

No: 18../2025/BC-STH

Thai Nguyen, July 30<sup>th</sup>, 2025

**REPORT ON CORPORATE GOVERNANCE**  
**(6 months of 2025)**

**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 Province, 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
01/2025/STH/NQ-DHĐCĐ	15/04/2025	<ul style="list-style-type: none"><li>- To approve the Board of Directors' report on the 2024 business results, the 2025 business plan and direction.</li><li>- To approve the Board of Management's report on the 2024 business results, the 2025 business plan and direction.</li><li>- To approve the Board of Supervisors' report on the 2024 business results, the 2025 business plan and direction.</li><li>- To approve the audited financial statements for 2024</li><li>- To approve the 2024 remuneration settlement and the 2025 remuneration forecast for members of the Board of</li></ul>

		<p>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 2025.</li> <li>- To approve the 2025 business plan</li> <li>- To approve adding business lines and the amendment of the Company's Charter</li> <li>- To approve the resignation and election of new members of the Board of Supervisors for the 2023-2027 term</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 partial transfer of the "Thai Hung Eco City New Urban Area" project related to Iris Preschool, Primary, Secondary, and High School</li> <li>- To approve the 2024 profit distribution plan.</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 (semi-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	Nguyễn Nam Tiến	Chairman	24/04/2024	
2	Nguyễn Thị Quy	Member of the BoD	15/04/2025	
3	Nguyễn Phú Sơn	Independent member of the BoD	15/04/2025	
4	Lê Thị Hoài Anh	Independent member of the	28/03/2023	15/04/2025



		BoD		
5	Lã Thị Mai Liên	Member of the BoD	28/03/2023	15/04/2025
6	Nguyễn Quang Giang	Member of the BoD	24/04/2024	15/04/2025
7	Nguyễn Văn Tuấn	Member of the BoD	24/04/2024	15/04/2025

## 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	Nguyễn Nam Tiến	05	100%	
2	Nguyễn Thị Quy	02	100%	Appointment from 15/04/2025
3	Nguyễn Phú Sơn	02	100%	Appointment from 15/04/2025
4	Lê Thị Hoài Anh	03	100%	Dismissal from 15/04/2025
5	Lã Thị Mai Liên	03	100%	Dismissal from 15/04/2025
6	Nguyễn Quang Giang	03	100%	Dismissal from 15/04/2025
7	Nguyễn Văn Tuấn	03	100%	Dismissal from 15/04/2025

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

In 6 months of 2025, 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 6 months of 2025.

- 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 (semi-annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/2025/NQ-HĐQT	03/01/2025	To approve the signing and execution of contracts and transactions between the Company and its related parties	100%
2	02/NQ-HĐQT	21/02/2025	To approve conducting the 2025 Annual General Meeting of Shareholders	100%
3	01/QĐ-HĐQT	07/03/2025	Decision on the termination of the deputy general director's labor contract	100%
4	04/NQ-HĐQT	10/06/2025	To approve conducting the 2025 Extraordinary General Meeting of Shareholders	100%
5	02/QĐ-HĐQT	16/06/2025	Decision on the dismissal of the CEO	100%
6	03/QĐ-HĐQT	16/06/2025	Decision on the appointment of the CEO	100%

### III. Board of Supervisors (semi-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. Hoàng Thị Lan	Head of Supervisory Board	The date becoming: 15/04/2025	Bachelor
2	Ms. Nguyễn Thị Minh	Members of Supervisory Board	The date becoming: 08/05/2024	Bachelor of Accounting
3	Ms. Nguyễn Thị Lan Hương	Members of Supervisory Board	The date ceasing: 15/04/2025	Bachelor of Accounting and Finance
4	Ms. Nguyễn Thị Như Thủy	Members of Supervisory Board	The date becoming: 28/03/2023	Bachelor of Accounting



## 2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Numbers of meeting attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Hoàng Thị Lan	01	100%	100%	Appointment from 15/04/2025
2	Ms. Nguyễn Thị Lan Hương	01	100%	100%	Dismissal from 15/04/2025
3	Ms. Nguyễn Thị Minh	02	100%	100%	
4	Ms. Nguyễn Thị Như Thùy	02	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 6 months of 2025, no shareholder or 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**

<b>No.</b>	<b>Members of Board of Management</b>	<b>Date of birth</b>	<b>Qualification</b>	<b>Date of appointment/ dismissal of members of the Board of Management</b>
1	Mr. Lê Tuấn Dũng – CEO	30/04/1975	Bachelor	28/04/2021
	Ms. Nguyễn Thị Quy – CEO	30/04/1975	Doctor of Economics	Dismissal from 01/07/2025
2	Ms. Lê Thị Mai Liên	24/04/1971	Bachelor of Accounting	Dismissal from 01/07/2025
3	Mr. Nguyễn Quang Giang	04/12/1989	Bachelor	Dismissal from 07/03/2025

**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: none

**VII. The list of affiliated persons of the public company (semi-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 Nam Tiến	-	Chairman			24/04/2024	-		Internal Person
2	Nguyễn Thị Quy	-	Member of the BOD			04/2018	-		Internal person
3	Nguyễn Phú Sơn	-	Independent member of the BoD			15/04/2025	-		Internal Person
4	Lê Thị Hoài Anh	-	-			04/2018	15/04/2025	Dismissal	-
5	Lã Thị Mai Liên	-	-			02/2011	01/07/2025	Dismissal	-
6	Nguyễn Quang Giang	-	-			24/04/2024	15/04/2025	Dismissal	-
7	Nguyễn Văn Tuấn	-	-			24/04/2024	15/04/2025	Dismissal	-
8	Lê Tuấn Dũng	-	CEO			01/07/2025		-	Internal Person
9	Hoàng Thị Lan	-	Head of Supervisory Board			15/04/2025		-	Internal Person
10	Nguyễn Thị Minh	-	Member of Supervisory Board			16/06/2022		-	Internal Person
11	Nguyễn Thị	-	-			16/06/2022	15/04/2025	Dismissal	-

	Lan Hương								
12	Nguyễn Thị Như Thùy	-	Member of Supervisory Board			16/06/2022		-	Internal Person
13	Phùng Thị Hà	-	Chief Accountant			24/06/2022		-	Internal Person
14	Nguyễn Tổng Thắng	-	Corporate governance officer			17/06/2024	-		Internal Person
15	Thái Hưng Trading JSC	-	-			-	-		Blockholder
16	CTCP STH Gateway	-	-			13/06/2025	-		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	Insider			6 months/ 2025	01/NQ-HDQT dated 03/01/2025	Advance: 3.642.397.000 VND Received advance repayment: 6.969.690.000 VND



2	Thai Hung Trading JSC	Major Shareholder, Related Person of Insider			6 months/ 2025	01/NQ- HĐQT dated 03/01/2025	Sell goods and services: 5.228.239.625 VND Received the payment for goods and services: 5.495.174.355 VND
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**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: none**

**4. Transaction between the Company and other objects: none**

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 (semi-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	-	-			150.000	0,76%	Sister
7	Bé Ngọc Trúc	-	-			0	0	Brother in law
<b>II</b>	<b>Lã Thị Mai Liên</b>	-	<b>Deputy General Directors</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>Nguyễn Thị Quy</b>	-	<b>Member of the BoD</b>			<b>500.000</b>	<b>2,56%</b>	

1	Nguyễn Quốc Thái	-	-			0	0	Father
2	Nguyễn Thị Cài	-	-			0	0	Mother
3	Trịnh Gia Minh	-	-			0	0	Father in law
4	Trương Thị Sâm	-	-			0	0	Mother in law
5	Trịnh Gia Tâm	-	-			0	0	Husband
6	Trịnh Gia Tùng	-	-			0	0	Son
7	Trịnh Tùng Chi	-	-			0	0	Daughter
8	Trịnh Gia Bách	-	-			0	0	Son
9	Nguyễn Thị Vinh	-	-			0	0	Sister
10	Lê Hồng Khuê	-	-			0	0	Brother in law
11	Nguyễn Thượng Nguyên	-	-			23.560	0,12%	Brother
12	Nguyễn Văn Tuấn	-	-			0	0	Brother
13	Bạch Phương Vinh	-	-			0	0	Sister in law
14	CTCP Thương mại Thái Hưng	-	-			10.199.800	52,31%	Member of the BOD
<b>IV</b>	<b>Nguyễn Phú Sơn</b>	-	<b>Thành viên HĐQT</b>			<b>0</b>	<b>0%</b>	
1	Kiều Thị Mỗ	-	-			0	0	Mother
2	Nguyễn Thu Hà	-	-			0	0	Mother in law
3	Nguyễn Ngọc Sơn	-	-			0	0	Father in law
4	Nguyễn Trà Giang	-	-			0	0	Wife
5	Nguyễn Minh Đức	-	-			0	0	Son



6	Nguyễn Minh Triết	-	-			0	0	Son
<b>V</b>	<b>Hoàng Thị Lan</b>	-	<b>Head of Supervisory Board</b>			<b>0</b>	<b>0</b>	
1	Hoàng Văn Liêm	-	-			0	0	Father
2	Hoàng Thị Máy	-	-			0	0	Mother
3	Hoàng Diệu La	-	-			0	0	Sister
4	Vy Thành Đạt	-	-			0	0	Brother in law
5	Nông Công Diễm	-	-			0	0	Father in law
6	Địch Thị Nem	-	-			0	0	Mother in law
7	Nông Thái Định	-	-			0	0	Husband
8	Nông Thái Dương	-	-			0	0	Son
9	Nông Thái Hương	-	-			0	0	Daughter
<b>VI</b>	<b>Nguyễn Thị Minh</b>	-	<b>Member of Supervisory Board</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>VII</b>	<b>Nguyễn Thị Như Thùy</b>	-	<b>Member of Supervisory Board</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>VIII</b>	<b>Lê Tuấn Dũng</b>	-	<b>CEO</b>					
1	Lê Tuấn Thư	-	-			0	0	Father
2	Đinh Thị Nga	-	-			0	0	Mother
3	Lê Thị Hằng	-	-			0	0	Sister
4	Lê Thị Thu Lan	-	-			0	0	Sister
5	Lê Tuấn Anh	-	-			0	0	Brother



6	Verdeyen Tomas	-	-			0	0	Son in law
7	Lê Minh Phương	-	-			0	0	Daughter
8	Lê Phước Anh	-	-			0	0	Son
9	Lê Phúc Quang	-	-			0	0	Son
<b>IX</b>	<b>Phùng Thị Hà</b>	-	<b>Chief 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>X</b>	<b>Nguyễn Tổng Thắng</b>	-	<b>Corporate governance officer</b>			<b>200</b>	<b>0,001%</b>	
1	Nguyễn Tổng Dụng	-	-			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
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**2. Transactions of internal persons and affiliated persons with share of the company:**

No.	Transaction executor	Relationship with internal person	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing
			Number	Percentage	Number	Percentage	
1	Thái Hưng Trading JSC	Blockholder	2.850.000	18,1%	10.199.800	52,31%	Traded shares for investment activities
2	Nguyễn Thị Quy	Member of the BoD	2.621.620	13,44%	500.000	2,56%	Traded shares for investment activities
3	Nguyễn Thị Vinh	Sister of Ms. Quy	2.155.020	11,05%	0	0%	Shares sold
4	Bạch Phương Vinh	Sister in law of Ms. Quy	2.154.600	11,05%	0	0%	Shares sold
5	STH Gateway JSC	Mr Dung is CEO	0	0%	4.855.000	24,9%	Share purchases

**IX. Other significant issues: none**

*Recipients:*

- HNX;
- Archived;

**CHAIRMAN OF THE BOARD  
OF DIRECTORS**

*(Sign, full name and seal)*



**Nguyễn Thị Vinh**

