



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

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

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

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



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

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

No:103...../SMN-HĐQT

Ho Chi Minh City, April 2nd, 2025

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

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

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

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

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

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

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

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

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

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

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

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

4. Eligible Attendees:

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

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

5. Registration to Attend the Meeting:

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

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



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

Sincerely,

Recipients

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

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Phung Ngoc Hong

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THE SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

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

To: South Books and Educational Equipment Joint Stock Company

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

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

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

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

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

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

Authorization Details:

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

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



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

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

Date: April....., 2025

Authorized Representative

(Signature, Full Name)

Attendee / Authorizing Party

(Signature, Full Name, Seal if applicable)





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AGENDA 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

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

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

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





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





WORKING REGULATIONS

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

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

Article 1. Shareholders Attending the General Meeting of Shareholders

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

Article 2. Board of Chairman

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



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

Article 3. Secretary of the General Meeting

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

Article 4. Shareholder Eligibility Verification Board

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

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

Article 5. Vote Counting Board



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

Article 6. Discussion at the General Meeting

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

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

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



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

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

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



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- d. A member of the Board of Directors must not be the spouse, biological or adoptive parent, biological or adoptive child, biological sibling, brother-in-law, sister-in-law of the CEO or other executives of the Company. Additionally, they must not be a related person of the manager or the person authorized to appoint managers of the parent company (Vietnam Education Publishing House).

5. Nomination Dossier for Board of Directors Candidates:

- a. Request form for candidacy or nomination for the Board of Directors.
- b. Candidate profile (as per the template).
- c. A certified copy of the following documents, issued within the past 06 months: Citizen Identity Card/Passport or Business Registration Certificate (for organizations);
- d. A certified copy of diplomas and certificates verifying educational background and professional qualifications (if applicable), issued within the past six months;
- e. Documents confirming the shareholding ratio of shareholders/groups of shareholder meeting the nomination requirements as stipulated in this regulation;
- f. The nominator/candidate for the Board of Directors is responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the information in their dossier.

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

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



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

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

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



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

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

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

Article 10. Election

1. Election Method:

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

2. Ballot Papers:

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



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

Article 11. Voting on Matters at the General Meeting

1. General Regulations on Voting:



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

2. Voting Method and Voting Procedure:

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

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



3. Regulations on Secret Ballot Voting:

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

4. Recording of Voting Results

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

5. Voting Rules:

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





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

Note: According to Article 167 of the Enterprise Law:

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

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

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

Article 9. Implementation of the Regulations

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

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





NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM
🏠 231 Nguyễn Văn Cừ, Phường 04, Quận 5, TP. Hồ Chí Minh, Việt Nam
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MST: 0309902130 - Vietinbank chi nhánh 3, TP. Hồ Chí Minh: 110000056118

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN




Phung Ngoc Hong



Ho Chi Minh City, April 24th, 2025

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

Today, April 24th, 2025, we include:

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

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

- Total number of shareholders convened: 281 shareholders, equivalent to 4,405,000 voting shares. Treasury shares: 0 shares.
- The number of shareholders attending in person and by authorized representation at the General Meeting is 44 shareholders, equivalent to 2,805,000 shares, accounting for 63.68% of the total voting shares.
- The number of absent shareholders is 237 shareholders, equivalent to 1,600,000 shares, accounting for 36.32% of the total voting shares.

Conclusion: As of the time of preparing the Minutes, the total number of shareholders attending in person and by authorized representation at the General Meeting is 44 shareholders, equivalent to 2,805,000 shares, accounting for 63.68% of the total voting shares. Based on the provisions of Article 145 of the 2020 Enterprise Law, the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company meets the legal requirements to proceed as stipulated by law.

The minutes were completed at 08:27 on the same day./.

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



Nguyen Thanh Huu

No : 139.../SMN-HĐQT

Ho Chi Minh City, April 24th, 2025

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

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

I. CHARACTERISTICS AND GENERAL SITUATION

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

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

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

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

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

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

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

1. Meetings held during the 2020-2025 term:

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

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

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

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

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

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

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

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

a. Business Performance Results:

The company has achieved the main annual targets, specifically:

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

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

- Profit before tax (unit: billion VND)

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

- Annual dividend rate (unit: %)

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

b. Capital:

(Unit: billion VND)

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

c. Financial Investments:

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

<i>No.</i>	<i>Item</i>	<i>Books and Educational Equipment JSC of Binh Duong (VND)</i>	<i>Books and Educational Equipment JSC of Ba Ria Vung Tau (VND)</i>
1	Contributed Capital	2,100,000,000	1,229,000,000
2	Total Asset Value	18,886,501,228	8,116,488,242
3	Net Revenue	58,365,061,794	91,493,542,663
4	Profit before tax	697,474,156	1,330,704,461
5	Profit after tax	557,979,325	1,064,563,569
6	Dividend Rate	Expected 8%	14%

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

d. Investment Projects:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

8. Salaries and Remuneration of the EB:

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

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

III. ACTIVITIES OF INDEPENDENT BOD MEMBERS:

1. Activities of Independent BOD Members:

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

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

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

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

- Supervising the performance of management and executive duties of the BOD and the EB.

- Evaluating the reasonableness, legality, integrity, and prudence of the management and operation of business activities, while ensuring the consistency and accuracy of accounting, financial reporting, and statistical data.

- Assessing the completeness, legality, and accuracy of quarterly and annual business performance reports, financial statements, and BOD management evaluation reports.

- Reviewing and evaluating the effectiveness of internal controls operations, risk management, and early warning systems by monitoring the amendment and issuance of internal regulations and operational directives.

2. Evaluation of the BOD's Activities:

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

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

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

PART 2

DIRECTIONS FOR THE 2025-2030 TERM

I. CHARACTERISTICS AND SITUATION

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

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

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

II. PLAN DIRECTION

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

- Products:

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

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

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

- Human Resources:

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

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

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

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

III. ACTIVITIES OF THE BOD:

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

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

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

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

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

PART 3

CONCLUSION

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

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

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

Submitted to the AGM for review and approval.

Sincerely,

ON BEHALF OF THE BOARD OF
DIRECTORS

CHAIRMAN

Recipients:

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



Phung Ngoc Hong

Ho Chi Minh City, April 24th, 2025

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

PART 1
BUSINESS OPERATION RESULTS FOR THE YEAR 2024

I. KEY TARGETS COMPLETED IN 2024

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

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

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

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

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

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

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

III. EVALUATION OF BUSINESS OPERATION RESULTS FOR THE YEAR 2024

1. Advantages:

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

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

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

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

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

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

2. Challenges & Limitations:

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

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

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

IV. SOCIAL AND COMMUNITY RESPONSIBILITIES

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

PART 2

RESPONSIBILITIES AND PLAN TARGET FOR THE YEAR 2025

I. KEY RESPONSIBILITIES

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

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

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

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

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

6. Ensuring stable income for employees.

II. KEY TARGETS

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

			reference books
3.	Total revenue & other income	403.3 billion VND	
4.	Profit before tax	9.5 billion VND	
5.	Dividends	11%/year	

III. IMPLEMENTATION MEASURES

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

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

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

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

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

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

Sincerely./.

Recipients

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

CHIEF EXECUTIVE OFFICER



Do Thị Mai Anh

No: 141 /SMN-BKS



Ho Chi Minh City, April 24th, 2025

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

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

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

Part 1

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

I. Members of the Supervisory Board

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

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

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

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

II. Activities of the Supervisory Board

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

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

2. Content of the Supervisory Board Meetings:

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

3. Evaluation of the Supervisory Board's Activities:

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

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

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

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

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

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

1. Control of business operation results:

<i>No.</i>	<i>Indicator</i>	<i>2020</i>	<i>2021</i>	<i>2022</i>	<i>2023</i>	<i>2024</i>	<i>Average</i>
1	Revenue and other income	471.58	471.63	505.43	456.98	471.08	475.34

2	Profit before tax	11.68	14.39	15.22	13.25	12.69	13.45
3	ROA = Net profit after tax / Average total assets	10.11%	9.64%	9.38%	9.23%	9.29%	9.53%
4	ROE = Net profit after tax / Average shareholders' equity	13.27%	15.88%	15.61%	12.27%	11.69%	13.74%
5	Basic earnings per share	1,682	1,706	1,746	1,412	1,365	1,582.20
6	Dividend	10%	11%	11%	11%	11%	10.80%

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

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

2. Control of enterprise financial situation:

a. Control of the financial statement for the term:

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

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

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

b. Control of shareholders' equity:

The Company's charter capital has been maintained at 44.05 billion VND throughout the term, of which the capital contribution from the parent company, Vietnam Education Publishing House (VEPH), is 23.4 billion VND, accounting for 53.12%; and the contributions from other shareholders amount to 20.65 billion VND, accounting for 46.88%.

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

c. Control of dividend distribution and fund allocation:

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

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

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

3. Supervision of governance and management operations:

a. Members of the Board of Directors:

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

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

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

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

b. Supervision of the Board of Directors' activities:

During the term, the Board of Directors held 34 meetings (both in-person and online). All members attended the meetings in full compliance with the Company's Charter and the Board's operational regulations, with a high level of consensus among the members. The BOD reviewed the annual business results, evaluated the effectiveness of investments, and discussed business strategies based on the resolutions approved by the company's Annual General Meeting of Shareholders.

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

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

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

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

b. Supervision of the Executive Board's activities:

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

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

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

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

Throughout the term, the Supervisory Board was always provided with complete documentation and information in accordance with the provisions of the Enterprise Law, the Securities Law, and other relevant legal documents regarding the SB's right to access information. Whenever the SB requested information related to the company's operations, the management team provided it in full as required.

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

Part 2.

Direction of the SB for the 2025-2030 Term

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

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

Part 3.

CONCLUSION

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

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

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

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

Sincerely./.

ON BEHALF OF THE SUPERVISORY BOARD

Head of Board

Recipients:

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



Nguyen Thanh Huu

No : 142 /SMN-HĐQT

Ho Chi Minh City, April 24th, 2025

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

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

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

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

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

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

2. Audited Financial Report for the year 2024

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

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

Attached report.

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

Attached report.

5. Allocation of profit after tax for 2024

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

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

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

7. Business Operation Targets for the year 2025

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

8. Expansion of Business Line

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

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

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

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

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

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

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

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

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

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

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

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

No.	Full name	Gender	Date of birth	Professional qualifications
1	Do Thi Mai Anh	Fem	20/11/1971	
2	Nguyen Thanh Anh	Mal	27/3/1979	
3	Nguyen Thi Thu Hang	Fem		

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

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of birth</i>	<i>Professional qualifications</i>
1	Nguyen Thanh Huu	Mal	30/10/1979	

Sincerely reported./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Recipients

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



Phung Ngoc Hong



No: 113.../SMN-BKS

Ho Chi Minh City, April 24th, 2025



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

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

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

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

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

- ECOVIS AFA VIETNAM Auditing, Valuation, and Consulting Co., Ltd.;
- AAC Auditing and Accounting Co., Ltd.
- Other qualified and competent auditing companies (if any)

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

Sincerely reported./.

ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF BOARD

Recipients:

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

Nguyen Thanh Huu

No : 144./SMN-HĐQT

Ho Chi Minh City, April 24th, 2025

PROPOSAL
Regarding the adjustment of the 2025 plan targets
The request for voting opinions at the 2025 Annual General Meeting of Shareholders

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

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, of the National Assembly of the Socialist Republic of Vietnam, effective from January 1st, 2021;
- Pursuant to the current Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company dated April 22nd, 2024;
- Pursuant to the Audited Financial Report for the year 2024;
- Pursuant to the 2025 Annual General Meeting of Shareholders' meeting materials disclosed on April 3rd, 2025;
- Pursuant to Official Dispatch No. 670/NXBGDVN dated April 2nd, 2025 from Vietnam Education Publishing House regarding the 2025 financial plan;
- Pursuant to the Minutes of the 2nd Meeting in 2025 of the Board of Directors of South Books and Educational Equipment JSC dated April 23rd, 2025;
- Based on the actual situation of the company,

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

On April 23rd, 2025, the Board of Directors held a meeting to review the organization of the 2025 Annual General Meeting of Shareholders, as well as to consider the proposal to adjust the planned target for the 2025 dividend payout ratio as follows: 11% per annum.

Sincerely reported./.

Recipients:

- As above;
- BOD, SB;
- Executive Board (EB)-CA;
- Archived: Administration Department.

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



Phung Ngoc Hong

No : 445.../SMN-HĐQT

Ho Chi Minh City, April 24th, 2025

PROPOSAL

Regarding the nomination of candidates for the Board of Directors and the Supervisory Board for the 2025–2030 term The request for voting opinions at the 2025 Annual General Meeting of Shareholders

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

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, of the National Assembly of the Socialist Republic of Vietnam, effective from January 1st, 2021;
- Pursuant to the current Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company dated April 22nd, 2024;
- Pursuant to the Audited Financial Report for the year 2024;
- Pursuant to the 2025 Annual General Meeting of Shareholders' meeting materials disclosed on April 3rd, 2025;
- Pursuant to Official Dispatch No. 768/NXBGDVN-TCNS dated April 16th, 2025 from Vietnam Education Publishing House regarding the nomination of candidates for the Board of Directors and the Supervisory Board.;
- Pursuant to the Minutes of the 2nd Meeting in 2025 of the Board of Directors of South Books and Educational Equipment JSC dated April 23rd, 2025;
- Based on the actual situation of the company,

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

On April 23rd, 2025, the Board of Directors held a meeting to review the organization of the 2025 Annual General Meeting of Shareholders, as well as to nominate the list of candidates for election to the Board of Directors for the 2025–2030 term as follows:

On April 16th, 2025, the major shareholder—parent company Vietnam Education Publishing House issued Document No. 768/NXBGDVN-TCNS regarding the nomination of candidates for the BOD for the 2025-2030 term at South Books and Educational Equipment JSC as follows:

- Information on BOD candidates:



<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of birth</i>	<i>Professional qualifications</i>
1	Mr. Nguyen Thanh Anh	Male	March 27 th , 1979	Doctor of Mathematics
2	Mrs. Nguyen Thi Thu Hang	Female	September 18 th , 1976	Bachelor
3	Mrs. Do Thi Mai Anh	Male	November 20 th , 1971	Bachelor of Foreign Language

Pursuant to the Enterprise Law, the Company's Charter, and the internal regulations on corporate governance, the Board of Directors (BOD) for the 2020-2025 term proposed the nomination of candidates for election to the Board of Directors for the 2025-2030 term as follows:

- Nomination of candidates for election to the Board of Directors to ensure the full complement of 05 members, including 01 independent member:

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of birth</i>	<i>Professional qualifications</i>
1	Mr. Tran Le Quang	Male	April 1 st , 1974	Bachelor of Economics
2	Mr. Vu Ba Hoa	Male	May 15 th , 1952	Bachelor of Book Publishing

(The candidates' profiles are attached.)

Sincerely reported./.

Recipients:

- As above;
- BOD, SB;
- Executive Board (EB)-CA;
- Archived: Administration Department.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Phung Ngoc Hong

No : 146



Ho Chi Minh City, April 24th, 2025

PROPOSAL

Regarding the adjustment of the 2025 plan targets and the nomination of candidates for the Board of Directors and the Supervisory Board for the 2025–2030 term

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

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

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020, of the National Assembly of the Socialist Republic of Vietnam, effective from January 1st, 2021;
- Pursuant to the current Charter of South Books and Educational Equipment Joint Stock Company;
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company dated April 22nd, 2024;
- Pursuant to the Audited Financial Report for the year 2024;
- Pursuant to the 2025 Annual General Meeting of Shareholders' meeting materials disclosed on April 3rd, 2025;
- Pursuant to Official Dispatch No. 768/NXBGDVN-TCNS dated April 16th, 2025 from Vietnam Education Publishing House regarding the nomination of candidates for the Board of Directors and the Supervisory Board.;
- Pursuant to the Minutes of the 2nd Meeting in 2025 of the Supervisory Board of South Books and Educational Equipment JSC dated April 23rd, 2025;
- Based on the actual situation of the company,



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

On April 23rd, 2025, the Supervisory Board held a meeting to review the organization of the 2025 Annual General Meeting of Shareholders, as well as to nominate the list of candidates for election to the Supervisory Board for the 2025–2030 term as follows:

On April 16th, 2025, the major shareholder—parent company Vietnam Education Publishing House issued Document No. 768/NXBGDVN-TCNS regarding the nomination of candidates for the SB for the 2025-2030 term at South Books and Educational Equipment JSC as follows:

- Information on SB candidates:

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of birth</i>	<i>Professional qualifications</i>
1	Mr. Nguyen Thanh Huu	Male	October 31 st , 1979	Bachelor's Degree in Accounting – General Accounting

Pursuant to the Enterprise Law, the Company's Charter, and the internal regulations on corporate governance, the Supervisory Board (SB) for the 2020-2025 term proposed the nomination of candidates for election to the Supervisory Board for the 2025-2030 term as follows:

- Nomination of candidates for election to the Supervisory Board to ensure the full complement of 03 members:

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of birth</i>	<i>Professional qualifications</i>
1	Mr. Pham Duy Khanh	Male	December 28 th , 1990	Bachelor of Accounting
2	Mr Nguyen Ngoc Minh	Male	August 25 th , 1996	Bachelor of Law

(The candidates' profiles are attached.)

Sincerely reported./.

ON BEHALF OF THE SUPERVISORY BOARD
CHAIRMAN

Recipients:

- As above;
- BOD, SB;
- Executive Board (EB)-CA;
- Archived: Administration Department.



Nguyen Thanh Huu



No.: 147/NQ-ĐHĐCĐ

Ho Chi Minh City, April 24th, 2025

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

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

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

The Meeting was attended by 50/281 shareholders and authorized representatives, holding 2.851.100 shares, accounting for 64,72% of voting shares.

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

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

- Total revenue and other income: 471,081,022,536 VND / 459,000,000,000 VND, achieving 102.63%.
- Profit before tax: 12,690,138,566 VND / 9,700,000,000 VND, achieving 130.83%.
- Profit margin on charter capital: 28.81% / 22.02%, achieving 130.83%.
- Labor cost per unit: 581đ / 1,000 VND profit before tax already includes wage expenses
 - Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights

2. Audited Financial Statement for the year 2024

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

- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights

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

- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights

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

- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights

5. Allocation of profit after tax for the year 2024

- Dividend: 11%/year.
- Bonus fund: 10%.
- Welfare fund: 15%.
- Bonus fund for the management board: 5%.
- Development investment fund: The remaining after-tax profit, after dividend payments and mandatory fund allocations at the above ratios (maximum 30%)
 - Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights

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

- Remuneration for the BOD and SB in 2024: 5% of profit after tax
- Proposed remuneration for the BOD and SB in 2025: 5% of profit after tax
 - Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights

7. Business Operation Targets for the year 2025

- Total revenue and other income: 403,300,000,000 VND.
- Profit before tax: 9,500,000,000 VND.
- Profit margin on charter capital: Minimum of 21.57%.
- Dividend: 11%/year.
- Authorizing the Board of Directors (BOD) to decide on the distribution of profit after tax in accordance with the Company's Charter, to determine labor cost per unit for employees to ensure stable income, to complete the plan target.
 - Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights.

8. Expansion of Business Line

<i>No.</i>	<i>Business Line</i>				<i>Business Code</i>
1	Other	uncategorized	specialized	wholesale	4669

Details: Trading other chemical substances (excluding those used in agriculture)	46692
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- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights.

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

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

- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights.

10. Approval the investment policy for the construction of a warehouse for storing goods at Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City on the basis of implementing in accordance with the procedures and legal regulations on investment and construction and assigning the Board of Directors to review the reports on investment and construction according to the regulations of the parent company before implementation.

- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights.

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

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

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

- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights.

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

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

(Major shareholders - Vietnam Education Publishing House and Mrs. Do Thi Mai Anh have two restricted voting votes in content 12, with a total number of restricted voting shares of 2,355,500)

- Voted with 94.01% of approval, equivalent to 465.900 shares with voting rights.

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

- ECOVIS AFA VIETNAM Auditing, Valuation, and Consulting Co., Ltd.;
- AAC Auditing and Accounting Co., Ltd.
- Other qualified and competent auditing companies (if any)

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

- Voted with 98.96% of approval, equivalent to 2.821.400 shares with voting rights.

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

- Mr. Nguyen Thanh Anh
- Mrs. Nguyen Thi Thu Hang
- Mrs. Do Thi Mai Anh
- Mr. Tran Le Quang
- Mr. Vu Ba Hoa

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

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

- Mr. Nguyen Thanh Huu
- Mr. Pham Duy Khanh
- Mr. Nguyen Ngoc Minh

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

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

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

Recipients:

- Vietnam Education Publishing House 'for reporting';
- SSC, Hanoi Stock Exchange 'for reporting';
- BOD, SB, Executive Board
- Shareholders (website sobee.vn);
- Archived: Administration Department



Phung Ngoc Hong



VIETNAM EDUCATION PUBLISHING
HOUSE
SOUTH BOOKS AND EDUCATIONAL
EQUIPMENT JSC

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 148.../SMN-DHDCB

Ho Chi Minh City, April 24th, 2025

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

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

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

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

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

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

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

Participants:

1. **Representatives of the Parent Company** – Vietnam Education Publishing House
2. **Board of Directors:**
 - Mrs. Phung Ngoc Hong – Chairman of the Board of Directors
 - Mr. Nguyen Thanh Anh – Member of the Board of Directors
 - Mrs. Do Thi Mai Anh – Member of the Board of Directors, CEO
 - Mr. Tran Le Quang – Member of the Board of Directors, Deputy CEO
 - Mrs. Vu Ba Hoa – Independent Member of the Board of Directors
3. **The Supervisory Board of the company includes the following individuals:**
 - Mr. Nguyen Thanh Huu – Head of the Supervisory Board
 - Mr. Pham Duy Khanh – Member of the Supervisory Board
 - Mrs. Mac Thi Hong Minh – Member of the Supervisory Board

4. The Executive Board includes the following individuals:

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

5. Attending Delegates:

The total number of delegates attending the General Meeting includes 50/281 shareholders and authorized representatives, based on the list of shareholders of the South Books and Educational Equipment Joint Stock Company finalized by the Vietnam Securities Depository – Ho Chi Minh City Branch on March 17th, 2025. All delegates have completed registration procedures following the Company's Charter. The attending shareholders and authorized representatives represent a total of 2.851.100 shares, accounting for 64.72% of the total voting shares. (Attached is the list of shareholders attending the meeting.)

II. LEGALITY AND VALIDITY OF THE GENERAL MEETING

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

- The number of shareholders and authorized representatives attending the meeting was 44 shareholders, representing 2.805.000 shares, accounting for 63.68% of the total voting shares.
- All shareholders and their representatives met the eligibility criteria to attend the General Meeting.
- According to the Enterprise Law and the Company's Charter, the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment Joint Stock Company, held on April 24, 2025, is deemed legal and valid.

III. AGENDA AND CONTENT OF THE GENERAL MEETING

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

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

a. Board of Chairman includes:

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

b. Secretary includes:

- Mrs. Man Minh Hue – Deputy Head of Publishing and Communication Department
- Mrs. Ngo Thi Tuyet Dao – Retail Business Department

c. Vote Counting Board includes:

- Mr. Pham Ngoc Anh Tai – Head of Organization and Administration Department
- Mrs. Huynh Thi My Duyen – Deputy Head of Accounting and Finance Department
- Mrs. Huynh Thi Thanh Tam – Officer, Accounting and Finance Department
- Mrs. Tran Thi Loan – Officer, Accounting and Finance Department
- Mr. Bui Tien Hung – Officer, Planning and Business Department

3. Approval of the Meeting Agenda and Working Regulations

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

4. Summary of the Meeting Proceedings:

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

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

- 2024 Business Results:

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

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

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

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

- 2025 Business Targets:

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

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

+ Return on charter capital: 21.57%

+ Dividend: 11% per annum

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

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

- 2024 Business Performance Report.
- 2024 Audited Financial Statement.
- BOD Report for the 2020–2025 term and directions for the 2025–2030 term.
- Supervisory Board Report for the 2020–2025 term and directions for 2025–2030.
- Profit distribution after tax for 2024.
- Remuneration for BOD and SB in 2024 and payment plan for the year 2025
- 2025 business targets and authorization for BOD to implement profit distribution and determine salary unit rate in 2025.
- Addition of business sectors.
- Amendments to the Company's Charter and internal governance regulations.
- Approval of investment budget and authorization for BOD to implement warehouse construction project at Tan Phu Trung Industrial Park, with a total estimated cost of 39,000,000,000 VND.
- Approval for BOD to authorize the CEO to obtain business loans as needed, with a credit limit of 50,000,000,000 VND.
- Approval of all economic contracts for the purchase and sale of publications, printed materials, educational equipment, and other transactions in 2025 between Southern Company and major shareholders, associate companies, companies with contributed capital from a major shareholder, including HSBC Bank (Viet Nam) Ltd, Vietnam Education Publishing House Limited Company, Vietnam Education Publishing House in Ho Chi Minh City, Books and Educational Equipment JSC of Ho Chinh Minh City, HCMC Book Distribution Corporation (FAHASA), Books and Educational Equipment JSC of Ba Ria Vung Tau, Books and Educational Equipment JSC of Dong Nai, Books and Educational Equipment JSC of Lam Dong, Books and Educational Equipment JSC of Binh Thuan, and other Books and Educational Equipment JS Companies with a value less than or greater than 35% of the total assets of Southern Company as recorded in the most recent financial statement, in accordance with the Enterprises Law No. 59/2020/QH14 dated June 17, 2020.

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

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

g. Opinions and statements of attending shareholders:

- Organizational shareholder: Vietnam Education Publishing House Limited Company (no. 279)

- Individual shareholder: Mr. Pham Canh Toan (no. 171) and Mrs. Do Thi Kim Anh (no. 266)

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

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

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

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

❖ Board of Directors:

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of Birth</i>	<i>Professional qualifications</i>
1	Nguyen Thanh Anh	Mal	27/3/1979	Doctor of Mathematics
2	Nguyen Thi Thu Hang	Fem	18/9/1976	University
3	Do Thi Mai Anh	Fem	20/11/1971	Bachelor of Foreign Language
4	Tran Le Quang	Mal	01/4/1974	Bachelor of Accounting and Auditing
5	Vu Ba Hoa	Mal	15/5/1952	Bachelor of Book Publishing

❖ Supervisory Board:

<i>No.</i>	<i>Full name</i>	<i>Gender</i>	<i>Date of Birth</i>	<i>Professional qualifications</i>
1	Nguyen Thanh Huu	Mal	30/10/1979	Bachelor's Degree in Accounting
2	Pham Duy Khanh	Mal	28/12/1990	Bachelor of Economics
3	Nguyen Ngoc Minh	Mal	25/8/1996	Bachelor of Law

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

l. Ms. Phung Ngoc Hong, Deputy CEO of Vietnam Education Publishing House, representative of the capital contribution from the parent company, delivered a speech and officially presented Document No. 768/NXBGDVN dated April 16th, 2025, regarding voting content at the 2025 Annual General Meeting of Shareholders of South Books and Educational Equipment JSC.

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

n. Mrs. Do Thi Mai Anh, on behalf of the Presidium, announced the results of the first meeting of the Board of Directors and the Supervisory Board for the 2025-2030 term. The Board of Directors and the Supervisory Board elected Mr. Nguyen Thanh Anh to hold the position of Chairman of the Board of Directors for the 2025-2030 term and Mr. Nguyen Thanh Huu to hold the position of Head of the Supervisory Board for the 2025-2030 term.

5. Matters Voted and Approved at the General Meeting:

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

- Total number of voting ballots issued: 35 ballots, representing 2.851.100 voting shares, equivalent to 100% of the voting shares present at the meeting.

- Total number of ballots collected: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the voting shares present at the meeting.

- Total number of ballots not returned: 03 ballots, representing 29.700 voting shares, equivalent to 1.04% of the voting shares present at the Meeting.

- Total number of valid ballots: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the voting shares present at the meeting.

- Total number of invalid ballots: 0 ballots, representing 0 voting shares, equivalent to 0% of the voting shares present at the Meeting.

Voting Results for the Agenda Items are as follows:

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

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

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

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

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

- Item 2: Audited Financial Statement for the year 2024

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

Dividend: 11% per annum

Allocation to Bonus Fund: 10%

Allocation to Welfare Fund: 15%

Allocation to Executive Bonus Fund: 5%

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

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

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

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

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

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

Return on charter capital: 21.57%.

Dividend: 11% per annum.



Authorization for the Board of Directors to determine the distribution of after-tax profits in accordance with the Company's Charter and the salary unit rate to ensure stable employee income.

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

- Item 8: Expansion of Business Lines

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

- Item 10: *Approving the investment policy for the construction of a warehouse for storing goods at Tan Phu Trung Industrial Park, Cu Chi District, Ho Chi Minh City on the basis of implementing in accordance with the procedures and legal regulations on investment and construction and assigning the Board of Directors to review the reports on investment and construction according to the regulations of the parent company before implementation.*

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

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

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

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

Major shareholders – Vietnam Education Publishing House (owning 2,340,000 voting shares) and Ms. Do Thi Mai Anh (owning 15,500 voting shares) have two

restricted voting votes in content 12, with a total number of restricted voting shares of 2,355,500.

+ Total number of votes in favor: 30 ballots, representing 465.900 voting shares, equivalent to 94.01% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

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

AAC Auditing and Accounting Co., Ltd.

Other qualified and competent auditing companies (if any)

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

+ Total number of votes in favor: 32 ballots, representing 2.821.400 voting shares, equivalent to 98.96% of the total voting shares present at the meeting.

+ Total number of votes against: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

+ Total number of abstentions: 0 ballots, representing 0 voting shares, equivalent to 0% of the total voting shares present at the meeting.

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

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

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

Total number of ballots issued: 35 ballots, representing 14.255.500 voting shares.

Total number of ballots collected: 33 ballots, representing 14.093.000 voting shares.

Total number of valid ballots: 33 ballots, representing 14.093.000 voting shares.

Total number of invalid ballots: 0 ballots, representing 0 voting shares.

Election results for the Board of Directors:

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No.	Full name	Number of Votes Received	Equivalent Voting Shares	Percentage (%)
1	Do Thi Mai Anh	32	3.417.300	121.24
2	Nguyen Thanh Anh	26	3.389.000	120.24
3	Vu Ba Hoa	25	2.421.500	85.91
4	Tran Le Quang	24	2.418.000	85.79
5	Nguyen Thi Thu Hang	23	2.414.200	85.65

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

Total number of ballots issued: 35 ballots, representing 8.553.300 voting shares.

Total number of ballots collected: 33 ballots, representing 8.455.800 voting shares.

Total number of valid ballots: 33 ballots, representing 8.455.000 voting shares.

Total number of invalid ballots: 0 ballots, representing 0 voting shares.

Election results for Members of the Supervisory Board:

No.	Full name	Number of Votes Received	Equivalent Voting Shares	Percentage (%)
1	Nguyen Thanh Huu	30	3.139.700	111,39
2	Pham Duy Khanh	30	2.660.000	94,37
3	Nguyen Ngoc Minh	29	2.637.100	93,56

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

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

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

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

SECRETARY OF THE MEETING



MAN MINH HUE

**ON BEHALF OF THE GENERAL
MEETING**

CHAIRMAN OF THE MEETING



PHUNG NGOC HONG

