VND	25,799,644,242
Short-term liabilities	VND	25,749,644,242
Long-term liabilities	VND	50,000,000
III. EQUITY	VND	25,194,962,300
1. Contributed capital of owners	VND	20,959,850,000
2. Share premium	VND	229,755,263
3. Development investment fund	VND	2,589,722,101
4. Undistributed after-tax profit	VND	1,415,634,936
BUSINESS RESULTS		
1. Total revenue and income	VND	41,648,409,764
2. Profit before tax	VND	1,778,032,179
3. Corporate income tax for 2024	VND	387,749,397
4. Net profit after corporate income tax	VND	1,390,282,782

The detailed content of the audited 2024 Financial Statements of Hanoi Textbook Printing Joint Stock Company is published on the website within the prescribed time at: <https://hapco.vn>

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

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

Nguyen Thi Thu Hong



Hanoi, April 26, 2025

No.: 02/Tr-DHDCD



PROPOSAL

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
On Approval of Business Results, Profit Distribution and Dividends for 2024;
Business Plan and Dividends for 2025.**

To: The Annual General Meeting of Shareholders 2025.

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
amended by Law No. 03/2022/QH15 dated January 11, 2022;*

*Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing
Joint Stock Company;*

*Pursuant to the 2024 business performance results and the audited 2024 Financial
Statements of the Company.*

Pursuant to the Company's 2025 business production situation.

The Board of Directors of the Company respectfully submits to the Annual General Meeting of Shareholders 2025 the 2024 business performance results, profit distribution plan and dividend payment; and the 2025 business production and dividend payment plan. Specifically, as follows:

I. Business Results, Profit Distribution and Dividends for 2024.

Indicators	Amount (Unit: VND)
I. BUSINESS PERFORMANCE RESULTS IN 2024.	
1. Total revenue:	40,545,433,658
2. Profit before tax:	1,778,032,179
3. Profit after tax 2024:	1,390,282,782
4. Profit after tax carried forward from 2023:	25,352,154
II. PROFIT DISTRIBUTION IN 2024.	
1. Appropriation to funds from after-tax profit:	
Bonus and Welfare Fund for Employees:	100,000,000
2. Proposed dividend payment: 6%/Charter Capital.	1,257,591,000
3. Remaining profit carried forward to 2025:	58,043,936

II. Business Production and Dividend Payment Plan in 2025.

1	Total revenue: (Unit: Billion VND)	34.4
2	Profit before tax: (Unit: Billion VND)	1.7
3	Dividend payment: %/Charter Capital.	6.0

The Annual General Meeting of Shareholders 2025 is requested to consider and approve, and authorize the Board of Directors to empower the Chief Executive Officer to implement the contents in accordance with the provisions of the Law and the Company's Charter on Organization and Operation.

Respectfully submitted to the General Meeting of Shareholders for approval./.

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN

Nguyen Thi Thu Hong



Hanoi, April 26, 2025

No.: 03/TT-DHDCD



PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
Report on the Remuneration of the Board of Directors, Supervisory Board,
Salaries of the Director and Other Managers in 2024. Proposal for the
Remuneration of the Board of Directors and Supervisory Board in 2025.

To: The Annual General Meeting of Shareholders 2025.

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;

Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing Joint Stock Company;

Pursuant to the Resolution of the Annual General Meeting of Shareholders dated April 20, 2024;

Pursuant to the 2024 business performance results and the 2025 business production plan.

The Company hereby reports the remuneration of the Board of Directors, Supervisory Board, salaries of the Director and other managers in 2024. Proposal for the remuneration of the Board of Directors and Supervisory Board in 2025.

Specifically, as follows:

I. Remuneration of the Board of Directors and Supervisory Board in 2024.

The remuneration rate for the Board of Directors and Supervisory Board in 2024 ensures it does not exceed 2.5% of the total actual salary fund for 2024 and is included in the 2024 production and business expenses. Specifically, as follows:

No.	Indicators	Amount (Unit: VND)
1	Total actual salary fund for 2024	10,208,156,515
2	Total remuneration amount allocated for the year	255,203,913
3	Total remuneration amount paid during the year	226,000,000

II. Report on the Salaries of the Executive Board and Other Managers in 2024.

No.	Content	Quantity	Salary (Unit: VND)	Notes
1	Board of Management	02 people	676,760,502	
2	Other managers	03 people	468,533,448	
Total			1,145,293,950	

III. Proposal for the Remuneration of the Board of Directors and Supervisory Board in 2025.

The Company's Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2025 for decision on the remuneration rate for the Board of Directors and Supervisory Board, which shall not exceed 2.5% of the total actual salary fund for 2025 and shall be included in the 2025 production and business expenses.

Other benefits of the members of the Board of Directors and the Supervisory Board shall be implemented in accordance with the provisions of the law and the Company's Charter on Organization and Operation.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

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



Nguyen Thi Thu Hong

Hanoi, date month 2025

No.: 04/TT-DHDCD



PROPOSAL

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 On the Selection of an Independent Auditing Company to Review the Semi-Annual Financial Statements and Audit the 2025 Annual Financial Statements

To: The Annual General Meeting of Shareholders 2025.

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
amended by Law No. 03/2022/QH15 dated January 11, 2022;*

*Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing
Joint Stock Company.*

I. CRITERIA FOR SELECTING AN INDEPENDENT AUDITING UNIT

To conduct the audit of the 2025 Financial Statements of Hanoi Textbook Printing Joint Stock Company in accordance with the provisions of law and the Company's Charter, the Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval of the selection of an independent auditing unit to audit and review the 2025 Financial Statements with the following specific criteria:

- Be an independent auditing enterprise belonging to the list of eligible auditing service businesses as announced by the Ministry of Finance up to the time of selection, fully meeting the standards and conditions and approved by the Ministry of Finance and the State Securities Commission to conduct audits for issuing and listed organizations as prescribed.
- Be a reputable unit with long-term experience.
- Have a team of qualified auditors, qualified to conduct audits for public interest units in 2025 (according to the annual published and updated list of the Ministry of Finance).
- Have no conflicts of interest when auditing the Company's Financial Statements.
- Have an audit fee suitable for the content, scope and audit progress.



II. OPINION OF THE SUPERVISORY BOARD

With the above proposals, the Supervisory Board respectfully submits to the General Meeting of Shareholders for approval of the following contents:

1. Approve the selection criteria specified in Section I to serve as the basis for selecting a unit to provide audit and review services for the Financial Statements in the 2025 fiscal year of the Company.

2. Approve the authorization for the Board of Directors to decide on the selection of an auditing unit to provide audit and review services for the Financial Statements in the 2025 fiscal year of Hanoi Textbook Printing Joint Stock Company on the basis of meeting all the criteria approved by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for approval!

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

Ta Thi Thanh Huyen



Hanoi, April 26, 2025

No.: 05/TTr-DHDCD



PROPOSAL

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
On the Approval of Contracts and Transactions between Hanoi Textbook Printing
Joint Stock Company and Related Parties.

To: The Annual General Meeting of Shareholders 2025.

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
amended by Law No. 03/2022/QH15 dated January 11, 2022;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*

*Pursuant to Decree 155/2020/ND-CP detailing the implementation of the Law on
Securities;*

*Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing
Joint Stock Company.*

**The Board of Directors respectfully submits to the General Meeting of
Shareholders for consideration and approval of the contracts and transactions
between the Company and related parties as follows:**

1. Approve contracts and transactions with Vietnam Education Publishing House
Limited Company (VNEPH LTD) or VNEPH LTD authorized dependent accounting units
(if any); with a value of 35% or transactions leading to the total transaction value arising
within 12 months from the date of the first transaction in 2025, with a value of 35% or
more of the Company's total assets recorded in the financial statements published at the
latest time for:

- Printing and completing publications;
- Providing accompanying services when using premises;
- Providing services related to printing and post-printing products;
- Providing printing paper cutting and slitting services;
- Purchasing and selling supplies and raw materials for production, printing, and
publication completion;
- Paying on behalf or collecting rewards from VNEPH LTD's centralized fund.



2. The Annual General Meeting of Shareholders 2025 authorizes the Board of Directors and allows the Board of Directors to assign the Executive Board of the Company to decide on the terms and conditions, as well as to enter into and implement each specific contract and transaction based on the actual situation of the Company and to carry out procedures related to the signing and implementation of the above contracts and transactions.

3. Effective period: From the date the Resolution of the Annual General Meeting of Shareholders 2025 approves the above contents until the Annual General Meeting of Shareholders 2026.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

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

Nguyen Thi Thu Hong



Hanoi, April 26, 2025

No. 06/TTr-DHDCD

DRAFT



PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
On the Decision Not to Increase Charter Capital and to Cancel the Public Company Status of the Company.

To: The Annual General Meeting of Shareholders 2025.

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019; amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Official Letter No. 422/UBCK-GSĐC dated March 21, 2025 of the State Securities Commission "on the Implementation of Law No. 56/2024/QH15 for public companies with owner's equity less than 30 billion VND";

Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing Joint Stock Company;

Pursuant to the 2024 Financial Statements of the Company audited by AASC Auditing Firm Company Limited;

Considering the Submission No. 43/TTr-HAPCO dated March 29, 2025 of Hanoi Textbook Printing Joint Stock Company.

The Board of Directors of Hanoi Textbook Printing Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2025 for consideration and voting on the following contents:

1. As stipulated in point a, Clause 11, Article 1, Law No. 56/2024/QH15 amending point a, Clause 1, Article 32, Law on Securities No. 54/2019/QH14, it is specified that: A public company is a joint stock company with contributed charter capital of 30 billion VND or more, owner's equity of 30 billion VND or more, and at least 10% of the voting shares held by at least 100 investors who are not major shareholders.

At point d, Clause 1, Article 11 - Law No. 56/2024/QH15: Public companies with listed or registered trading shares before January 01, 2021 that still meet the conditions under the provisions of the Law on Securities No. 70/2006/QH11, which has been amended and supplemented by Law No. 62/2010/QH12, but by January 01, 2026, do not meet the



conditions under the provisions of point a, Clause 11, Article 1 of this Law, will be canceled the public company status under the provisions of Clause 15, Article 1 of this Law, unless the General Meeting of Shareholders decides to cancel the public company status before January 01, 2026”.

2. Currently, Hanoi Textbook Printing Joint Stock Company has a charter capital of 20,959,850,000 VND, which is lower than 30 billion VND. Therefore, the Company does not meet the conditions to be a public company.

At this time, the Company's business production situation is facing many difficulties. The source of work has decreased sharply because the Company is no longer designated by VNEPH LTD as a service provider but only participates in the joint venture to bid for VNEPH LTD's education book printing with a small percentage. Therefore, revenue and profit have also decreased accordingly. Therefore, increasing charter capital will be a huge pressure for the company in using capital and paying dividends to shareholders.

3. Implementation:

Based on the provisions of the above laws and the implementation solution of Law No. 56/2024/QH15 of the Company's Executive Board after assessing the capital needs and business production situation of the Company, while ensuring the goal of capital preservation and shareholder rights.

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2025 for approval of the decision not to increase charter capital and to cancel the public company status of the Company.

Respectfully submit to the General Meeting of Shareholders to authorize the Board of Directors to carry out the necessary tasks to complete the cancellation of the Company's public company status; cancel the listing registration and cancel the securities registration for all TPH shares, including but not limited to: selecting the implementation time; developing a detailed implementation plan, completing the dossier and carrying out the necessary procedures with the State Securities Commission, Hanoi Stock Exchange and Vietnam Securities Depository and Clearing Corporation in accordance with the provisions of law and the Company's Charter on Organization and Operation.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

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

Nguyen Thi Thu Hong

No. 07/TTr-DHDCD

Hanoi, April 26, 2025

DRAFT

PROPOSAL
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
**On the Dismissal and Election of Additional 02 Members of the Board of
Directors for the Term 2024 – 2029.**

To: The Annual General Meeting of Shareholders 2025.

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
amended by Law No. 03/2022/QH15 dated January 11, 2022;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*

*Pursuant to Decree 155/2020/ND-CP detailing the implementation of the Law on
Securities;*

*Pursuant to the Charter on Organization and Operation, the Internal Regulations
on Corporate Governance and the Operating Regulations of the Board of Directors of
Hanoi Textbook Printing Joint Stock Company.*

**The Board of Directors respectfully submits to the Annual General Meeting of
Shareholders for consideration and approval of the dismissal and election of
additional 02 members of the Board of Directors for the term 2024 – 2029 of the
Company as follows:**

1. Approve the dismissal of Board of Directors members Ms. Nguyen Thi Thu Hong
and Mr. Hoang Hong Huong from the date the General Meeting of Shareholders approves
the dismissal.

Reason: Ms. Nguyen Thi Thu Hong and Mr. Hoang Hong Huong submitted their
resignation letters due to the performance of their duties at VNEPH LTD.

2 Approve the election of additional 02 members of the Board of Directors for the
remaining term of 2024 – 2029 as follows:

- Number of additional Board of Directors members to be elected: 02 members.
- Criteria for selecting Board of Directors members: As stipulated in Article 155 of the
Law on Enterprises and Article 6 of the Operating Regulations of the Board of Directors. These
criteria have been mentioned in the Regulations on Nomination, Candidacy and Election of
Board of Directors Members at the Annual General Meeting of Shareholders 2025.

- The structure of the Board of Directors members must ensure at least one-third
(1/3) of the total number of Board of Directors members are non-executive members as
prescribed by law and the Company's Charter on Organization and Operation, and there
must be at least 01 independent Board of Directors member.

- List of candidates:

No.	Candidate's Full Name	Notes
1		
2		

***Respectfully submitted to the General Meeting of Shareholders for consideration and
approval./.***

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

Nguyen Thi Thu Hong





HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY

Address: Group 60 – Dong Anh Town – Dong Anh District – Hanoi

Telephone: 039 680 296

Fax: 038 833 786

Website: <http://www.hapco.vn>

REGULATION ON NOMINATION, CANDIDACY AND ADDITIONAL ELECTION OF TWO (02) MEMBERS OF THE BOARD OF DIRECTORS (Term 2024-2029)

Pursuant to Law on Enterprise No. 59/2020/QH14 dated June 17, 2020, amended by Law No. 03/2022/QH15 dated January 11, 2022;

Pursuant to Hanoi Textbook Printing Joint Stock Company's Charter on Organization and Operation.

The Board of Directors announces the Regulation on nomination, candidacy and election of two (02) additional members of the Board of Directors for the 2024 – 2029 term at the 2025 Annual General Meeting of Shareholders of Hanoi Textbook Printing Joint Stock Company as follows:

Article 1: Scope of application

1. This Regulation applies to the nomination, candidacy and election of members of the Board of Directors for the 2024 – 2029 term of Hanoi Textbook Printing Joint Stock Company.
2. Shareholders/ Authorized representatives of shareholders, members of the BOD, candidates shall comply with the provisions of this Regulation and the Charter on organization and operation of the Company.
3. The Chairperson of the General Meeting is responsible for presiding the election of members of the BOD for the 2024 – 2029 term with the following specific tasks:
 - Introducing the list of nominees to be in the Board of Directors;
 - Resolving complaints about the election (if any).

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

1. Number of elected BOD members: **02 people**
2. TERM: **2024-2029**

Structure of the BOD: At least one-third (1/3) of the total members of the BOD are non-executive members (members of the Board of Directors are not Directors, Deputy Directors, Chief Accountants and other executives in accordance with the Company's Charter).

4. Maximum number of BOD candidates: Unlimited

5. Standards for candidates to participate in the Board of Directors (*According to Clause 1, Article 155 of the Law on Enterprises 59/2020/QH14) and Clause 1, Article 6 of the Regulations on Operation of the Board of Directors*)

- Having full capacity for civil acts, not belonging to the category of persons prohibited from corporate management stipulated in Clause 2 Article 17 of the Law on Enterprises;
- Having professional qualifications and experience in business management of the company and not necessarily being a shareholder of the Company;
- A member of the Board of Directors of the company may concurrently be a member of the Board of Directors of another company, but must not concurrently be a member of the Board of Directors in more than 05 other companies;
- Members of the Board of Directors are those who are not prohibited by the law and the Charter of the company from being members of the Board of Directors. Members of the Board of Directors may not be shareholders of the Company.

Article 3: Regulations on nomination and candidacy for members of the Board of Directors (*Article 13 of the Internal Corporate Governance Regulations*)

Shareholders holding voting shares with voting right to accumulate the voting rights of each person to nominate candidates for the Board of Director. Shareholders or group of shareholders holding:

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

If the number of candidates for the election of the Board of Directors is still not enough, The incumbent Board of Directors shall introduce more candidates or organizes a nomination in accordance with the Company's Charter, and internal corporate governance regulations. The introduction of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to appoint members of the Board of Directors following the law.

If the candidates have been identified in advance, information related to the candidates of the BOD shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can study these candidates before voting.

BOD's candidates must make a written commitment to the truthfulness, accuracy and reasonableness of the personal information informed and must commit to perform their duties honestly if elected as BOD's members.

Article 4: Application for candidacy and nomination of members of the Board of Directors.

1. Dossiers of nomination and candidacy for members of the BOD *(The form is posted on the Company's website at: <http://www.hapco.vn>)*

- Candidacy or nomination application to the BOD (according to the attached form);
- Declaration (according to the attached form);
- A copy of the personal legal documents of the candidate;
- Minutes of the group meeting of shareholders (in case of the group of shareholders accumulating shares with voting rights to nominate members of the BOD) (according to the attached form);
- Valid copies of qualifications (if any) of the candidate/nominee.

The nominee/candidate for the BOD shall be responsible under the law and the General Meeting of Shareholders for the accuracy and truthfulness of the contents of his/her dossier.

Only dossiers of nomination or candidacy that meet the standards and candidates who meet the corresponding criteria of BOD's members can be included in the list announced at the General Meeting.

2. Location and deadline of receiving nomination dossiers

To facilitate the organization of the General Meeting, please send the dossier **by 16:00, April 15, 2025.**

Hanoi Textbook Printing Joint Stock Company

Address: Group 60, Dong Anh Town, Dong Anh District, Hanoi City.

Tel: 024 3968 0296 - Fax: 024 3883 3786

Contact: Ms. Nguyen Thi Tuyet Nhung – Head of Organizational and Administrative Department

Telephone: 0986587978.

Article 5: List of candidates

- Based on the nomination dossiers of shareholders, groups of shareholders and the attached documents of the candidates, the Chairperson of the General Meeting makes a list of candidates who meet the standards for additional election of two (02) members of the Board of Directors for the term 2024 – 2029.

- The list of candidates for the BOD is arranged in alphabetical order by name, and full name on the ballot.

Article 6: Election principles

- Comply with the provisions of law and the Company's Charter.

- The Vote Checking Board was nominated by the Chairperson and approved by the General Meeting. Members of the Vote Checking Board must not be on the list of nominees for the Board of Directors.

Article 7: Method of election:

- Follow the method of cumulative voting (*According to Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14 and Clause 5, Article 24 of the Company's Charter*)

- Accordingly, each shareholder has the total number of votes corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of elected members of the Board of Directors.

- Shareholders may allocate all or part of their total votes to one or several people, but not more than the number of members approved by the General Meeting of Shareholders.

- If there are more candidates added on the day of the meeting, shareholders may contact the Vote Checking Board to apply for a new voting card and must return the old card (before putting it in the voting box).

Article 8: Voting Form

1. Content of the Voting Form

- Voting card (ballot) means a ballot with the voter's code, number of shares owned and/or represented, stamped with the Company's seal.

- Each shareholder is entitled to 01 vote of the Board of Directors. Shareholders who are given voting cards must check the information stated on the voting cards, and they must immediately notify the Vote Checking Board in case of errors

2. Method to fill in the Voting Form

Method to fill in the Voting Card is specifically instructed as follows:

- + Shareholders shall vote for a maximum number of candidates equal to the number of elected candidates
- + Shareholders specify the number of votes in the "**Number of votes**" box of the respective candidates.
- + If the shareholder does not vote for any candidate, he/she shall leave it blank, sign, and write his/her full name on the Voting Card before putting it in the voting box.

3. The validity and invalidity of the voting form.

- Valid ballot: is a printed ballot issued by the Organizing Committee, not modified, not written anything else other than the provisions for the voting card. In case of incorrectly writing the voting cards, voters shall cross out and sign on the wrong place, then rewrite it down for correctness or contact the Organizing Committee of the General Meeting directly to be regranted the voting cards. The voting card must be signed with the full name of the attending.

- The following voting cards will be considered invalid as follows:

- + Added different content

07-
Y
N
KH
PH
01
TP

- + Fill in pencil
- + Candidates' name crossed out
- + The voting card does not follow the printed form issued by the Organizing Committee, does not have the company's seal, or has been modified or written different contents from the provisions for the voting card
- + The number of candidates elected by shareholders is more than the number of BOD's members approved by the General Meeting of Shareholders;
- + Voting cards are submitted after the Vote Checking Board has sealed the ballot box
- + There is no signature of the attending shareholder.

4. Voting and Counting

- In case of errors, shareholders may contact the Vote Checking Board to apply for a new voting card and must return the old card (before putting it in the ballot box).
- Shareholders put their voting cards in the sealed ballot box supervised by the Vote Checking Board. The voting card must be signed with the full name of the shareholder.
- After the voting is over, the vote counting will be conducted under the supervision of the Supervisory Board or representatives of shareholders.
- The Vote Checking Board is responsible for making minutes of vote counting, announcing the results and cooperate with the Chairperson to resolve questions and complaints of shareholders (if any).
- Voting form after being counted will be archived according to regulations.

5. Principles for elected candidates *(According to Article 148 of the Law on Enterprises No. 59/2020/QH14)*

- Elected candidates to the Board of Directors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members to be elected is sufficient.
- If there are two (2) or more candidates having the same number of votes as the last elected candidates for the Board of Directors, re-voting shall be made amongst the candidates with the same number of votes.
- If the first election does not end with enough number of elected BOD's members, the election will be conducted until the number of members to be elected is sufficient.

Article 9: Effect of implementation

- This election regulation takes effect as soon as it is approved by the General Meeting of Shareholders.
- This Regulation will expire when the 2025 Annual General Meeting of Shareholders ends.

Above are the entire regulations on candidacy and nomination of additional members of the Company's Board of Directors for the 2024 – 2029 term at the 2025 Annual General Meeting of Shareholders of Hanoi Textbook Printing Joint Stock Company.

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

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

Nguyen Thi Thu Hong





SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

NOMINATION AND CANDIDACY GUIDE
FOR ADDITIONAL ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS
FOR THE TERM 2024-2029
HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY

Pursuant to:

Law on Enterprise No. 59/2020/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam dated June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 ratified by the National Assembly of the Socialist Republic of Vietnam dated January 11, 2022, and guiding documents;

Law on Securities No. 54/2019/QH14 ratified by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019, effective from January 1, 2021; amended and supplemented by Law No. 56/2024/QH15 ratified by the National Assembly of the Socialist Republic of Vietnam dated November 29, 2024, and guiding documents;

Decree No. 155/2020/ND-CP dated December 31, 2020, on the elaboration of the implementation of some articles of the Law on Securities, effective from January 1, 2021;

The Hanoi Textbook Printing Joint Stock Company's Charter on Organization and Operation.

The Internal Corporate Governance regulations and the Charter on Operation of BOD in Hanoi Textbook Printing Joint Stock Company.

The Board of Directors of Hanoi Textbook Printing Joint Stock Company The Board of Directors of Hanoi Textbook Printing Joint Stock Company would like to inform esteemed shareholders of the specific regulations on the nomination and candidacy to elect additional members of the Board of Directors for the term 2024 - 2029 as follows:

I. STRUCTURE AND TERM OF PERFORMANCE OF THE BOD.

- Number of elected BOD members: **02 members.**
- Term of the Board of Management: 05 (five) years, **from 2024 - 2029.**
- Structure of the BOD: At least one-third (1/3) of the total members of the BOD are non-executive members (members of the Board of Directors are not Directors, Deputy Directors, Chief Accountants and other executives in accordance with the Company's

Charter). The number of independent members of the BOD of the company complies with the provisions of relevant laws.

II. STANDARDS AND CONDITIONS TO BE NOMINATED AS BOARD OF DIRECTORS MEMBER.

1. Standards for members of Board of Directors:

Standards for members of the BOD shall comply with the provisions of Article 155 of the Law on Enterprises and Clause 1, Article 6 of the Charter on Operation of the BOD.

BOD's members must have the following standards:

- Have full capacity for civil acts, not belonging to the category of persons prohibited from corporate management stipulated in Clause 2 Article 17 of the Law on Enterprises;
- Have professional qualifications and experience in business administration of the company and not necessarily be a shareholder of the company, unless otherwise provided by the Company's Charter.
- A member of the BOD of the company may concurrently be a member of the BOD in no more than five (05) different companies;

2. Conditions to be elected to the Board of Directors.

(Provided in Article 115 of the Law on Enterprises 2020 and Clause 2, Article 30 of the Company's Charter)

Shareholders or groups of shareholders holding ordinary shares have the right to accumulate the voting rights to nominate candidates for additional election of members of the Board of Directors for the term 2024 – 2029, specifically shareholders or groups of shareholders holding:

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

If the number of candidates for the election of Board of Directors is still not enough,

49370
CÔNG TY
HÀ NỘI
CH GIÁC
THÀNH
HÀ NỘI
NG ANH

The incumbent Board of Directors shall introduce more candidates or organizes a nomination in accordance with the Company's Charter, and internal corporate governance regulations.

The introduction of candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to appoint members of the Board of Directors following the law.

III. APPLICATION FOR CANDIDACY AND NOMINATION OF MEMBERS OF THE BOARD OF DIRECTORS.

- Nomination and candidacy documents for members of the BOD include:
- Candidacy or nomination application to the BOD (*according to the attached form*);
- Information form (*according to the attached form*);
- A copy of the personal legal documents of the candidate;
- Group meeting minutes of shareholders (in case of the group of shareholders accumulating shares with voting rights to nominate members of the BOD) (*according to the attached form*);
- Valid copies of qualifications (if any) of the candidate/nominee.

IV. DEADLINE AND ADDRESS FOR APPLICATION OF NOMINATION AND CANDIDACY.

The BOD would like to request esteemed shareholders or a group of shareholders who are eligible to nominate or be nominated to send written nomination or candidacy documents of the Board of Directors nomination to the company **before 16:00 on April 15, 2025** to complete the procedures as prescribed. The dossier is sent to the following address:

Hanoi Textbook Printing Joint Stock Company

Address: Group 60, Dong Anh Town, Dong Anh District, Hanoi City.

Tel: 024 3968 0296 - Fax: 024 3883 3786

Contact: Ms. Nguyen Thi Tuyet Nhung – Head of Organizational and Administrative Department (Tel: **0986587978**)

V. SELECTION OF CANDIDATES

Based on the candidacy, nomination application of shareholders, groups of shareholders and the attached documents of the candidates, the BOD will make and approve a list of candidates who meet the conditions and standards submitted to the General Meeting of Shareholders for approval for election of members of BOD.

If before **16:00 on April 15, 2025**, the number of BOD's members nominated is less than the number of BOD's members elected, members of BOD will be selected through BOD nomination or an election following the law and the Company's Charter./.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN**

Nguyen Thi Thu Hong





SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

APPLICATION FORM FOR MEMBERS OF THE BOARD OF DIRECTORS
OF HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY
FOR THE TERM 2024-2029

To: Hanoi Textbook Printing Joint Stock Company

My name is:.....

Citizen ID card No./ID Card No./Passport No.:

Date of issue:Place of issue:

Permanent residence:

Education level:.....

Major:.....

Currently holding: shares.

(In words:)

Correspondingly.....% of the total number of shares with voting rights based on the list of shareholders finalized on March 25, 2025.

After researching the standards and conditions for member of the Board of Directors of the Company for the 2024 - 2029 term and the provisions of relevant laws; I realize that I am qualified and by this Application, I apply to be a member of the Board of Directors of Hanoi Textbook Printing Joint Stock Company for the term 2024-2029.

If I am elected by the shareholders as a member of the Board of Directors for the term 2024 - 2029, I would like to dedicate all of my energy and enthusiasm to contribute to the development of Hanoi Textbook Printing Joint Stock Company.

I hereby guarantee that the information provided is true, and I take full responsibility under the law and the General Meeting of Shareholders for the accuracy and truthfulness of the attached dossier.

Thank you very much!

Attached documents:

- A valid copy of ID card/Citizen ID Card/Passport;
- Valid copies of qualifications (if any);
- Resume of the candidate.

..., date..... month year 2025

CANDIDATE

(Signature and full name)

.....



HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY

Address: Group 60 - Dong Anh Town - Dong Anh District - Hanoi

Tel: 024.39680296

Fax: 024.38833786

Website: <http://www.hapco.vn>

**ANNOUNCEMENT OF NOMINATION, CANDIDATES FOR ADDITIONAL (02) MEMBERS
OF THE BOARD OF DIRECTORS (BOD) FOR THE TERM 2024 - 2029 OF THE HANOI
TEXTBOOK PRINTING JOINT STOCK COMPANY.**

Pursuant to:

Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and documents guiding its implementation;

Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021; amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and documents guiding its implementation;

Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law, effective from January 1, 2021;

Charter of organization and operation of Hanoi Textbook Printing Joint Stock Company; Internal regulations on corporate governance, Regulations on operation of the Board of Directors of Hanoi Textbook Printing Joint Stock Company.

The Board of Directors of the Company would like to respectfully inform shareholders about the nomination and candidacy of two (02) additional members of the Board of Directors for the term 2024 - 2029 of Hanoi Textbook Printing Joint Stock Company at the Annual General Meeting of Shareholders (AGM) 2025, specifically as follows:

- Number of additional elected members of the Board of Directors for the term 2024 - 2029: **02 members.**
- Time and place of election: at the Annual General Meeting of Shareholders 2025.
- Instructions on nomination and candidacy for election to the Board of Directors, attached documents/forms are posted on the Company's website (www.hapco.vn).

Shareholders, please carefully review these Instructions on nomination and candidacy to exercise the right to nominate and run for election as a member of the Board of Directors for the term 2024 - 2029 in a manner appropriate and in accordance with the provisions of the Law and the Company's Charter;

The Draft Regulations on election of members of the Board of Directors shall be announced by the Company's Board of Directors, posted on the Company's website no later than April 4, 2025 and will be approved by the General Meeting of Shareholders at the Annual General Meeting of Shareholders 2025 before voting.

Sincerely./.

Hanoi, April 2, 2025

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS
(signed and sealed)**

NGUYEN THI THU HONG

Please paste the
photo in this
box

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

-----o0o-----

**DECLARATION
(Curriculum Vitae)**

1. Full name:
2. Gender:
3. Date of birth:
4. Place of birth:
5. ID card/Citizen ID Card/Passport No.:
Date of issue: Place of issue:
6. Nationality:
7. Ethnic group:
8. Permanent residence:
9. Telephone:Email:
10. Educational level:
11. Qualifications:
12. Working history:

Time	Working history, occupation and position (what to do, where)	Note

13. The current positions in Hanoi Textbook Printing Joint Stock Company (Company):
.....
14. Current positions in other organizations:
15. Number of shares held (until March 25, 2025):..... shares, accounting for % of charter capital. This includes:
 - Ownership Representative..... shares, accounting for % of the charter capital.

- Individuals holding: shares, accounting for % of the charter capital.
- 16. Other holding commitments (if any):
- 17. List of affiliated persons of declarant:

No.	Individual/ organization name	ID card/Citizen ID Card/Passport No. (for individuals) or Business Registration Certificate No. (for organizations), date of issue, place of issue	Number of shares held, ownership ratio on charter capital of the Company (if any)	Ratio	Relationship

- 18. Relevant interest with the Company (if any):
- 19. Interest in conflict with the Company (if any):
- 20. Full name of shareholder or group of shareholders nominating candidates (if any):

I hereby certify that the information provided in this CV is true and correct, otherwise I will take full legal responsibility.

I commit to perform my duties honestly and carefully if I am elected as a member **of the Board of Directors** for the term 2024 – 2029 of Hanoi Textbook Printing Joint Stock Company.

.....date....., April , 2025

DECLARANT

(Signature and full name)

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

-----o0o-----

**LETTER OF NOMINATION FOR MEMBER OF THE BOARD OF DIRECTORS
OF HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY
FOR THE TERM 2024-2029**

To: Hanoi Textbook Printing Joint Stock Company

I/ We are (organization/individual):

ID card No./Citizen ID Card No./Business Registration No.....

Date of issue:..... Place of issue:.....

Address/ Head Office :.....

Currently holding: shares (In words:.....)

Correspondingly.....% of the total number of shares with voting rights based on the list of shareholders finalized on March 25, 2025.

Representative (of organization):Position:

I/ We unanimously nominate:

Mr./ Ms.:

ID card No./Citizen ID Card No./Passport No.:..... Date of issue:.....

Place of issue:.....

Permanent residence:

Educational level:..... Major:.....

Currently holding: shares (In words:.....)

Correspondingly.....% of the total number of shares with voting rights

as a candidate to join **the Board of Directors** of Hanoi Textbook Printing Joint Stock Company.
for the term 2024-2029./.

....., date month year 2025

SHAREHOLDERS

(Signature and full name / seal if any)

Attached documents:

- A valid copy of the ID/ID Card/Passport of the nominating and the nominee;
- Valid copies of qualifications (if any) of the nominee;
- Resume of the nominee;
- Minutes of the meeting of the group of shareholders (if any)



**HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY
THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**



VOTING CARD

VOTER'S CODE: TPH.XXXXXXX

Full name of VOTER: **NGUYEN VAN A**

Number of votes held: **xxx.xxx** votes

Number of authorized votes held: **0** votes

Total votes: xxx.xxx votes



Card code



VOTING FORM OF BOARD OF DIRECTORS

VOTER'S CODE: TPH.XXXXXX

Full name of Voter: NGUYEN VAN A

Number of votes held: xxx.xxx votes

Number of authorized votes held: 0 votes

Total votes represented: xxx.xxx votes

Total votes for members of the BOD: xxx.xxx votes

I agree to elect 02 members of the Board of Directors for the 2024 – 2029 term as follows:

No.	Full name of the candidate	Number of votes (for each candidate)
1	Candidate 1	
2	Candidate 2	

Instructions:

1. Voter shall vote for a maximum number of candidates equal to the number of candidates to be elected (02 persons)
2. If Voter has uneven votes for more than one candidate, the Voter shall specify the number of votes in the "Number of votes" box of the respective candidates.

April 26, 2025

VOTER

(Signature and full name)



Card code



VOTING BALLOT
VOTER'S CODE: TPH.XXXXXX

Full name of Voter: **NGUYEN VAN A**

Number of votes held: **xxx.xxx** votes

Number of authorized votes held: **0** votes

Total votes represented: xxx.xxx votes

(Voters tick the box for their opinions according to each voting content)

Content	Approve	Disapprove	Abstain
Content 01: Approval of the 2024 Report on Board of Directors performance, 2025 Orientation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 02: Approval of the 2024 Report on the production and business activities; 2025 Report on the production and business plan of the Executive Board of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 03: Approval of the 2024 Supervisory Result Report and the 2025 Operation Plan of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 04: Approval of the 2024 Report of Independent Members of the Board of Directors on the performance of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 05: Approval of the Audited Financial Statements for 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 06: Approval of production and business results, the profit and dividend distribution in 2024; production and business, and profit distribution plan in 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 07: Approval of the report on the remuneration levels of the BOD, the SB, the salary of the Director and other managers in 2024, and the proposed remuneration of the BOD and the SB in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 08: Approval of the selection of Independent Auditing Firm to audit the 2025 Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 09: Approval of contracts and transactions between Hanoi Textbook Printing Joint Stock Company and related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 10: Approval of the refusal to increase the charter capital and cancellation of public company status of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Content 11: Approval of the removal and election of 02 additional members of the BOD for the term 2024 – 2029	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Instructions:

Voters tick (X) in one of the 3 boxes: **Agree/Disagree/Abstain** for each voting content.

April 26, 2025

VOTER

(Signature and full name)

Hanoi, April 26, 2025

No.: 01/NQ-DHDCD

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
HANOI TEXTBOOK PRINTING JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14, amended by Law No. 03/2022/QH15;

Pursuant to the Charter on Organization and Operation of Hanoi Textbook Printing Joint Stock Company;

Pursuant to the reports and submissions of the Board of Directors, Executive Board, and Supervisory Board at the Annual General Meeting of Shareholders 2025;

Pursuant to the vote counting minutes at the Annual General Meeting of Shareholders 2025 of Hanoi Textbook Printing Joint Stock Company;

Pursuant to Minutes No. 01/BB-DHDCD dated April 26, 2025 of the Annual General Meeting of Shareholders 2025 of Hanoi Textbook Printing Joint Stock Company.

RESOLVES:

Article 1. Approves the report on the activities of the Board of Directors in 2024 and the operational direction for 2025.

Article 2. Approves the report on the production and business performance in 2024; production and business plan for 2025 of the Company's Executive Board.

Article 3. Approves the report on the supervisory results in 2024 and the operational plan for 2025 of the Supervisory Board.

Article 4. Approves the report of the Independent Member of the Board of Directors on the activities of the Board of Directors in 2024.

Article 5. Approves the audited 2024 Financial Statements.

Article 6. Approves the production and business results, profit distribution and dividend payment for 2024; production and business plan, profit distribution and dividend payment for 2025.

Article 7. Approves the report on the remuneration of the Board of Directors, Supervisory Board, salaries of the Director and other managers in 2024 and proposal for the remuneration of the Board of Directors and Supervisory Board in 2025.

Article 8. Approves the selection of an independent auditing company to review the semi-annual Financial Statements and audit the 2025 Financial Statements.

Article 9. Approves the contracts and transactions between Hanoi Textbook Printing Joint Stock Company and related parties.

Article 10. Approves the decision not to increase charter capital and to cancel the public company status of the Company.

Article 11. Approves the dismissal and election of additional 02 members of the Board of Directors for the term 2024 – 2029.

*** List of elected members of the Board of Directors:**

No.	Full name
1	
2	

Article 12. This Resolution is approved in its entirety at the Annual General Meeting of Shareholders 2025 of Hanoi Textbook Printing Joint Stock Company.

The Board of Directors and the Company's Executive Board shall implement this Resolution./.

Recipients:

- Board of Directors of the Company;
- Supervisory Board;
- Executive Board, Chief Accountant of the Company;
- Shareholders of the Company;
- Save Office.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRPERSON**

Nguyen Thi Thu Hong

