

No: 03.../2025/BC-STH

Thai Nguyen, dated 23 January 2025

**REPORT ON CORPORATE GOVERNANCE**  
**(year 2024)**

**To: - The State Securities Commission;**  
**- HaNoi Stock Exchange.**

- Name of company: Thai Nguyen Book Distribution JSC
- Address of head office: No 65 – Hoang Van Thu Street, Phan Dinh Phung Ward, Thai Nguyen City, VietNam.
- Tel: 028 0385 2335 Fax: 028 0375 4974 Email: Info@sthc.com.vn
- Charter Capital: 195.000.000.000 VND
- Stock symbol: STH
- Governance model: General Meeting of Shareholders, Board of Director, Board of Supervisors and General Directors.

**I. Activities of the General Meeting of Shareholders:**

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of General Meeting of Shareholders approved in the form of written comments):

Resolution/Decision No.	Date	Content
01/2024/STH/NQ-DHĐCĐ	24/04/2024	<ul style="list-style-type: none"><li>- To approve the Board of Directors' report on the 2023 business results, the 2024 business plan and direction.</li><li>- To approve the Board of Management's report on the 2023 business results, the 2024 business plan and direction.</li><li>- To approve the Board of Supervisors' report on the 2023 business results, the 2024 business plan and direction.</li><li>- To approve the audited financial statements for 2023</li><li>- To approve the 2023 remuneration settlement and the 2024 remuneration</li></ul>

		<p>forecast for members of the Board of Directors and the Board of Supervisors</p> <ul style="list-style-type: none"> <li>- The BoD is authorized to select an audit firm for the year 2024.</li> <li>- To approve the 2024 business plan</li> <li>- To approve adding business lines and the amendment of the Company's Charter</li> <li>- To approve the transfers of shares to shareholders resulting in ownership exceeding 25% of the charter capital without a tender offer</li> <li>- To approve the resignation and election of new members of the Board of Directors for the 2023-2027 term</li> </ul>
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## II. Board of Directors (annual report):

### 1. Information about the members of the Board of Directors:

No.	Board of Directors' members	Position	The date becoming/ceasing to the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Nguyễn Nam Tiến	Chairman	24/04/2024	
2	Mr. Nguyễn Quốc Thái	Chairman		24/04/2024
3	Ms. Nguyễn Thị Quy	Member of BoD		24/04/2024
4	Ms. Nguyễn Thị Vinh	Member of BoD		24/04/2024
5	Ms. Lê Thị Hoài Anh	Independent member of the BoD	28/03/2023	
6	Ms. Lê Thị Mai Liên	Member of BoD	28/03/2023	
7	Mr. Nguyễn Quang Giang	Member of BoD	24/04/2024	
8	Mr. Nguyễn Văn Tuấn	Non – executive member of BoD	24/04/2024	

### 2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of meeting attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyễn Quốc Thái	03	100%	Dismissal from 24/04/2024
2	Mr. Nguyễn Nam Tiến	06	100%	Appointment from 24/04/2024
3	Ms. Nguyễn Thị Quy	03	100%	Dismissal from 24/04/2024
4	Ms. Nguyễn Thị Vinh	03	100%	Dismissal from 24/04/2024
5	Ms. Lê Thị Hoài Anh	09	100%	
6	Ms. Lã Thị Mai Liên	09	100%	
7	Mr. Nguyễn Quang Giang	06	100%	Appointment from 24/04/2024
8	Mr. Nguyễn Văn Tuấn	06	100%	Appointment from 24/04/2024

### 3. Supervising the Board of Management by the Board of Directors:

In 2024, the Board of Directors (BoD) has thoroughly overseen the activities of the Board of Management, in accordance with the Company's Charter and Internal Regulation on Corporate Governance, as follows:

- The Board of Directors has regularly monitored and evaluated the organization and implementation of the business plan. The BoD has directly participated in meeting with the Board of Management, requesting reports on the company's operations. Through close monitoring, the BoD has timely coordinated with the Executive Board to propose solutions to critical issues in 2024.

- The BoD has evaluated the activities of the Board of Management and developed plans and made necessary adjustments to the Executive Board's operations to ensure maximum benefits for the Company.

- The BoD has ensured that all activities of the Board of Management comply with the law and follow the orientations of the General Meeting of Shareholders and the BoD.

### 4. Activities of the Board of Directors' subcommittees:

The Board of Directors did not establish any subcommittees.

### 5. Resolutions/Decisions of the Board of Directors (annual report):



No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/NQ-HDQT	12/01/2024	To approve the signing and execution of contracts and transactions between the Company and its related parties	100%
2	02/NQ-HDQT	23/02/2024	To approve the signing and execution of contracts and transactions between the Company and Imus Investment and Development JSC	100%
3	03/NQ-HDQT	05/03/2024	To approve conducting the Annual General Meeting of Shareholders in 2024	100%
4	04/NQ-HDQT	25/04/2024	Regarding the election of the Company's Chairman	100%
5	05/STH/NQ-HDQT	08/05/2024	Regarding the receipt of the resignation letter from a member of Board of Supervisors	100%
6	04/QĐ-HDQT	01/06/2024	Regarding the appointment of the Deputy General Director	100%
7	06/STH/NQ-HDQT	17/06/2024	Regarding the change of the Corporate Governance Officer	100%

### III. Board of Supervisors (annual report):

#### 1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Ms. Nguyễn Thị Minh	Head of Board of Supervisors	The date becoming: 08/05/2024	Bachelor of Accounting
2	Ms. Nguyễn Thị Lan Hương	Members of Board of Supervisors	The date becoming: 28/03/2023	Bachelor of Accounting and Finance
3	Ms. Nguyễn Thị Như Thủy	Members of Board of Supervisors	The date becoming: 28/03/2023	Bachelor of Accounting

#### 2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Numbers of meeting	Attendance rate	Voting rate	Reasons for absence
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		attended			
1	Ms. Nguyễn Thị Lan Hương	05	100%	100%	
2	Ms. Nguyễn Thị Minh	05	100%	100%	
3	Ms. Nguyễn Thị Như Thùy	05	100%	100%	

**3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:**

- Monitor the Board of Directors' activities through meetings, discussions, and the decision-making process for Board resolutions; attend reporting meetings of the Board of Management to ensure compliance with the provisions of the law and Company's Charter;
- Review Board resolutions and decisions to ensure the appropriateness of decision-making authority. The Board of Supervisors also collaborates with the Board of Directors and the Board of Management in organizing the Company's General Meeting of Shareholders
- Regarding Investor relations: in 2024, no shareholder of group of shareholders submitted any documents to the Board of Supervisors requesting an audit of matters related to the management and operation of the Board of Directors, Management Board, and other company operations.

**4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:**

- Review and verify the Company's internal documents issued by the Board of Directors and the Board of Management to ensure compliance with newly enacted laws and regulations and the Company's development situation; control the processes for managing and using capital to preserve and grow the Company's capital;
- Review the Company's financial statements to ensure accuracy and reasonableness, oversee and assess other internal documents. Monitor the Company's financial activities and production and business operations, coordinate with the Board of Directors and the Board of Management to provide timely recommendations to prevent risks and minimize negative impacts on the progress of implementing the resolutions and tasks assigned by the General Meeting of Shareholders;

**5. Other activities of the Board of Supervisors (if any): no**

**IV. Board of Management**

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment/ dismissal of members of the
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				<b>Board of Management</b>
1	Ms. Nguyễn Thị Quy – CEO	30/04/1975	Doctor of Economics	28/04/2021
2	Ms. Lê Thị Mai Liên	24/04/1971	Bachelor of Accounting	From 2/2011
3	Mr. Nguyễn Quang Giang	04/12/1989	Bachelor of Laws in Economics	01/06/2024

**V. Chief Accountant**

<b>Name</b>	<b>Date of birth</b>	<b>Qualification</b>	<b>Date of appointment/ dismissal</b>
Ms. Phùng Thị Hà	21/08/1988	Bachelor of Accounting	24/06/2022

**VI. Training courses on corporate governance:**

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: no

**VII. The list of affiliated persons of the public company (annual report) and transactions of affiliated persons of the Company:**

**1. The list of affiliated persons of the Company:**



No.	Name of organization/ individual	Securities trading account (if any)	Position (if any)	ID card No./ Certificate No.; date of issue; place	Contact address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with company
1	Nguyễn Quốc Thái	-	-			28/04/2021	24/04/2024	dismissal	-
2	Nguyễn Nam Tiến	-	Chairman			24/04/2024	-		Internal Person
3	Nguyễn Thị Quy	-	CEO			04/2018	-		Internal person, Blockholder
4	Nguyễn Thị Vinh	-	-			04/2018	24/04/2024	dismissal	Blockholder
5	Lê Thị Hoài Anh	-	Independent member of BoD			04/2018	-		Internal Person
6	Lã Thị Mai Liên	-	Member of BoD			02/2011	-		Internal Person
7	Nguyễn Quang Giang	-	Member of BoD			24/04/2024	-		Internal Person
8	Nguyễn Văn Tuấn	-	Member of BoD			24/04/2024	-		Internal Person
9	Nguyễn Thị Minh	-	Head of Board of Supervisors			16/06/2022	-		Internal Person
10	Nguyễn Thị Lan Hương	-	Members of Board of Supervisors			16/06/2022	-		Internal Person

11	Nguyễn Thị Như Thùy	-	Members of Board of Supervisors			16/06/2022	-		Internal Person
12	Phùng Thị Hà	-	Chief Accountant			24/06/2022	-		Internal Person
13	Lê Thị Hồng Mai	-	-			30/6/2022	17/06/2024	dismissal	-
14	Nguyễn Tổng Thắng	-	Corporate governance officer			17/06/2024	-		Internal Person
15	Bạch Phương Vinh	-	-			04/2018	-		Blockholder
16	Thái Hưng Trading JSC	-	-			-	-		Blockholder

**2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:**

No.	Name of organization /individual	Relationship with the company	NSH No., date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. Or Decision No. Approved by GMS or BOD	Content, quantity, total value of transaction
1	Nguyễn Thị Quy	CEO			The year 2024	01/NQ-HĐQT dated 12/01/2024	Advance: 7.110.000.000 VND Advance payment: 8.286.000.000 VND



2	IMUS Investment and Development JSC	Affiliate party of Ms. Nguyễn Thị Quy			The year 2024	01/NQ- HDQT dated 12/01/2024	Purchase goods and services 200.165.800 đồng Payment for goods and services: 201.120.723 đồng
3	Thai Hung Trading JSC	Blockholder			The year 2024	01/NQ- HDQT dated 12/01/2024	Sell goods and services: 6.786.309.018VND
							Received a payment for goods and services: 7.702.869.388 VND
							Rental Payment for the business location: 90.000.000 VND
							Principal repayment: 550.000.000 VND

**3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: no**

**4. Transaction between the Company and other objects: no**

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting).

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO)

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers.

**VIII. Share transactions of internal persons and their affiliated persons (annual report):**

**1. The list of internal persons and their affiliated persons:**

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No. /Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
<b>I</b>	<b>Nguyễn Nam Tiến</b>	-	<b>Chairman</b>			<b>0</b>	<b>0%</b>	
1	Nguyễn Trường An	-	-			0	0	Father
2	Ngô Thị Yên	-	-			0	0	Mother
3	Chu Thị Thúy Hằng	-	-			0	0	Wife
4	Nguyễn Minh Dương	-	-			0	0	Son
5	Nguyễn Gia Bảo	-	-			0	0	Son
6	Nguyễn Thị Lan Hương	-	Member of Board of Supervisors			150.000	0,76%	Sister (tendered her resignation)
7	Bê Ngọc Trúc	-	-			0	0	Brother in law
<b>II</b>	<b>Lã Thị Mai Liên</b>	-	<b>Member of BoD</b>			<b>100</b>	<b>0%</b>	
1	Lã Văn Lan	-	-			0	0	Father
2	Dương Thị Sâm	-	-			0	0	Mother
3	Dương Văn Quân	-	-			0	0	Husband
4	Dương Quỳnh Hoa	-	-			0	0	Daughter
5	Dương Quỳnh Hương	-	-			0	0	Daughter
6	Lã Anh Chiến	-	-			0	0	Brother
7	Lã Anh Thắng	-	-			0	0	Brother
8	Lã Thị Lợi	-	-			0	0	Sister
<b>III</b>	<b>Lê Thị Hoài Anh</b>	-	<b>Member of BoD</b>			<b>0</b>	<b>0%</b>	
1	Lê Khắc Thụ	-	-			0	0	Father
2	Phan Thị Đáng	-	-			0	0	Mother
3	Nguyễn Mạnh Hùng	-	-			0	0	Husband



4	Nguyễn Đình Quang	-	-			0	0	Son
5	Nguyễn Lê Linh Chi	-	-			0	0	Daughter
6	Lê Khắc Hùng	-	-			0	0	Brother
<b>IV</b>	<b>Nguyễn Quang Giang</b>	-	<b>Member of BoD</b>			<b>100</b>	<b>0%</b>	
1	Nguyễn Quang Khanh	-	-			0	0	Father
2	Phạm Thị Oanh	-	-			0	0	Mother
3	Nông Thu Nga	-	-			0	0	Wife
4	Nguyễn Hà Châu	-	-			0	0	Daughter
5	Nguyễn Quang Long	-	-			0	0	Son
6	Nguyễn Thị Huyền Trang	-	-			0	0	Sister
<b>V</b>	<b>Nguyễn Văn Tuấn</b>	-	<b>Member of BoD</b>			<b>0</b>	<b>0%</b>	
1	Nguyễn Quốc Thái	-	-			0	0	Father
2	Nguyễn Thị Cải	-	-			0	0	Mother
3	Bạch Phương Vinh	-	-			2.154.600	11,05%	Wife
4	Nguyễn Thị Vinh	-	-			2.155.020	11,05%	Sister
5	Nguyễn Thị Quy	-	CEO			2.621.620	13,44%	Sister
6	Nguyễn Thượng Nguyên	-	-			23.560	0,12%	Brother
7	Lê Hồng Khuê	-	-			0	0	Brother in law
8	Trịnh Gia Tâm	-	-			0	0	Brother in law
9	Ma Thị Út Sinh	-	-			0	0	Sister in law
10	Nguyễn Phương Anh	-	-			0	0	Daughter
11	Nguyễn Bạch Bảo Châu	-	-			0	0	Daughter
12	Nguyễn Quốc Hưng	-	-			0	0	Son
13	CTCP Thương mại Thái Hưng	-	-			3.600.000	18,46%	CEO
<b>VI</b>	<b>Nguyễn Thị Lan Hương</b>	-	<b>Member of Board of Supervisors</b>			<b>150.000</b>	<b>0,77%</b>	<b>Tendered her resignation</b>

1	Nguyễn Trường An	-	-			0	0	Father
2	Ngô Thị Yên	-	-			0	0	Mother
3	Bế Ngọc Trúc	-	-			0	0	Husband
4	Bế Thị Trúc Linh	-	-			0	0	Daughter
5	Bế Nguyễn Trường Vũ	-	-			0	0	Son
6	Nguyễn Nam Tiến	-	Chairman			0	0	Brother
<b>VII</b>	<b>Nguyễn Thị Minh</b>	-	<b>Head of Board of Supervisor</b>			<b>0</b>	<b>0%</b>	
1	Nguyễn Văn Đăng	-	-			0	0	Father
2	Nguyễn Thị Chanh	-	-			0	0	Mother
3	Nguyễn Văn Quế	-	-			0	0	Father in law
4	Nguyễn Thị Thúc	-	-			0	0	Mother in law
5	Nguyễn Văn Khương	-	-			0	0	Husband
6	Nguyễn Đức Dương	-	-			0	0	Son
7	Nguyễn Đức Duy	-	-			0	0	Son
8	Nguyễn Thị Thoa	-	-			0	0	Sister
9	Nguyễn Văn Giang	-	-			0	0	Brother in law
10	Nguyễn Văn Thế	-	-			0	0	Brother
11	Nguyễn Thị Hòa	-	-			0	0	Sister in law
12	Nguyễn Văn Thời	-	-			0	0	Brother
13	Vũ Thị Hạnh	-	-			0	0	Sister in law
<b>VIII</b>	<b>Nguyễn Thị Như Thùy</b>	-	<b>Member of Board of Supervisors</b>			<b>100</b>	<b>0%</b>	
1	Nguyễn Văn Quang	-	-			0	0	Father
2	Lương Minh Chức	-	-			0	0	Mother
3	Ngô Văn Mão	-	-			0	0	Father in law

4	Lê Thị Thanh	-	-			0	0	Mother in law
5	Ngô Đức Phong	-	-			0	0	Husband
6	Nguyễn Thị Minh Thanh	-	-			0	0	Sister
7	Ngô Đức Mạnh	-	-			0	0	Son
8	Ngô Anh Đức	-	-			0	0	Son
<b>IX</b>	<b>Nguyễn Thị Quy</b>	-	<b>CEO</b>			<b>2.621.620</b>	<b>13,44%</b>	
1	Nguyễn Quốc Thái	-	-			0	0	Father
2	Nguyễn Thị Cái	-	-			0	0	Mother
3	Trương Thị Sâm	-	-			0	0	Mother in law
4	Trịnh Gia Tâm	-	-			0	0	Husband
5	Trịnh Gia Tùng	-	-			0	0	Son
6	Trịnh Tùng Chi	-	-			0	0	Daughter
7	Trịnh Gia Bách	-	-			0	0	Son
8	Nguyễn Thị Vinh	-	-			2.155.020	11,05%	Sister
9	Lê Hồng Khuê	-	-			0	0	Brother in law
10	Nguyễn Thượng Nguyên	-	-			23.560	0,12%	Brother
11	Nguyễn Văn Tuấn	-	Member of BoD			0	0	Brother
12	Bạch Phương Vinh	-	-			2.154.600	11,05%	Sister in law
13	Thái Hưng Trading JSC	-	-			3.600.000	18,46%	Member of BoD
14	IMUS Investment and Development JSC	-	-			0	0	CEO
<b>X</b>	<b>Phùng Thị Hà</b>	-	<b>Chief of Accountant</b>			<b>100</b>	<b>0%</b>	
1	Phùng Xuân Tân	-	-			0	0	Father
2	Nguyễn Thị Túc	-	-			0	0	Mother
3	Lê Đức Hiền	-	-			0	0	Husband
4	Lê Minh Đăng	-	-			0	0	Son
5	Lê Thảo Ngân	-	-			0	0	Daughter



6	Phùng Xuân Huynh	-	-			0	0	Brother
7	Phùng Xuân Hiền	-	-			0	0	Brother
<b>XI</b>	<b>Nguyễn Tổng Thắng</b>	-	<b>Corporate governance officer</b>			<b>200</b>	<b>0,001%</b>	
1	Nguyễn Tổng Dũng	-	-			0	0	Father
2	Nguyễn Thị Hoa	-	-			0	0	Mother
3	Nguyễn Thành Công	-	-			0	0	Father in law
4	Hoàng Thị Nguyên	-	-			0	0	Mother in law
5	Nguyễn Thị Bằng	-	-			0	0	Wife
6	Nguyễn Thùy Dương	-	-			0	0	Daughter
7	Nguyễn Minh Khôi	-	-			0	0	Son
8	Nguyễn Tổng Kiên	-	-			0	0	Brother
9	Nguyễn Tổng Quyết	-	-			0	0	Brother
10	Nguyễn Tổng Chiến	-	-			0	0	Brother
11	B.C.H JSC	-	-			0	0	Independent member of BoD

2. Transactions of internal persons and affiliated persons with share of the company: No

IX. Other significant issues: no

*Recipients:*

- HNX;
- Archived;

CHAIRMAN OF THE BOARD  
OF DIRECTORS

*(Sign, full name and seal)*



Nguyen Nam Tien

