

**VIET NAM EDUCATION PUBLISHING HOUSE
ART DESIGN & COMMUNICATION JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom- Happiness

No.: 01/2025/NQDHCD-MTTT

Hanoi, April 25, 2025

**RESOLUTION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 and its guiding documents;
- Pursuant to the Charter on the organization and operation of Art Design and Communication Joint Stock Company;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Art Design & Communication Joint Stock Company dated April 25, 2025.

HEREBY RESOLVES

Article 1: Approval of the 2024 business performance and profit distribution

➤Contents:

1. Financial indicators:

Comparison of the 2024 business production plan

Indicator	Performance 2024	Plan 2024	Rate (I/P)
Revenue	414,3 billion	433 billion	95,7%
Profit	17,6 billion	19,2 billion	91,7%

-Comparison of 2024 business performance versus 2023:

Indicator	Performance 2024	Plan 2024	Rate (I/P)
Revenue	414,3 billion	433,3 billion	95,6%
Profit	17,6 billion	18,2 billion	96,7%

2. Profit distribution and appropriation to funds for the year 2024

Indicators	Amount (VND)
Profit before tax	17,563,789,090
Corporate income tax	3,601,846,612
Profit after tax	13,961,942,478
Profit distribution after tax	
Dividend (15% / par value)	5,966,904,000
Bonus fund (5%)	698,097,124
Welfare fund (10%)	1,396,194,248
Executive fund of the Board of Directors and Supervisory Board (5%)	698,097,124
Development investment fund (30%)	4,188,582,744
Undistributed profit after tax transferred to next year	1,014,067,238

3. Company salary fund and remuneration for the Board of Directors and Supervisory Board in 2024 accounted for as business expenses

	Total amount	Profit before tax	Rate/ Profit before tax
Company salary fund	68.498.777.451	17,563,789,090	390/100
remuneration for the Board of Directors and Supervisory B	1.405.103.127		8/100

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 2: Approval of the 2025 business production plan

➤ Contents:

Revenue	390,0 billion
Profit	15,3 billion
Dividends	15%

2. Planned remuneration for the Board of Directors and Supervisory Board to be accounted for as business expenses

Indicator	Rate: Compensation/profit before tax
Compensation for Board of Directors – Supervisory Board	

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 3: Approval of the 2024 performance report and the 2025 activity plan of the Board of Directors

➤ Report contents (*As per the attached documents*).

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 4: Approval of the 2024 performance report and the 2025 activity plan of the Supervisory Board

➤ Report contents (*As per the attached documents*).

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 5: Approval of the 2024 performance report and the 2025 activity plan of the Executive Board

➤ Report contents (*As per the attached documents*).

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 6: Approval of the audited financial statements for 2024

➤ Report contents: Full text of the audited financial report for 2024 published on the ADC website.

Link: <https://adc.net.vn/bao-cao-tai-chinh-nam-2024/>

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 7: Approval of the selection of the auditing company for 2025

➤ Report contents: The General Meeting of Shareholders authorizes the Board of Directors to choose an auditing firm that meets the qualifications and capacity as regulated by the Ministry of Finance and the State Securities Commission to audit the company's financial reports.

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 8: Approval of the supplementary election of a member to the Board of Directors for the 2023-2028 term

➤ Report contents: The General Meeting of Shareholders approves the result of the election: Mr. Dang Viet Manh is elected as a supplementary member to the Board of Directors for the 2023-2028 term of Art Design & Communication Joint Stock Company .

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 9: Approval of the addition of new business activities for the Company

➤ Report contents: Based on the business activities registered by the company previously; Based on the actual business operations of the company; The company adds new business activities as follows:

No.	Name of business line	Code
1	Other education not classified elsewhere	8559

The General Meeting of Shareholders authorizes the Board of Directors to adjust and supplement the business activities in the Business Registration Certificate and the Company's Charter. The Board of Directors and the Executive Board are authorized to carry out the procedures for adding new business activities, ensuring compliance with the procedures stipulated in the Charter and the law.

➤ The approval rate is 100% of the total shares participating in the voting, equivalent to 100% of the total votes cast.

Article 10: This resolution has been approved by the 2025 Annual General Meeting of Shareholders. The Board of Directors, the Executive Board, and relevant departments are responsible for implementing this resolution.

Article 11: This resolution is effective from the date of signing.

The Recipients:

- State Securities Commission of Vietnam, Hanoi Stock Exchange)
- Board of Directors, Supervisory Board, Shareholders
- Archive Department

**FOR GENERAL MEETIG OF
SHAREHOLDERS
CHAIRPERSON OF THE GENERAL
MEETING
(Signed and sealed)
*Dinh Gia Le***

LỜI CHỨNG CỦA CÔNG CHỨNG VIÊN

TESTIMONY

Hôm nay, ngày **26/04/2025** (Ngày hai mươi sáu, tháng tư, năm hai nghìn không trăm hai mươi lăm), tại trụ sở Văn phòng Công chứng Thanh Xuân, số 02 Tổ Hữu, phường Nhân Chính, quận Thanh Xuân, thành phố Hà Nội, tôi – **HOÀNG THÚY HIỀN**, công chứng viên, trong phạm vi trách nhiệm của mình theo quy định của pháp luật

*Today, on April 26, 2025 (the twenty sixth of April, two thousand twenty five), at Thanh Xuan Notary Office, No. 02 To Huu, Nhan Chinh Ward, Thanh Xuan District, Hanoi, I, **HOANG THUY HIEN**, Notary Public, in the scope of capacity and liability under legal regulations,*

CHỨNG NHẬN:

HEREBY CERTIFY THAT

- Bản dịch này do bà **Nguyễn Thị Ngọc Thúy**, cộng tác viên phiên dịch của Văn phòng công chứng Thanh Xuân, thành phố Hà Nội dịch từ tiếng Việt sang Anh;
- *This document has been translated from Vietnamese into English by Ms. Nguyen Thi Ngoc Thuy, the translation collaborator of the Thanh Xuan Notary Office, Hanoi city.*
- Chữ ký trong bản dịch đúng là chữ ký của bà **Nguyễn Thị Ngọc Thúy**;
- *The signature on the translation is Ms. Nguyen Thi Ngoc Thuy's genuine signature;*
- Nội dung bản dịch chính xác, không vi phạm pháp luật, không trái đạo đức xã hội;
- *The contents of translation are correct, do not violate the laws and social moralities.*
- Bản dịch gồm **04** tờ, **04** trang, lưu **01** bản chính tại Văn phòng Công chứng Thanh Xuân thành phố Hà Nội.
- *The translation consists of 04 sheets, 04 pages, 01 is kept at Thanh Xuan Notary Office, Hanoi city.*

Số công chứng: 2628; quyển số 01.2025 ;TP/CC-SCC/BD.
Notarization No. 2628; Book No. 01.2025; TP/CC-SCC/BD.

CÔNG CHỨNG VIÊN
PUBLIC NOTARY



CÔNG CHỨNG VIÊN
Hoàng Thúy Hiền

**ART DESIGN & COMMUNICATION
JOINT STOCK COMPANY**
No.: 01/2025/BBDHCD-MTTT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom- Happiness

Hanoi, April 25, 2025

MINUTES OF THE MEETING
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

I. TIME, LOCATION, AND PURPOSE OF THE GENERAL MEETING

1. Time and Location

- Time: The meeting started at 09:00 on April 25, 2025.
- Location: Vplace 4 Hall, 3rd floor, 25T2-N05 Building, Trung Hoa-Nhan Chinh Urban Area, Nguyen Thi Thap Street, Cau Giay, Hanoi.

2. Purpose of the General Meeting

The purpose of the 2025 Annual General Meeting of Shareholders is to discuss and approve:

- Approval of the reports: The 2024 performance report and 2025 activity plan of the Board of Directors; the 2024 performance report and 2025 activity plan of the Supervisory Board; the 2024 operational performance report and 2025 business production plan, goals, and tasks of the company.
- Approval of the business performance results, profit distribution plan for 2024, and business production plan for 2025.
- Approval of the audited financial statements for 2024.
- Approval of the selection of the auditing firm for 2025.
- Approval of the supplementary election of a member to the Board of Directors for the 2023-2028 term.
- Other discussion matters.

II. PARTICIPANTS AT THE GENERAL MEETING

1. Presiding Committee

Mr. Dinh Gia Le – Chairman of the Board of Directors, Chairperson

Mr. Pham Van Thang – Director, Member of the Board of Directors

2. Secretary Committee

Mr. Nguyen Van Quyet – Head of the Committee

Ms. Nguyen Bao Oanh – Member

3. Shareholder Eligibility Verification Committee

Ms. Tran Thi Thu Huong – Head

Mr. Vu Duc Tinh – Member

Ms. Phan Ha Phuong – Member

4. Ballot and Election Committee

Mr. Ha Huy Tuan – Head

Mr. Dao Tran Viet – Member

Mr. Nguyen Dinh Tan – Member

5. Company Shareholders

III. PROCEEDINGS OF THE GENERAL MEETING

A. Opening Procedure

- The Organizing Committee conducted the registration of delegates attending the meeting.
- The Organizing Committee proceeded with the flag ceremony to open the meeting.
- The Organizing Committee invited Ms. Tran Thi Thu Huong, the representative of the Shareholder Eligibility Verification Committee, to read the shareholder eligibility verification minutes with the following details:
 - Total number of shareholders attending the meeting: 26 shareholders (including those attending directly and those holding proxies), representing 3,101,254 shares, equivalent to 3,101,254 voting cards.
 - Total number of shares with voting rights present at the meeting at the opening: 3,101,254 shares, equivalent to 3,101,254 voting cards, representing 77.96% of the total shares with voting rights of the company.

The Shareholder Eligibility Verification Committee declared that the 2025 Annual General Meeting of Shareholders was eligible to proceed according to the company's Charter and the applicable law.

- The Organizing Committee introduced the Guests, the Presiding Committee, the Secretary Committee, and the Ballot + Election Committee.
- The Organizing Committee introduced the meeting's agenda, content, the rules for the 2025 Annual General Meeting of Shareholders, which were approved by the shareholders with 100% of the voting cards present.

B. General meeting's agenda

1. The General Meeting of Shareholders listened to the presentation of reports at the General meeting

- The 2024 performance report and the 2025 activity plan of the Executive Board.
- The 2024 performance report and the 2025 activity plan of the Board of Directors.
- The 2024 performance report and the 2025 activity plan of the Supervisory Board.

2. The General Meeting of Shareholders elected a supplementary member to the Board of Directors for the 2023–2028 term. The election result is as follows:

Mr. Dang Viet Manh was elected by the General Meeting of Shareholders as a supplementary member of the Board of Directors for the 2023-2028 term of Art Design & Communication Joint Stock Company .

(Attached is the ballot count report).

3. Speeches from the Leadership of the Vietnam Education Publishing House and shareholders attending the General meeting.

4. Shareholders Vote on the Following Items

Total number of shareholders voting: 27 shareholders (including those attending directly and those holding proxies), representing 3,102,754 shares, equivalent to 3,102,754 voting cards.

The shareholders voted by raising their voting cards.

The General Meeting of Shareholders voted to approve the following items:

4.1 Approval of the 2024 business performance and profit distribution plan for 2024

➤Contents:

1. Financial indicators:

Comparison of the 2024 business production plan

Indicator	Performance 2024	Plan 2024	Rate (I/P)
Revenue	414,3 billion	433 billion	95,7%
Profit	17,6 billion	19,2 billion	91,7%

-Comparison of 2024 business performance versus 2023:

Indicator	Performance 2024	Plan 2024	Rate (I/P)
Revenue	414,3 billion	433,3 billion	95,6%
Profit	17,6 billion	18,2 billion	96,7%

2. Profit distribution and appropriation to funds for the year 2024

Indicators	Amount (VND)
Profit before tax	17,563,789,090
Corporate income tax	3,601,846,612
Profit after tax	13,961,942,478
<i>Profit distribution after tax</i>	
Dividend (15% / par value)	5,966,904,000
Bonus fund (5%)	698,097,124
Welfare fund (10%)	1,396,194,248
Executive fund of the Board of Directors and Supervisory Board (5%)	698,097,124
Development investment fund (30%)	4,188,582,744
Undistributed profit after tax transferred to next year	1,014,067,238

3. Company salary fund and remuneration for the Board of Directors and Supervisory Board in 2024 accounted for as business expenses

	Total amount	Profit before tax	Rate/ Profit before tax
Company salary fund	68.498.777.451	17,563,789,090	390/100
remuneration for the Board of Directors and Supervisory B	1.405.103.127		8/100

❖ Voting approval rate:

■ Total number of votes cast: 3,102,754 shares, equivalent to 3,102,754 voting cards, accounting for 100% of the total votes of the shareholders attending the meeting.

- Total number of valid votes: 3,102,754 shares, equivalent to 3,102,754 voting cards, accounting for 100% of the total votes of the shareholders attending the meeting.
- Total number of invalid votes: 0 shares, equivalent to 0 voting cards, accounting for 0% of the total votes of the shareholders attending the meeting.
- Votes in favor: 3,102,754 shares, equivalent to 3,102,754 voting cards, accounting for 100% of the total votes of the shareholders attending the meeting.
- Votes against: 0 shares, equivalent to 0 voting cards, accounting for 0% of the total votes of the shareholders attending the meeting.
- Votes with other opinions: 0 shares, equivalent to 0 voting cards, accounting for 0% of the total votes of the shareholders attending the meeting.

4.2 Approval of the 2025 business production plan

1. Indicators:

Revenue	390,0 billion
Profit	15,3 billion
Dividends	15%

2. Planned remuneration for the Board of Directors and Supervisory Board to be accounted for as business expenses

Indicator	Rate: Compensation/profit before tax
Compensation for Board of Directors – Supervisory Board	8/100

❖ Voting Approval Rate:

- Total votes cast: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of shareholders attending the meeting.
- Total valid votes: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of shareholders attending the meeting.
- Total invalid votes: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of shareholders attending the meeting.
- Votes in favor: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of shareholders attending the meeting.
- Votes against: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of shareholders attending the meeting.
- Votes with other opinions: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of shareholders attending the meeting..

4.3 Approval of the 2024 performance report and the 2025 activity plan of the Board of Directors, Supervisory Board and Executive Board

- Contents of the reports (*As per the attached documents*).
- Voting approval rate:

- Total votes cast: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.

- Total valid votes: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
- Total invalid votes: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.
- Votes in favor: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
- Votes against: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.
- Votes with other opinions: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

4.4 Approval of the audited financial statements for 2024

- Report contents: Full text of the audited financial report for 2024 published on the ADC website.
Link: <https://adc.net.vn/bao-cai-tai-chinh-nam-2024/>

- Voting approval rate:

- Total votes cast: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
- Total valid votes: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
- Total invalid votes: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.
- Votes in favor: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
- Votes against: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.
- Votes with other opinions: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

4.5 Approval of the selection of the auditing company for 2025

- Report contents: The General Meeting of Shareholders authorizes the Board of Directors to choose an auditing firm that meets the qualifications and capacity as regulated by the Ministry of Finance and the State Securities Commission to audit the company's financial reports.

- Voting approval rate:

- Total votes cast: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
- Total valid votes: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
- Total invalid votes: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.
- Votes in favor: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.

■ Votes against: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

■ Votes with other opinions: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

4.6 Approval of the supplementary election of a member to the Board of Directors for the 2023-2028 term

- Report contents: The General Meeting of Shareholders approves the result of the election: Mr. Dang Viet Manh is elected as a supplementary member to the Board of Directors for the 2023-2028 term of Art Design & Communication Joint Stock Company .

- Voting approval rate:

■ Total votes cast: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.

■ Total valid votes: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.

■ Total invalid votes: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

■ Votes in favor: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.

■ Votes against: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

■ Votes with other opinions: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

4.7 Approval of the addition of new business activities for the Company

- Contents: Based on the business activities registered by the company previously; Based on the actual business operations of the company; The company adds new business activities as follows:

No.	Name of business line	Code
1	Other education not classified elsewhere	8559

The General Meeting of Shareholders authorizes the Board of Directors to adjust and supplement the business activities in the Business Registration Certificate and the Company's Charter. The Board of Directors and the Executive Board are authorized to carry out the procedures for adding new business activities, ensuring compliance with the procedures stipulated in the Charter and the law.

- Voting approval rate:

■ Total votes cast: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.

■ Total valid votes: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.

■ Total invalid votes: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.

- Votes in favor: 3,102,754 shares, equivalent to 3,102,754 voting ballots, accounting for 100% of the total votes of the shareholders attending the meeting.
 - Votes against: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.
 - Votes with other opinions: 0 shares, equivalent to 0 voting ballots, accounting for 0% of the total votes of the shareholders attending the meeting.
5. The Head of the Vote Counting Committee read the Vote Counting Report on the results of the voting on the contents presented at the General Meeting.
 6. The Head of the Secretariat of the General Meeting read the draft Minutes of the General Meeting for approval by the Meeting.
 7. The Head of the Secretariat also read the draft Resolution of the General Meeting for approval.
 8. The General Meeting of Shareholders unanimously approved the full text of the Resolution and the Minutes of the Meeting on the spot with an approval rate of 100% of the voting ballots of shareholders attending the meeting.
 9. The General Meeting was concluded at 11:30 AM on the same day.

HEAD OF THE SECRETARIAT

(signed)

Nguyen Van Quyet

CHAIRPERSON OF THE MEETING

(Signed and sealed)

Dinh Gia Le

LỜI CHỨNG CỦA CÔNG CHỨNG VIÊN

TESTIMONY

Hôm nay, ngày **26/04/2025** (Ngày hai mươi sáu, tháng tư, năm hai nghìn không trăm hai mươi lăm), tại trụ sở Văn phòng Công chứng Thanh Xuân, số 02 Tổ Hữu, phường Nhân Chính, quận Thanh Xuân, thành phố Hà Nội, tôi – **HOÀNG THÚY HIỀN**, công chứng viên, trong phạm vi trách nhiệm của mình theo quy định của pháp luật

*Today, on April 26, 2025 (the twenty sixth of April, two thousand twenty five), at Thanh Xuan Notary Office, No. 02 To Huu, Nhan Chinh Ward, Thanh Xuan District, Hanoi, I, **HOANG THUY HIEN**, Notary Public, in the scope of capacity and liability under legal regulations,*

CHỨNG NHẬN:

HEREBY CERTIFY THAT

- Bản dịch này do bà **Nguyễn Thị Ngọc Thúy**, cộng tác viên phiên dịch của Văn phòng công chứng Thanh Xuân, thành phố Hà Nội dịch từ tiếng Việt sang Anh;
- *This document has been translated from Vietnamese into English by Ms. Nguyen Thi Ngoc Thuy, the translation collaborator of the Thanh Xuan Notary Office, Hanoi city.*
- Chữ ký trong bản dịch đúng là chữ ký của bà **Nguyễn Thị Ngọc Thúy**;
- *The signature on the translation is Ms. Nguyen Thi Ngoc Thuy's genuine signature;*
- Nội dung bản dịch chính xác, không vi phạm pháp luật, không trái đạo đức xã hội;
- *The contents of translation are correct, do not violate the laws and social moralities.*
- Bản dịch gồm **08** tờ, **08** trang, lưu **01** bản chính tại Văn phòng Công chứng Thanh Xuân thành phố Hà Nội.
- *The translation consists of 08 sheets, 08 pages, 01 is kept at Thanh Xuan Notary Office, Hanoi city.*

Số công chứng: 2629; quyển số 01.2025 ;TP/CC-SCC/BD.
Notarization No. 2629; Book No. 01.2025; TP/CC-SCC/BD.

CÔNG CHỨNG VIÊN
PUBLIC NOTARY



CÔNG CHỨNG VIÊN
Hoàng Thúy Hiền

VIETNAM EDUCATION PUBLISHING HOUSE
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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
Hanoi, ...25/4..., 2025

BOARD OF DIRECTORS' ACTIVITIES REPORT AT THE 2025 GENERAL MEETING OF SHAREHOLDERS

Part one

2024 PERFORMANCE RESULTS

A – BOARD OF DIRECTORS

The Board of Directors of Art Design & Communication Joint Stock Company was elected to consist of 05 members:

1. Dinh Gia Le – Chairman of the Board of Directors
2. Pham Van Thang – Member of the Board of Directors and CEO
3. Nguyen Bich La – Member of the Board of Directors and Deputy Director
4. Pham Huy Phong – Member of the Board of Directors
5. Le Hoang Hai – Member of the Board of Directors

B – BOARD OF DIRECTORS' ACTIVITIES REPORT 2024

I – Compensation, operating expenses and other benefits

Remuneration, operating expenses and other benefits of the Board of Directors and members of the Board of Directors are included in the company's business expenses in accordance with the provisions of the law on corporate income tax and are shown in the company's financial statements.

II – Summary of Board of Directors meetings and Board of Directors decisions

In 2024, the Board of Directors held 9 meetings (official and unofficial) to decide on important issues and promptly direct and resolve difficulties and problems arising in production and business activities.

1. 1st session 2024

- Meeting time: 04/01/2024.
- Decide on the contents:
 - o Approval of the 2023 business results.
 - o Approval of the 1st quarter 2024 business plan.

- Approval of some other important tasks that need to be done immediately.

2. 2nd session 2024

- Meeting time: 21/02/2024.
- Decide on the contents:
 - Approval of the policy of appointing the Deputy Director of Art Design & Communication Joint Stock Company.
 - Approval of the work of implementing the process of appointment of the Deputy Director of Art Design & Communication Joint Stock Company.

3. 3rd session 2024

- Meeting time: 23/02/2024.
- Decide on the contents:
 - Approval of the last registration date to exercise the right to attend the 2024 Shareholders' Meeting.
 - Approval of the last registration date to exercise the right to receive interim cash dividends in 2023.

4. 4th session 2024

- Meeting time: 02/04/2024.
- Decide on the contents:
 - Approval of the 1st quarter 2024 business results.
 - Approval of the 2nd quarter 2024 business plan.

5. 5th session 2024

- Meeting time: 28/05/2024.
- Decide on the contents:
 - Approval of the policy of reappointing the Deputy Director of Art Design & Communication Joint Stock Company.
 - Approval of the implementation of the process of reappointing the Deputy Director of Art Design & Communication Joint Stock Company.

6. 6th session 2024

- Meeting time: 04/07/2024.

- Decide on the contents:
 - Approval of the production and business results for the first 6 months of 2024.
 - Approval of the production and business plan for the 3rd quarter of 2024.
 - Approval of the selection of an auditing unit for 2024.

7. 7th Session 2024

- Meeting time: 17/07/2024.
- Decide on the contents:
 - Approval of the reappointment of the Deputy Director of Art Design & Communication Joint Stock Company.

8. 8th Session 2024

- Meeting time: 08/08/2024.
- Decide on the contents:
 - Approval of the dismissal of Mr. Le Hoang Hai.
 - Approval of the election of Mr. Dinh Gia Le as Chairman of the Board of Directors.

9. 9th Session 2024

- Meeting time: 30/09/2024.
- Decide on the contents:
 - Approval of the production and business results for the first 9 months of 2024
 - Approval of the production and business plan for the 4th quarter of 2024.

III – Monitoring results for the Executive Board

The Board of Directors has performed well the assigned tasks. The company operates stably, complying with the provisions of State Law.

Part two

2025 OPERATION PLAN

Our Board of Directors, with the function of representing shareholders, sets out strategic directions and develops a master plan for 2025, specifically:

1. Continue to direct the company's development direction to maintain growth momentum.
2. Closely monitor the development of production and business situation in 2025 to make timely adjustments in direction and development orientation.
3. Orientation for the Executive Board: Actively seek and exploit to expand production and business activities; Take advantage of all opportunities, focus on investing in product development and market expansion; Complete and improve the efficiency of corporate governance; Focus on improving the quality of human resources to keep up with the operational requirements and long-term development strategy of the Company.

Based on the Resolution of the General Meeting of Shareholders today, the Board of Directors will continue to concretize it into Resolutions, and at the same time focus on directing and supervising the Executive Board to successfully implement the 2025 production and business plan.

Our Board of Directors commits to continue to make efforts to comprehensively, closely and specifically direct all production and business activities of the company to preserve capital, the rate of return on capital, dividends and shareholders' rights.

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Above is the entire content of the Board of Directors' activities in 2024 and the orientation of the 2025 operating plan.

On behalf of the Board of Directors of Art Design & Communication Joint Stock Company, I would like to sincerely thank the delegates for their attendance as well as the trust that shareholders have placed in the Board of Directors.

Wishing shareholders good health and sincerely thanking!

BOARD OF DIRECTORS
CHAIRMAN
Dinh Gia Le



REPORT ON THE SUPERVISORY BOARD'S ACTIVITIES AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises of the Socialist Republic of Vietnam No. 59/2020/QH14 dated June 17, 2020;

- Pursuant to the Charter of Art Design & Communication Joint Stock Company;

- Based on the 2024 Financial Statements audited by AAC Auditing and Accounting Company Limited;

- Based on the actual supervision and control of operations and production and business activities at the Company.

The Company's Board of Supervisors would like to report the results of inspection and supervision of the Company's operations in 2024, including the following main contents:

- Activities of the Board of Supervisors
- Results of monitoring the activities of the Board of Directors and Board of Management
- Results of monitoring and evaluating the company's financial reports
- Recommendations of the Board of Supervisors

I. ACTIVITIES OF THE SUPERVISION BOARD

The Board of Supervisors currently consists of 3 members:

Ms. Nguyen Thi Thu Hong, Head of Board

Ms. Tran Thi Thu Huong, Member

Mr. Vu Duc Tinh, Member

In 2024, the Board of Supervisors will conduct inspection and supervision of compliance with the provisions of the Enterprise Law, the Company's Charter of Organization and Operation in managing and operating all production and business activities, specifically:

- Check and supervise the implementation of the resolutions of the Shareholders' Meeting for the Board of Directors and the Board of Directors of the Company.

- Check and supervise the implementation of the company's 2024 production and business plan.

- Review the appropriateness of the decisions made by the Board of Directors and the Board of Management; control the order and procedures for issuing the

Company's documents in accordance with the provisions of the Law and the Company's Charter..

- Monitor and review quarterly financial reports to assess the reasonableness of financial figures; monitor the Board of Directors in implementing recommendations made by the Independent Auditing Company..

- Check and supervise information disclosure in accordance with the provisions of the Charter and regulations of the State Securities Commission.

II. RESULTS OF MONITORING THE ACTIVITIES OF THE BOARD OF DIRECTORS AND BOARD OF DIRECTORS

- The resolutions of the General Meeting of Shareholders and the resolutions of the Board of Directors were fully and seriously implemented. The company's expected dividend for 2024 is 15%, to be paid in the near future.
- Decisions of the Board of Directors and the Board of Management are made in accordance with the prescribed procedures, in accordance with the Law on Enterprises and the Company Charter.
- The company's production and business activities are developing well. 2024 is the fifth year, also the last year according to the roadmap to complete the replacement of new textbooks according to the 2018 General Education Program. The company's Board of Directors and staff have made efforts to maintain and develop production and business activities, ensuring the planned dividend payment rate for shareholders.
- With a team of dynamic and creative staff, the Company always strives to maintain and develop relationships between traditional partners, while expanding relationships with new customers and partners. Research and implement strategic directions for market development, products and sales policies, organize training courses to improve service quality, meet the immediate and long-term practical requirements of the business.
- The company currently has a chain of stores selling books and educational equipment under the AdcBook brand, which has a high reputation in the market, contributing greatly to the company's overall profits.
- The company's management and operations are becoming more and more disciplined, and capital is used effectively.
- The company's financial work is carried out seriously and in accordance with State regulations. Financial reports are prepared fully and on time. In 2024, the company conducted an audit as prescribed. The audit results recorded that the company's financial reports accurately and honestly reflected the company's financial situation.
- The Company has strictly implemented information disclosure regulations according to the provisions of the Law and the provisions of the Charter.

Based on the results of the inspection and supervision, the Board of Supervisors has no additional comments on the contents of the 2024 management and operation assessment report of the Board of Directors, Board of Directors and Board of Supervisors.

III. RESULTS OF MONITORING AND EVALUATING FINANCIAL REPORTS IN 2024

The 2024 financial statements (audited) have honestly and accurately reflected the company's financial situation as of December 31, 2024, in accordance with current Accounting Standards and Regimes.

Some key indicators of business results in 2024

Unit: Billion VND

No	Target	Plan for 2024	Implementation in 2024	Compare (%)
1	Revenue	433	414,3	95,7%
2	Profit before tax	19,2	17,6	91,7%

1. Financial Statement Review

a. On implementing the prescribed accounting regime:

- Accounting period, currency used in accounting :
- + The accounting year begins on January 1 and ends on December 31 of each year.
- + Financial statements and accounting transactions are prepared and recorded in Vietnamese Dong (VND).
- Applicable accounting standards and regimes
 - + The Company applies the Vietnamese Accounting System, issued under Circular No. 200/2014/TT-BTC dated December 22, 2014, the Vietnamese accounting standards system and related amendments and supplements of the Ministry of Finance.
 - + Accounting form: General journal.
 - + Financial statements are prepared in accordance with Vietnamese accounting standards and regulations of NXBGDVN.

b. Reference accounting data

The Board of Supervisors based on the financial statements audited by AAC Auditing and Accounting Company Limited as of December 31, 2024.

2. Evaluate some financial indicators in 2024

- **About revenue:** Revenue target reached 95.6% compared to the 2024 plan approved by the General Meeting of Shareholders and reached 95.6% compared to the implementation in 2023.

- **About profits:** Profit reached 91.7% compared to the 2024 plan approved by the General Meeting of Shareholders and reached 96.7% compared to the implementation in 2023.

Revenue and profit in 2024 decreased compared to 2023, not achieving the planned target due to the increasingly difficult economic context and fierce competition.

- **Pre-tax profit margin on charter capital reached:** 44,1%

- **Dividend ratio achieved:** 15% per year. Compared to the current bank interest rate, this is a fairly high dividend rate, demonstrating the company's sustainable, stable and on-track development.

IV. SUPERVISION BOARD'S RECOMMENDATIONS

2025 is forecasted to continue to be a very difficult year for the national economy in general and the Company's production and business activities in particular. The Board of Supervisors continues to perform its functions and tasks in accordance with the Company's Charter of Organization and Operation. In order for the Company to develop more and more strongly, the Board of Supervisors recommends:

- The Board of Directors and the Executive Board of the Company continue to promote the Company's strengths, actively research, seek new directions, develop and expand new products to increase revenue for the Company.

- Update and continue to fully implement policies, regulations of the State, and internal regulations of the Company.

- Promote and further strengthen professional training and development to improve the professional qualifications of staff and improve work efficiency.

Above is the entire report of the Board of Supervisors before the 2025 General Meeting of Shareholders for Art Design & Communication Joint Stock Company. The Board of Supervisors has fully performed the tasks assigned by the General Meeting of Shareholders. On behalf of the members of the Board of Supervisors, I would like to thank the Board of Directors, the Board of Management, individuals as well as shareholders for their cooperation, facilitation and assistance in completing the tasks.

Thank you very much!

Place of receipt:

- *Shareholders;*

- *Board of Directors, Board of Management,
Chief Accountant.*

BOARD OF SUPERVISION

Head of Supervisory Board

Nguyen Thi Thu Hong

VIETNAM EDUCATION PUBLISHING HOUSE
ART DESIGN & COMMUNICATION JOINT
STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, ...²⁵/₄..., 2025

REPORT ON PRODUCTION AND BUSINESS ACTIVITIES AT THE 2025 GENERAL MEETING OF SHAREHOLDERS

Part one

BUSINESS RESULTS IN 2024

I – BUSINESS PRODUCTION CONTEXT IN 2024

In 2024, the distribution business had many achievements, but the company still had to face many difficulties. Competitors were constantly growing. Their working methods were also changing unpredictably. In order to maintain the market in 2024, the Sales - Distribution department worked very hard to complete and exceed the set business plan.

Retail operations in 2024 will face many difficulties. This is a difficulty due to the general impact of the economy. Many industries are facing difficulties, cutting staff, adjusting salaries, leading to a decrease in people's purchasing power. Retail revenue has not reached the desired level. However, in 2024, the company opened another retail store on Tran Phu Street, Ha Dong, Hanoi, so in terms of business data, the Retail Business segment still achieved and exceeded the revenue plan.

Communications, administration, and accounting are stable sectors in 2024.

The company is internally united. The enterprise implements well the democratic regulations at the grassroots level, organizes well the emulation movements; takes care of the material and spiritual life of the collective; practices thrift; fully implements the regimes and policies for all members of the collective.

The results of 2024 are the result of the solidarity and coordination of the entire company. That result has demonstrated the hard work, determination, and efforts of each individual, each department in particular, and the entire company in general over the past year.

II – SUMMARY OF BUSINESS RESULTS 2024

The Company's main areas of operation in 2024

- Publishing and releasing Educational products.
- Design and print publications for the Education sector.
- Trading in Books – Equipment and teaching aids ; Mini play area for children.

- Communication, organization of fairs, exhibitions, introduction of commercial products

Summary data of the company's 2024 production and business plan

1. Target:

<i>Target</i>	Implementation 2024	Plan 2024	Ratio
Revenue	414,3 billion VND	433 billion VND	95,7%
Profit before tax	17,6 billion VND	19,2 billion VND	91,7%

2. Compare business results 2024/2023

<i>Target</i>	Implementation 2024	Plan 2024	Ratio (2024/2023)
Revenue	414,3 billion VND	433,3 billion VND	95,6%
Profit before tax	17,6 billion VND	18,2 billion VND	96,7%

III – PROFIT DISTRIBUTION AND FUNDS ESTABLISHMENT IN 2024

Target	Amount (VND)
Profit before tax	17.563.789.090
Corporate income tax	3.601.846.612
Profit after tax	13.961.942.478
<i>Distribution of profit after tax</i>	
Dividend (15% / face value)	5.966.904.000
Bonus fund (5%)	698.097.124
Welfare Fund (10%)	1.396.194.248
Operating fund of Board of Directors, Supervisory Board (5%)	698.097.124
Development investment fund (30%)	4.188.582.744
Undistributed profit after tax carried forward to next year	1.014.067.238

IV – COMPANY SALARY FUND AND REMUNERATION OF BOD – BOS

(Production and business costs)

	Total amount	Profit before tax	Ratio/Profit before tax
Company-wide salary fund	68.498.777.451	17.563.789.090	390/100
Board of Directors - Supervisory Board remuneration	1.405.103.127		8/100

V – SHAREHOLDERS AND SHARES

- Number of shareholders as of March 27, 2025: 277 shareholders
- Capital structure and number of shares by type:

No.	Capital structure	Number of shares held (CP)	Equity value (VNĐ)	Owners hip ratio
Total number of shares		3.977.936	39.779.360.000	100%
A	ORGANIZATION (5)	1.497.419	14.974.190.000	37,64%
1	<u>Domestic (4):</u>			
	1. Vietnam Education Publishing House	1.487.772	14.877.720.000	37,40%
	2. Other organizations (3)	747	7.470.000	0,02%
2	<u>Foreign (01):</u>			
	1. SBI SECURITIES CO.,LTD.	8.900	89.000.000	0,22%
B	INDIVIDUAL (272)	2.480.517	24.805.170.000	62,36%
1	<u>Domestic (268):</u>			
	1. Le Hoang Hai	409.645	4.096.450.000	10,30%
	2. Pham Van Thang	281.244	2.812.440.000	7,07%
	3. Nguyen Viet Hung	198.640	1.986.400.000	4,99%
	4. Pham Thi Ngoc Diep	195.780	1.957.800.000	4,92%
	5. Pham Xuan Ha	189.900	1.899.000.000	4,77%
	6. Other shareholders (263)	886.393	8.863.930.000	22,28%
2	<u>Foreign (04):</u>			
	1. DENNIS PETER ERIC	317.925	3.179.250.000	7,99%
	2. Other shareholders (3)	990	9.900.000	0,02%

VI – SOME OTHER WORK

Continue to stabilize and develop the ADCBook Educational Equipment Center system and implement solutions to enhance the reputation and service quality of ADC as well as ADCBook. Continue to review, consolidate and perfect working processes and service styles to increase competitiveness; Strengthen communication through Website, Fanpage, other media; Organize training courses for managers and professional sales staff.

Part two

GOALS, TASKS AND TARGETS OF THE 2025 BUSINESS PLAN

I – GOAL, MISSION

1. Goal

- Continue to build and consolidate to continue developing the company to become a strong brand in the publishing market as well as the retail business of books and stationery.
- Develop new business segments, build new brands to expand scale, increase production and business efficiency.
- Maintain a stable growth rate along with perfecting and consolidating all aspects of production and business activities to ensure sustainable development.

2. Mission

- Recruit and train a team of competent and qualified editors to meet the publishing needs in a competitive market, while simultaneously training and improving the skills of the team of artists to complete the task of making books according to the plan and schedule of the Vietnam Education Publishing House. Continue to consolidate and maintain ADC as the leading brand in the field of design and illustration of educational publications.
- Focus all resources, take advantage of all opportunities to build and consolidate the publishing sector, supply books, documents, pictures, and equipment for preschool education. Closely follow and deeply research the market, diversify products, improve service quality, and diversify distribution channels to maintain and expand the market
- Continue to invest in developing the publishing sector to serve the entertainment needs, improve knowledge and skills for children as well as improve parenting knowledge for parents. Make efforts to invest and develop the ADC book brand to bring readers products that meet their needs and tastes...
- Continue to search and open new retail outlets in Hanoi while taking care to consolidate and improve service quality, maintaining ADCBook as the number one retail brand for books, stationery and school supplies in Hanoi.
- Invest in developing new distribution channels through implementing projects as well as providing books to school libraries nationwide

II – 2025 PRODUCTION AND BUSINESS PLAN TARGETS

1. Financial indicators

Revenue	390,0 billion VND
Profit	15,3 billion VND
Dividends	15%

2. Board of Directors – Supervisory Board remuneration (production and business costs)

Target	Ratio: Remuneration /Profit before tax
Board of Directors - Supervisory Board remuneration	8/100

3. Plan to select an audit unit 2025

The General Meeting of Shareholders authorizes the Board of Directors to select an auditing unit that meets the standards and capacity as prescribed by the Ministry of Finance and the State Securities Commission to audit the company's financial statements.

4. Plan to add more business lines of the Company

Based on the business activities registered by the company previously; Based on the actual business operations of the company; The company adds new business activities as follows:

No.	Name of business line	Code
1	Other education not classified elsewhere	8559

The General Meeting of Shareholders authorizes the Board of Directors to adjust and supplement the business activities in the Business Registration Certificate and the Company's Charter. The Board of Directors and the Executive Board are authorized to carry out the procedures for adding new business activities, ensuring compliance with the procedures stipulated in the Charter and the law.

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The above is the entire content of the Company's business performance report. The above results show that in 2024, the Board of Directors and the Executive Board have properly, fully and promptly implemented the resolutions and tasks set forth by the General Meeting of Shareholders, and at the same time directed and operated all business performance activities of the Company in compliance with State laws and the Company's Charter. Ensuring revenue, profit and dividends for shareholders.

On behalf of the Company, I would like to sincerely thank the attention and support of delegates and shareholders.

Best wishes, thank you very much!

**ART DESIGN & COMMUNICATION
JOINT STOCK COMPANY
DIRECTOR**

Pham Van Thang



**CÔNG TY CỔ PHẦN MĨ THUẬT VÀ
TRUYỀN THÔNG**

Số: **01/BB/BBKP**

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh phúc

Hà Nội, ngày 25 tháng 04 năm 2025

**BIÊN BẢN KIỂM PHIẾU
BẦU BỔ SUNG THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ NHIỆM KỲ
2023 - 2028
TẠI ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**

Hôm nay, vào lúc 10 giờ 15 phút ngày 25 tháng 04 năm 2025 tại Hội trường Vplace 4, tầng 3, tòa nhà 25T2-N05, KĐT Trung Hòa Nhân Chính, phố Nguyễn Thị Thập, Cầu Giấy, Hà Nội, các thành viên trong Ban kiểm phiếu gồm:

- | | |
|-------------------------------|-------------------|
| 1. Ông Hà Huy Tuấn | Trưởng ban |
| 2. Ông Đào Trần Việt | Thành viên |
| 3. Ông Nguyễn Đình Tân | Thành viên |

Ban Kiểm phiếu đã tiến hành kiểm phiếu bầu bổ sung thành viên Hội đồng quản trị nhiệm kỳ 2023 - 2028 tại Đại hội đồng cổ đông thường niên năm 2025 của Công ty Cổ phần Mĩ Thuật và Truyền thông.

Kết quả bầu bổ sung thành viên Hội đồng quản trị nhiệm kỳ 2023 – 2028

Tổng số cổ đông tham gia dự họp: 26 cổ đông

Tổng số cổ đông tham gia bỏ phiếu: 26 cổ đông, sở hữu 3.101.254 cổ phần, tương ứng 3.101.254 số phiếu biểu quyết.

Số phiếu bầu phát ra: 26 phiếu.

Số phiếu bầu thu vào: 26 phiếu

Số phiếu bầu hợp lệ: 26 phiếu

Số phiếu bầu không hợp lệ: 0 phiếu

Số phiếu trống: 0 phiếu

Kết quả Số và tỉ lệ quyền biểu quyết cho ứng cử viên vào HĐQT như sau:

Ông Đặng Viết Mạnh đạt tín nhiệm 3.101.254 số phiếu biểu quyết, tương ứng tỉ lệ 100 % tổng số phiếu biểu quyết tham gia bỏ phiếu.



Căn cứ vào Quy chế bầu cử và kết quả kiểm phiếu nêu trên thì những Ông Đặng Viết Mạnh đã trúng cử vào thành viên Hội đồng quản trị nhiệm kỳ 2023 - 2028 của Công ty Cổ phần Mĩ Thuật và Truyền thông.

Việc kiểm phiếu được kết thúc vào hồi ...11...h ngày .25.. tháng .09.. năm 2025

Biên bản này gồm 02 (hai) trang, đã được tất cả thành viên Ban Kiểm phiếu đọc, hiểu và nhất trí với nội dung của Biên bản. Trưởng Ban Kiểm phiếu đại diện công bố kết quả kiểm phiếu trước Đại hội. Ban Kiểm phiếu bàn giao lại toàn bộ phiếu bầu và biên bản cho Chủ tọa Đại hội.

CÁC THÀNH VIÊN BAN KIỂM PHIẾU KÍ

Ông/Bà: Hà Huy Tuấn 
Ông/Bà: Đào Trần Việt 
Ông/Bà: Nguyễn Đình Tân 

