

**LIST OF DOCUMENTS (BEFORE THE CONGRESS)**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGG) IN 2026**

1. Notice of invitation to the 2026 Annual General Meeting of Shareholders (attached to the letter of registration for attending the meeting or authorization to attend the 2026 Annual General Meeting of Shareholders)
2. Draft agenda of the 2026 Annual General Meeting of Shareholders
3. Draft Working Regulations at the Annual General Meeting of Shareholders in 2026
4. Draft minutes of checking the eligibility of shareholders to attend the 2026 Annual General Meeting of Shareholders
5. Draft report of the Board of Directors on activities in 2025 and operational orientation in 2026
6. Draft report of the Board of Directors on production and business results in 2025 and business plan targets in 2026
7. Draft report of the Supervisory Board on activities in 2025 and orientation for activities in 2026
8. Draft report of the Board of Directors on the contents of the 2026 Annual General Meeting of Shareholders
9. Draft report of the Supervisory Board to select a unit to audit the financial statements in 2026
10. Draft Resolution of the Annual General Meeting of Shareholders in 2026
11. Draft Minutes of the 2026 Annual General Meeting of Shareholders
12. Draft minutes of vote counting for the 2026 Annual General Meeting of Shareholders
13. Draft voting card template at the 2026 Annual General Meeting of Shareholders
14. Draft voting form of the contents of the 2026 Annual General Meeting of Shareholders
15. Draft Revised Charter
16. Revised Draft Corporate Governance Regulations

No: 136/SMN-HĐQT

*Ho Chi Minh City, April 1<sup>st</sup>, 2026*

**NOTICE**  
**Regarding the Invitation to Attend**  
**the Annual General Meeting of Shareholders in 2026**

---

The Board of Directors (BOD) of Southern Books and Education Joint Stock Company would like to announce that shareholders are invited to attend the 2026 Annual General Meeting of Shareholders (AGM) as follows:

**1. Time:** 08:00 on 22/4/2026.

**2. Location:** Ho Chi Minh City Education Publishing House Hall (4th floor).  
*231 Nguyen Van Cu Street, Cho Quan Ward, Ho Chi Minh City*

**3. Main contents of the Congress (tentative program):**

- Report on the activities of the Board of Directors in 2025, operational orientation in 2026.

- Report on production and business results in 2025 and tasks and targets of the plan in 2026.

- Report on the activities of the Supervisory Board in 2025 and operational orientations in 2026.

- Report for comments on a number of other contents under the decision-making authority of the General Meeting of Shareholders: Amendments to the Charter and Internal Governance Regulations,...

\* **Note:** For the agenda of the meeting, reports and other documents of the General Meeting, please visit the company's website <https://sobee.vn> (Shareholders), from 01/4/2026.

**4. Participants of the Congress:**

- All shareholders who own shares of Southern Educational Books and Equipment Joint Stock Company (stock code SMN) according to the list of shareholders last registered on March 27, 2026 and valid authorized persons to attend (attached form, required to fill in information and sign, clearly state their full names and stamp the organization if any).

- Shareholders (or authorized persons) bring the Notice of Invitation to the meeting, ID card/ID card/passport and power of attorney (in case of authorization) to attend the General Meeting of Shareholders.

**5. Registration to attend the Congress:**

- Time to register for the meeting: From the date of issuance of the notice of invitation to the meeting before April 22, 2026.

- Letter of registration or authorization to attend meetings, dossiers of nomination and candidacy for members of the Board of Directors for the term 2025-2030 (if any) sent to the address: Department of Organization – Administration, Southern Books and Educational Equipment Joint Stock Company (MSDN: 0309902130) – No. 231 Nguyen

Van Cu, Cho Quan Ward, Ho Chi Minh City. Phone: 028 38 300 312 (ext. 0). Email: [ptchc@sobee.vn](mailto:ptchc@sobee.vn)

- All expenses for travel, accommodation and epidemic prevention and control in accordance with the law (if any) as well as other expenses shall be paid by shareholders.

Sincerely informed./.

***Recipients***

- Shareholders;
- SSC, HNX 'to b/c';
- Board of Directors, Supervisory Board;
- Save: HC.



**Nguyen Thanh Anh**





SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

**CERTIFICATE OF REGISTRATION FOR ATTENDANCE AT THE  
MEETING OR AUTHORIZATION TO ATTEND THE MEETING  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026  
SOUTHERN EDUCATIONAL BOOKS AND EQUIPMENT JOINT STOCK  
COMPANY**

To: Southern Educational Books and Equipment Joint Stock Company

Shareholder Name: .....

Legal representative (for organizations): .....

Business Registration Certificate No.: ..... Issued on ..... at .....

Address: .....

Phone: .....

Total number of shares represented or owned: ..... shares.

*Shareholders select one of the two items below, tick the x in the appropriate box*

**1. REGISTER TO ATTEND THE MEETING**

☐

**2. AUTHORIZE HIM/HER BELOW**

☐

Mr/Madam: .....

ID card / business registration number: ..... Issued on ..... at .....

Address: .....

Phone: .....

Or authorize one of the members of the Board of Directors (BOD) and the Executive Board with the following names:

<i>Anonymous</i>	<i>Full name</i>	<i>Position</i>	<i>Hit x in the square</i>
1	Mr. Nguyen Thanh Anh	Chairman of the Board of Directors	<input type="checkbox"/>
2	Ms. Do Thi Mai Anh	UV Board of Directors, General Director	<input type="checkbox"/>
3	Mr. Tran Le Quang	UV Board of Directors, Deputy General Director	<input type="checkbox"/>
4	Mr. Vu Ba Hoa	Independent Board of Directors	<input type="checkbox"/>
5	Ms. Nguyen Mai Hoa	Chief Accountant	<input type="checkbox"/>

***Authorization contents:***

- The Authorized Party represents the Authorizing Party to attend and exercise the rights and obligations corresponding to the number of shares of the Authorizing Party at the 2026 Annual General Meeting of Shareholders (AGM) of Southern Books and Education Joint Stock Company.

- We are fully responsible for this authorization and commit to strictly comply with the current provisions of the law and the Charter of Operation of Southern Book and Educational Joint Stock Company and do not have any complaints later.

- This power of attorney is valid from the date of signing to the end of the 2026 Annual General Meeting of Shareholders of Southern Books and Education Joint Stock Company.



**Note:** The power of attorney is valid when the fresh signatures of the two parties are complete. For receiving authorization from institutional shareholders, there is an additional seal of the authorizing organization. In case of authorizing one of the members of the Board of Directors named above, the signature of the member of the Board of Directors is not required.

Day ..... April 2026

**Authorized Person**

(Sign, specify full name)

**Attendees/Authorizers**

(Sign, specify full name, stamp if any)



# PROGRAM

## ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

*Time: 8:00 a.m. on April 22, 2026*

*Venue: Hall (4th floor) of the Publishing House in Ho Chi Minh City  
(231 Nguyen Van Cu, Cho Quan Ward, Ho Chi Minh City)*

<b><i>Time</i></b>	<b><i>Contents</i></b>	<b><i>Performer</i></b>
08h00 – 08h30	<ul style="list-style-type: none"> <li>- Welcoming delegates and shareholders to attend the General Meeting</li> <li>- Check shareholder status and submit documents</li> </ul>	<ul style="list-style-type: none"> <li>- Reception team</li> <li>- Organizer</li> </ul>
08:30 – 08:35	<ul style="list-style-type: none"> <li>- Report on checking the eligibility of shareholders to attend the General Meeting, declaring the validity and legality of the General Meeting</li> </ul>	Head of the Supervisory Board (Mr. Nguyen Thanh Huu)
08:35 – 09:00	<ul style="list-style-type: none"> <li>- Opening: Salute the flag, declare the reason, introduce the delegates</li> <li>- Instructions for voting at the General Meeting (Cards, Voting Cards)</li> <li>- Introducing and voting through the list of the Presidium, the Secretary of the Delegation and the Vote Counting Committee</li> <li>- Approval of the Program and Working Regulations of the Congress</li> </ul>	BTC (Mr. Pham Ngoc Anh Tai)
09:00 – 09:15	<ul style="list-style-type: none"> <li>- Report on the activities of the Board of Directors in 2025 and the direction of operation in 2026</li> </ul>	Chairman of the Board of Directors (Mr. Nguyen Thanh Anh)
09:15 – 09:30	<ul style="list-style-type: none"> <li>- Report on production and business results in 2025 and tasks and targets of the plan in 2026</li> </ul>	General Director (Mrs. Do Thi Mai Anh)
09:30 – 09:40	<ul style="list-style-type: none"> <li>- Report on the activities of the Supervisory Board in 2025 and the direction of operation in 2026</li> </ul>	Head of the Supervisory Board (Mr. Nguyen Thanh Huu)
09:40 – 10:00	<ul style="list-style-type: none"> <li>- Submit to the General Meeting of Shareholders for approval the following contents: Audited financial statements in 2025, profit distribution in 2025, remuneration of the Board of Directors – Supervisory Board in 2025, plan targets in 2026, authorization to select an auditor for the Financial Statements in 2026, amendments to the Charter and Governance Regulations,...</li> <li>- The General Meeting discussed the contents to be submitted to the General Meeting of Shareholders</li> </ul>	Presidency
10:00 – 10:10	<ul style="list-style-type: none"> <li>- The General Meeting votes on the contents (Voting votes)</li> </ul>	Vote Counting Committee

10:10 – 10:25	- Congress Break	Presidency
10:25 – 10:35	- Speech of the leaders of Vietnam Publishing House	Representatives of leaders of Vietnam Publishing House
10:35 – 10:45	- Announcement of vote counting results and elections	Vote Counting Committee
10:45 – 10:55	- Draft Report on the Minutes and Resolutions of the 2026 General Meeting of Shareholders	Delegation Secretariat
10:55 – 11:00	- Voting to approve the Minutes and Resolutions of the 2026 General Meeting of Shareholders	Presidency
11:00 – 11:05	- Closing of the Congress	Organizer

## **WORKING REGULATIONS ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 of the National Assembly of the Socialist Republic of Vietnam passed on June 17, 2020;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 of the National Assembly of the Socialist Republic of Vietnam passed on 26/11/2019;*
- *Pursuant to the Charter and Governance Regulations of Southern Book and Education Joint Stock Company amended on April 24, 2025 and November 25, 2025;*

In order to ensure that the 2026 Annual General Meeting of Shareholders (AGM) of Southern Books and Education Joint Stock Company takes place successfully, the Board of Directors (BOD) develops regulations, working principles, conduct, and voting in the General Meeting for the General Meeting of Shareholders to approve as follows:

### **Article 1. Shareholders attending the General Meeting of Shareholders**

1. Shareholders of the Company according to the closing list until 27/3/2026 (last registration date) all have the right to attend the 2026 Annual General Meeting of Shareholders of Southern Books and Education Joint Stock Company.
2. Shareholders/or authorized representatives when entering the General Meeting room must be present at the prescribed time and carry out registration procedures with the Organizing Committee of the General Meeting; sitting in the right position or area prescribed by the Organizing Committee of the Congress;
3. During the General Meeting, the shareholders/or authorized representatives must comply with the instructions of the Presidium, behave civilly, politely and keep the order of the General Meeting;
4. The person authorized to attend the General Meeting may not re-authorize a third person to attend the General Meeting;
5. Do not smoke in the Congress room;

### **Article 2. Presidium**

1. The Presidium consists of 02 people: 01 member is the Chairman of the Board of Directors of the company and 01 member is organized by the Organizing Committee to appoint the General Meeting to vote on confidence. The Presidium administers the work of the Congress according to the contents and programs expected to be approved before the Congress.
2. Tasks of the Presidium:
  - a. To administer the activities of the Company's General Meeting of Shareholders according to the expected program approved by the General Meeting of Shareholders;
  - b. Guide the delegates and the Congress to discuss the contents of the program;
  - c. Submit drafts and conclusions on necessary issues for the Congress to vote on;



- d. Answer the issues requested by the Congress.
- e. Solve problems arising during the Congress.

### **Article 3. Secretariat of the Congress**

1. The Secretariat of the Congress consists of 02 people. All 02 people were nominated by the Organizing Committee and voted for confidence by the Congress.
2. Tasks of the Secretariat:
  - a. Assist the Presidium in announcing draft documents, conclusions, resolutions of the General Meeting and notices of the Presidium to shareholders when requested;
  - b. Receive and review the registration form to express the opinions of shareholders and/or authorized representatives, and transfer them to the Presidium for decision.
  - c. Fully and truthfully record all the contents of the General Meeting and issues that have been approved by the shareholders or noted in the Minutes of the General Meeting;
  - d. Drafting Resolutions on issues passed at the Congress;

### **Article 4. Shareholder Status Verification Committee**

1. The Shareholder Eligibility Verification Committee of the General Meeting consists of 02 people, including 01 Head of the Board and 01 member of the Supervisory Board, responsible to the Presidium and the General Meeting of Shareholders for their duties.
2. Duties of the Shareholder Status Verification Board:

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

The representative of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the situation of shareholders attending the meeting. If the meeting has a sufficient number of shareholders entitled to attend the meeting representing at least 51% of the voting shares, the General Meeting of Shareholders of the Company shall be held.

### **Article 5. Vote Counting Committee**

1. The vote counting committee of the Congress consists of 05 people, including 01 Head of the Committee and 04 members recommended by the Organizing Committee and approved by the Congress.
2. Tasks of the Vote Counting Committee:
  - a. The vote counting committee must make a record of vote counting and take responsibility before the Presidium and the General Meeting of Shareholders when performing its tasks.
  - b. Accurately determine the voting results on each issue to be voted on at the Congress;
  - c. Quickly notify the voting results to the Secretary of the Youth Union.

## **Article 6. Discussion at the General Meeting**

1. Principle:
  - a. The discussion shall only be carried out within the prescribed time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders;
  - b. Shareholders/or authorized representatives shall raise their hands when they need to speak or debate, and may speak only when agreed by the Presidium. Each shareholder speaks for no more than 05 minutes, the content should be concise and avoid duplication.
2. Answering the opinions of shareholders:
  - a. On the basis of the opinions of the Shareholders/or their authorized representatives, the Chairman or a member appointed by the Chairman shall answer the opinions of the Shareholders/or their authorized representatives;
  - b. In case due to the time limitation of the meeting, questions that have not been answered directly at the General Meeting will be answered directly by the Company in writing.

## **Article 7. Voting to approve issues at the General Meeting**

1. General provisions on voting:
  - Each ownership share or ownership representative corresponds to a voting unit.
  - All issues in the agenda and contents of the General Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.
  - Each shareholder or authorized person, collectively referred to as shareholders attending the General Meeting, will be issued 01 "Voting Card" and 01 "Voting Card" by the Organizing Committee of the General Meeting.
  - Voting card: blue, stamped with the seal of Southern Book and Educational Joint Stock Company, inscribed with information of shareholder delegates including: Full name, delegate code and number of shares voted at the General Meeting, list and shares of shareholders authorized to attend the meeting (if any). Purpose: Vote to approve right at the Congress in the form of holding up voting cards, including: Through the Presidium, Secretary of the Union, Vote Counting Committee, Program, Working Regulations, Minutes and Resolutions at the Congress.
  - Voting slip: white, stamped with the seal of the Southern Book and TB Joint Stock Company, inscribed with information of shareholder delegates, including: Full name, delegate code and number of shares voted at the General Meeting (including the number of shares owned and the number of authorized shares). Purpose: Vote to approve immediately at the General Meeting in the form of secret ballot, including: Approving the Report on production and business results in 2025; Audited financial statements for 2025; Report on the activities of the Board of Directors in 2025 and the direction of operation in 2026; Report of the Supervisory Board in 2025 and operational orientation in 2026; Distribution of profit after tax in 2025; Remuneration – commendation of the Board of Directors and Supervisory Board in 2025 and payment plan in 2026; Targets of production and business plans in 2026; Agree to authorize the CEO to borrow capital for production and business

activities if there is a need; List of independent audit units and authorize the Board of Directors to select the audit unit for the 2026 financial statements according to the list of approved audit units and other contents under the jurisdiction of the General Meeting of Shareholders.

2. Voting format, order of soliciting voting opinions:

Each issue raised before the General Meeting under the jurisdiction of the General Meeting of Shareholders shall be consulted in the following order:

- Agree (agree) with the content that has just been submitted;
- Disagree (disagree) with the content that has just been submitted;
- There is no opinion on the content that has just been submitted.

3. Regulations on the secret ballot method:

- In case of mistaken choice, shareholders can contact the Vote Counting Committee to re-issue new voting papers and must return the old votes (before putting them in the ballot box).
- The ballot will be placed in a sealed ballot box before the vote counting is conducted.
- Valid voting slip: means a vote according to the pre-printed form issued by the Organizing Committee, not erased, scraped, does not write any other content than the provisions for this vote and must have full signatures and full names of shareholders or authorized representatives attending the meeting.
- The following votes will be considered invalid:
  - Voting votes shall be selected from two or more opinions (approving, disapproving, disapproving) for one or more voting contents.
  - The voting slip is not according to the pre-printed form issued by the organizer, the ballot does not have the company's seal, or has been erased, scraped, or written with other contents other than the provisions for the voting slip, without signing and clearly stating the full name of the shareholder or representative attending the meeting.

4. Recording voting results

- At the General Meeting, the General Meeting of Shareholders will approve the Vote Counting Committee.
- The vote counting committee is responsible for collecting votes.
- The Vote Counting Committee will check the number of votes in favor, disapproval, and no opinion of each content and report the results of vote counting to the General Meeting of Shareholders.
- After the voting is over, the vote counting will be conducted under the supervision of the Supervisory Board or shareholder representatives.

5. Voting rules:

- Every 01 (one) share is equivalent to one voting right and every voting right is equivalent to 01 (one) voting vote.

- At the closing date of the list of shareholders (last registration date – 27/3/2026), the total number of shares of the Company is 4,405,000 shares, equivalent to 4,405,000 voting rights.
- Issues requiring voting at the General Meeting will be approved when there are 51% or more of the total votes of shareholders with voting rights who are present in person or through authorized representatives present at the General Meeting. Except for the following matters, which will be approved by the General Meeting when 65% or more of the total voting shares are present in person or through authorized representatives to attend the General Meeting:
  - Amending and supplementing the Company's Charter;
  - Type of shares and number of shares to be offered, merged, reorganized and dissolved of the Company (if any);
  - Change of business lines, professions and fields;
  - Changes in the organizational structure of the company's management;
  - Reorganization and dissolution of the company;
  - The sale of assets of the Company or its branches or the purchase transaction made by the Company or its branches is valued at 35% or more of the total value of assets of the Company and its affiliates calculated according to the latest audited accounting books (if any).
- Note, according to the provisions of Article 167 of the Law on Enterprises:
  - Shareholders/authorized representatives with related interests do not have voting rights for contracts and transactions valued at 35% or more of the total value of the company's assets stated in the latest financial statements;
  - Shareholders/authorized representatives of shareholders who own 51% or more of the total voting shares or related persons of such shareholders do not have voting rights for contracts and transactions of the enterprise with a value greater than 10% of the total value of the company's assets recorded in the latest financial statements with that shareholder.
  - When counting votes for this content, the number of voting shares of shareholders / authorized representatives of shareholders attending the remaining meeting is calculated as 100%. These contracts and transactions are only approved when the number of shareholders or authorized representatives attending the voting meeting accounts for 65% of the total remaining votes in favor.

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

The minutes of the General Meeting of Shareholders and the Resolution of the General Meeting must be read and approved before the closing of the General Meeting.

#### **Article 9. Implementation of the Regulation**

Shareholders and authorized representatives attending the General Meeting must strictly abide by the Working Regulations of the General Meeting of Shareholders. Shareholders and authorized representatives who violate this Regulation shall,

depending on the specific severity, the Presidium consider and take action according to the Company's Charter and the Enterprise Law.

***This Regulation takes effect immediately after being voted and approved by the Company's 2026 Annual General Meeting of Shareholders.***

**THE BOARD OF DIRECTORS  
CHAIRMAN**

**Nguyen Thanh Anh**

No: ...../SMN-BB

*Ho Chi Minh City, April 22, 2026*

## MINUTES

### **Regarding the examination of shareholder eligibility Annual General Meeting of Shareholders in 2026**

---

Today, April 22, 2026, 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 the examination of shareholders' eligibility to attend the 2026 Annual General Meeting of Shareholders of the Southern Book and Educational Joint Stock Company up to the time of making the Inspection Record as follows:

- Total number of shareholders convened: 291 shareholders, equivalent to 4,405,000 voting shares. Treasury shares: 0 shares.
- The number of shareholders who are directly present and authorized representatives to attend the General Meeting is ..... shareholders, respectively ..... shares, occupying .....% of voting shares.
- Number of absent shareholders ..... shareholders, respectively ..... shares, account for .....% of voting shares.

**Conclusion:** As of the time of making the Minutes, the total number of shareholders present and authorized representatives attending the General Meeting is ..... shareholders, respectively ..... shares, **occupying** .....% of shares with voting rights and based on the provisions of Article 145 of the Law on Enterprises 2020, the 2026 Annual General Meeting of Shareholders of Southern Books and Educational Institutions Joint Stock Company is eligible to take place in accordance with the law.

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

***Recipients:***

- Annual General Meeting of Shareholders in 2026;
- Save: HC.

**SHAREHOLDER ELIGIBILITY  
EXAMINATION COMMITTEE**

**Nguyen Thanh Huu**



No: ...../SMN-HĐQT

*Ho Chi Minh City, April 22nd, 2026*

**REPORT**  
**BOARD OF DIRECTORS ACTIVITIES IN 2025**  
**AND DIRECTION OF OPERATION IN 2026**

***PART 1***  
***BOARD OF DIRECTORS ACTIVITIES IN 2025***

**I. CHARACTERISTICS AND GENERAL SITUATION**

The 2025 Annual General Meeting of Shareholders (AGM) held on April 24, 2025 dismissed 05 members of the Board of Directors (BOD) for the third term (2020-2025) and re-elected 05 members of the Board of Directors for the fourth term (2025-2030). The five members of the Board of Directors for the 2025-2030 term currently have two members participating in the management (Board of Directors (Board of Directors (General Directors))) and three members not participating in the management. Of the three members of the Board of Directors who do not participate in the administration, there is one independent member of the Board of Directors.

<i>Anonymous</i>	<i>Member of the Board of Directors</i>	<i>Position</i>	<i>Start date / no longer a member of the Board of Directors / Independent Board of Directors</i>	
			<b>Appointment Date</b>	<b>Date of dismissal</b>
1	Ms. Phung Ngoc Hong	Chairman of the third term, non-executive member of the Board of Directors	03/6/2020	24/4/2025
2	Mr. Nguyen Thanh Anh	Non-executive members of the Board of Directors for the third term	03/6/2020	24/4/2025

3	Ms. Do Thi Mai Anh	Member of the Board of Directors for the third term cum General Director	03/6/2020	24/4/2025
4	Mr. Tran Le Quang	Member of the Board of Directors for the third term cum Deputy General Director	14/01/2023	24/4/2025
5	Mr. Vu Ba Hoa	Independent member of the Board of Directors for the third term	14/01/2023	24/4/2025
6	Mr. Nguyen Thanh Anh	Chairman of the Board of Directors for the fourth term, not participating in the executive	24/4/2025	
7	Ms. Nguyen Thi Thu Hang	Member of the Board of Directors for the fourth term, not participating in the executive	24/4/2025	
8	Ms. Do Thi Mai Anh	Member of the Board of Directors for the fourth term cum General Director	24/4/2025	
9	Mr. Tran Le Quang	Member of the Board of Directors for the fourth term cum Deputy General Director	24/4/2025	
10	Mr. Vu Ba Hoa	Independent member of the Board of	24/4/2025	

		Directors for the fourth term		
--	--	-------------------------------	--	--

The Internal Audit Board (IA) is the only subcommittee established by the Board of Directors under Resolution No. 07/2021 dated 18/10/2021. In addition to the IA Board, assisting the Board of Directors is the secretary of the Board of Directors and the company's administrator (part-time manager of the company).

## **II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**

### **1. Meetings of the Board of Directors in 2025:**

<i>Anonymous</i>	<i>Member of the Board of Directors</i>	<i>Number of meetings attended by the Board of Directors</i>	<i>Meeting attendance rate</i>	<i>Reasons for not attending the meeting</i>
1	Ms. Phung Ngoc Hong	03/14	21,43%	Dismissal of members of the Board of Directors for the term 2020-2025
2	Mr. Nguyen Thanh Anh	14/14	100%	
3	Ms. Nguyen Thi Thu Hang	11/14	78,57%	Newly elected members of the Board of Directors for the term 2025-2030
4	Ms. Do Thi Mai Anh	14/14	100%	
5	Mr. Tran Le Quang	14/14	100%	
6	Mr. Vu Ba Hoa	14/14	100%	

### **2. Resolutions/Decisions of the Board of Directors in 2025:**

In 2025, the Board of Directors has held 14 meetings, issued 17 resolutions to assign the tasks of the Board of Directors, set out the orientation for production and business development, stabilize the organization, supervise the management apparatus and assign labor in accordance with the company's production and business tasks. detailing the content of Resolutions/Decisions that have been implemented by the Board of Directors in the Corporate Governance Report in 2025 and disclosure of information fully and promptly in accordance with current laws.

### **3. Supervisory activities of the Board of Directors for the Board of Directors in 2025:**

The Board of Directors has fully complied with the responsibilities and obligations in accordance with the provisions of the Law on Enterprises and relevant legal documents. The Board of Directors regularly supervises the activities of the Board of Directors to ensure that the company's operations comply with the provisions of the law, the Charter and Internal Regulations on governance in the operation of production and business and corporate finance.

The Board of Directors has promptly directed and supported the Board of Directors in implementing the company's production and business targets, reviewing monthly, quarterly and annual business results reports throughout the term.

### **4. Assessment of the implementation of the 2025 plan targets:**

#### ***a. Regarding production and business results:***

<i>Stt</i>	<i>Criteria</i>	<i>Plan for 2025</i>	<i>Implementation</i>		<i>Comparison (%)</i>	
			<i>Until 31/12/2025</i>	<i>Same period in 2024</i>	<i>Plan 2025</i>	<i>Same period 2024</i>
1	Released (copy)	26.904.608	22.751.165	27.817.100	84,6	81,6
2	Total revenue and other income (billion VND)	403,3	335	471	83,1	71,1
3	Profit (billion VND)	9,5	1,28	12,69	13,5	10,1

#### ***b. Regarding the size of capital:***

<i>Stt</i>	<i>Criteria</i>	<i>2024</i>	<i>2025</i>	<i>2025/2024 Comparison</i>
1	Charter capital (billion VND)	44,05	44,05	100%
2	Equity (billion VND)	79,70	75,33	95%
3	Total assets (billion VND)	101,31	141,46	140%
4	Basic Interest / Share (VND)	1.365	108	8%

#### ***c. Regarding financial investment:***

- As of December 31, 2025, the company has made long-term financial investments in two enterprises that are the issuing partners of the parent company  
- Vietnam Educational Publishing House in Ba Ria – Vung Tau province and Binh Duong province, specifically as follows:

<i>Stt</i>	<i>Financial Targets</i>	<i>Binh Duong Books and Education Joint Stock Company (dd)</i>	<i>Ba Ria – Vung Tau Province Book – TBTH Joint Stock Company (dd)</i>
1	Contributed capital	2.100.000.000	1.229.000.000
2	Total Asset Value	14.681.637.094	6.197.314.324
3	Net Revenue	40.485.086.902	82.690.210.041
4	Profit before tax	(4.658.729.415)	1.086.667.713
5	Profit after tax	(4.658.729.415)	855.137.145
6	Dividend Rate	Not Paid	10%

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

***d/ Regarding investment projects:***

In 2025, the company will continue to cooperate and exploit two previously invested projects, including:

- Office building project at 104 Mai Thi Luu, Tan Dinh Ward, Ho Chi Minh City jointly implemented with the parent company - Vietnam Publishing House and Phuong Nam Education Investment and Development Joint Stock Company (has been implementing since 2010): Contributed capital of 14,814,913,266 VND, equivalent to 25%. The project has been put into operation since 2011 and from 2015 to now, the company has been sharing annual profits.

- Project to build a warehouse in Tan Phu Trung Industrial Park, Ho Chi Minh City (implemented from 2018):

+ The company has paid the rent of 5,000m<sup>2</sup> of land and the value is 10,450,000,000 VND. In 2020, it is expected to implement the construction of a warehouse according to the resolution of the Annual General Meeting of Shareholders in 2020 with an estimated investment capital of about VND 39 billion. Due to the impact of the Covid-19 epidemic situation, which has negatively affected the company's production and business results in 2020 and 2021 and the business development strategy needs to focus capital to serve production and business during the period of changing the content of textbooks for all classes according to the general education program in 2018, the Annual General Meeting of Shareholders in 2022 held a meeting on April 22, 2022, a resolution was made to stop the implementation of the project to build a warehouse and divest investment capital at Lot A5-3 in Tan Phu Trung Industrial Park, Ho Chi Minh City (collectively referred to as Lot A5-3).

+ In 2022-2023, the Board of Directors and the Board of Directors have actively sought organizations and individuals with investment needs to divest capital in Lot A5-3. However, because the bid price has not met expectations, the Board of Directors has not been able to divest the capital invested in Lot A5-3 according to the resolution of the Annual General Meeting of Shareholders in 2022.

+ On April 22, 2024, the 2024 Annual General Meeting of Shareholders met and approved the policy or implementation of divestment procedures or the construction of a warehouse at Lot A5-3. On June 14, 2024, the Board of Directors and the Board of Directors have completed the renewal of the Investment Registration Certificate and are currently implementing works related to consultancy and other necessary tasks to build a warehouse and make a report and ask for opinions of the General Meeting of Shareholders to implement the construction of a warehouse in Tan Industrial Park Phu Trung, Ho Chi Minh City in accordance with regulations.

+ On April 24, 2025, the 2025 Annual General Meeting of Shareholders met and approved the policy of investment in the construction of a warehouse at Lot A5-3 on the basis of complying with the order and legal regulations on investment and construction and assigned the Board of Directors to verify reports on construction investment in accordance with the parent company's regulations before implementation.

Production and business results in 2025 are not favorable, the situation of inventory of goods and liabilities is high, the Board of Directors has made a decision and directed the Board of Directors to soon implement the withdrawal/divestment of investment capital in the two projects mentioned above. However, the withdrawal/divestment is still in the stage of studying documents and procedures according to regulations to comply with the law.

## **5. Evaluation of the activities of the Board of Directors in 2025:**

The Board of Directors regularly supervises the implementation of the production and business plan and requests the Board of Directors to regularly report on the results of implementation on a quarterly basis. The Board of Directors meets regularly every quarter and invites members of the Board of Directors to attend, report on the results of the implementation of the plan as well as propose solutions to improve production and business efficiency. Regularly urge the Board of Directors to make reports and disclose information in accordance with the provisions of current law.

Every month, the Board of Directors of the company holds a briefing meeting with the management ministries of functional departments to assess the implementation of the production and business plan, direct the resolution of backlogs, difficulties and problems of the departments, and at the same time send a written report to the Board of Directors on the results of the implementation of key tasks in the month and set out a plan. plan to implement key tasks of the following month. This helps the management and direction of the Board of Directors to be more close.

The Board of Directors highly appreciates the continuous efforts, creativity in management, dare to think, dare to do, boldly exploit and invest in new products that bring business efficiency of the Board of Directors. In the course of operation, the Board of Directors has always complied with the provisions of the law, the company's Charter, the Internal Regulations on corporate governance, the



Resolution of the General Meeting of Shareholders and the Resolution of the Board of Directors.

## **6. Evaluation of the activities of the Board of Directors in 2025:**

The Board of Directors has always focused on performing its functions and tasks in accordance with the provisions of the Law on Enterprises, the company's Charter and the Internal Regulations on corporate governance.

The Board of Directors has been active, maintaining and promoting the close supervision of the activities of the Board of Directors to ensure the proper implementation of the resolutions set by the Annual General Meeting of Shareholders.

At the same time, the Board of Directors has promptly directed and supported the Board of Directors in implementing the targets of the company's 2025 production and business plan.

However, the Board of Directors found that there are still some limitations that have not been well implemented such as the orientation of long-term business development plans, market work and development of new products with unique characteristics of the unit for both the publication and TBGD segments,... so that the company accompanies the parent company of Vietnam Publishing House and contributes to the stable and sustainable development between its member units and Vietnam Publishing House in the model of parent company – subsidiary, and at the same time can compete well with other competitors in the book and book market.

## **7. Remuneration of the Board of Directors and Supervisory Board in 2025:**

<i><b>Anonymous</b></i>	<i><b>Full name</b></i>	<i><b>Title</b></i>	<i><b>Remuneration (VND/year)</b></i>
1	Ms. Phung Ngoc Hong	Chairman of the Board of Directors (Resigned from the Board of Directors on 24/4/2025)	20.000.000
2	Mr. Nguyen Thanh Anh	Chairman of the Board of Directors	76.666.667
3	Ms. Nguyen Thi Thu Hang	Member of the Board of Directors (Appointed on 24/4/2025)	50.000.009
4	Ms. Do Thi Mai Anh	Member of the Board of Directors	73.333.334

5	Mr. Tran Le Quang	Member of the Board of Directors	66.666.668
6	Mr. Vu Ba Hoa	Member of the Board of Directors	53.333.332
7	Mr. Nguyen Thanh Huu	Head of the Supervisory Board	40.000.000
8	Mr. Pham Duy Khanh	Member of the Supervisory Board	20.000.000
9	Ms. Mac Thi Hong Minh	Member of the Supervisory Board Resignation of the Supervisory Board on 24/4/2025	5.000.000
10	Mr. Nguyen Ngoc Minh	Member of the Supervisory Board Appointment of Supervisory Board on 24/4/2025	15.000.000

#### **8. Salaries and remuneration of the Board of Directors in 2025:**

The salary and remuneration of the Board of Directors shall comply with the agreement in the signed labor contract and the company's current internal regulations and regulations:

<i>Anonymous</i>	<i>Full name</i>	<i>Title</i>	<i>Remuneration (VND/year)</i>
1	Ms. Do Thi Mai Anh	General Director	390.662.512
2	Mr. Pham Canh Toan	Deputy General Director	340.608.822
3	Mr. Tran Le Quang	Deputy General Director	332.445.813
<i>Anonymous</i>	<i>Full name</i>	<i>Title</i>	<i>Remuneration (VND/year)</i>
4	Ms. Nguyen Mai Hoa	KTT	335.812.065

### **III. ACTIVITIES OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS**

#### **1. Activities of independent members of the Board of Directors:**

The enterprise operates according to the model specified at Point a, Clause 1, Article 137 of the Law on Enterprises, so there is no Audit Committee and Supervisory Board on behalf of the General Meeting of Shareholders to exercise

the rights and obligations in accordance with the law and the company's Charter of operation. Therefore, independent members of the Board of Directors are not in charge of the Audit Committee.

The Board of Directors of the Southern Company established the Internal Audit Board in accordance with the provisions of the Accounting Law to help the Board of Directors perform the functions and tasks of inspecting and supervising the activities of the Board of Directors and collectives and individuals of employees in accordance with the provisions of the law and regulations of the enterprise.

In 2025, independent members of the Board of Directors will fully attend the meetings of the Board of Directors held during the year and participate in opinions on the contents, vote on each issue related to the management and direction of activities at the company discussed, discussed and approved by the Board of Directors. The activities of independent members of the Board of Directors include:

- Supervise the implementation of management and administration tasks of the Board of Directors and the Board of Directors.

- Examining the reasonableness, legality, honesty and level of prudence in the management and administration of production and business activities; systematic, consistent and appropriate accounting, statistics and financial reporting.

- Appraisal of the completeness, legality and truthfulness of production and business reports, quarterly and annual financial statements, and management evaluation reports of the Board of Directors.

- Review and evaluate the effectiveness and effectiveness of the company's internal control, risk management and early warning through supervising the amendment and completion of internal regulations and regulations and promulgating operating documents at the company.

## **2. Evaluation of the activities of the Board of Directors:**

The Board of Directors of the Southern Company has worked with a sense of responsibility and transparency in governance, strictly complying with the regulations for listed companies. The Board of Directors of the Southern Company has well performed its duties and powers in accordance with the law, well performed the role of leadership, direction and implementation of the guidelines and strategic orientations set out by the annual General Meeting of Shareholders, ensuring the harmony of the interests of the company and shareholders.

Meetings of the Board of Directors have been convened in a timely manner and implemented in the order specified in the Charter and Internal Regulations on corporate governance. The content of the meetings was discussed, fully and carefully evaluated by the members of the Board of Directors to give orientations

and directions to bring the best benefits to the company. The decisions of the Board of Directors at meetings are voted and approved by the Board of Directors in accordance with regulations, the minutes of the meeting are fully made, signed by each member attending the meeting.

In addition to performing the function of managing and supervising the administration of the Board of Directors, the Board of Directors has closely coordinated with the Board of Directors and the Board of Directors to find solutions to remove difficulties in production and business activities, issues related to business strategy, etc market expansion, stabilization of market share, investment and application of information technology, and construction of management and administration systems are regularly reviewed and evaluated by the Board of Directors in periodic or extraordinary meetings.

## ***PART 2***

### ***OPERATIONAL ORIENTATION 2026***

#### **I. CHARACTERISTICS AND SITUATION**

The business activities of the enterprise are closely associated with Vietnamese education and the parent company of Vietnam Publishing and Education. Therefore, the guidelines and legal policies of the State in general as well as the State's policies on education development in particular are the issues of top concern of the company, along with the guidelines and orientations of the Vietnam Publishing House in the model of parent company – subsidiary so that the unit can actively prepare financial resources in advance. personnel,... in order to meet market trends and requirements set out in the current situation.

In 2025, Vietnam Publishing House and its member units have made efforts to implement and strive to perform political tasks in the compilation, publication and distribution of textbooks and educational institutions. However, business results have not reached the set plan, the inventory is large, it is necessary to have specific and practical solutions to soon overcome the current difficulties at the enterprise.

#### **II. PLAN ORIENTATION**

- The enterprise has stable and sustainable development, increasing the value of the enterprise and ensuring the maintenance of the interests of shareholders.

- About the product:

- + Selecting, modifying and improving existing products of enterprises to be consistent with the content of the general education program and the Party's guidelines and guidelines in Resolution No. 71-NQ/TW dated August 22, 2025 of the Politburo on breakthroughs in education and training development, action programs of the Government and the Ministry of Education and Training in

implementing Resolution 71-NQ/TW to improve efficiency, save costs and implementation time.

- + Strengthen cooperation with partners and suppliers to link and joint venture in production and supply of products to develop new products, digital products, reduce investment costs and take advantage of products with short business life cycles.

- Regarding communication and marketing: Promote and enhance the company's position, maintain its strengths in providing general education products (TBGD, references,...), consolidate markets and business areas, develop new customers, increase market share.

- Regarding personnel:

- + Continue to improve the quality of human resources of enterprises, specifically the contingent of employees engaged in business, marketing and product retail at bookstores to meet the requirements of assigned jobs;

- + Continue to build and develop a contingent of authors and collaborators with high expertise and good teaching experience to organize topics, manuscripts of reference books, supplementary materials and digital products typical of enterprises in order to meet the needs of teaching and learning in localities.

- + To ensure that the material and spiritual life of employees is stable and developed.

- Consolidate and strengthen the application of information technology, complete the process of task performance, risk management and KPI criteria to evaluate employees and collectives, deeply and broadly implement digital transformation in production and business activities of enterprises.

### **III. ACTIVITIES OF THE BOARD OF DIRECTORS**

Fully and strictly implement the provisions of the Law on Enterprises, the Law on Securities and the company's charter, the Internal Regulations on corporate governance, and the Regulations on the operation of the Board of Directors.

Maintain regular meetings at least once a quarter. The content of the meetings is associated with the implementation of the resolutions of the annual General Meeting of Shareholders, directing the implementation of the tasks and targets of the business plan approved by the annual General Meeting of Shareholders and ensuring the stable and sustainable development of the company.

In addition, organize extraordinary meetings of the Board of Directors to promptly solve and handle problems arising in the process of implementing work.

Regularly supervise the activities of the Board of Directors and the company to ensure efficient and orderly operations.

## **PART 3**

### **CONCLUSION**

In 2025, the Board of Directors has made many efforts and high responsibilities in directing and organizing the implementation of the Resolution of the Annual General Meeting of Shareholders. The Board of Directors highly appreciates the great efforts of the employees in implementing the tasks and targets of the annual plan assigned by the Vietnam Publishing House and the General Meeting of Shareholders. The activities of the Board of Directors have focused on the main tasks, and at the same time directed the timely settlement of arising issues in accordance with the law, the company's Charter of operation and the regulations and regulations of the Vietnam Publishing House.

In 2026, there will be many difficulties and challenges for the Southern Company. The Party's guidelines and policies and laws of the State have undergone many changes and strong reforms so that the country enters the era of reaching out. From 2025, the policy of printing educational books of Vietnam Publishing House for the 2025-2026 school year through package bidding requires units, collectives and individuals to urgently and coordinate smoothly and synchronously to perform well the political task in the distribution of educational books to customers in a timely manner. Therefore, the responsibility of the Board of Directors and the Supervisory Board and the Board of Directors is great in organizing and implementing the Resolution of the Annual General Meeting of Shareholders in 2026. Therefore, the contributions of shareholders at this General Meeting are very important. The Board of Directors will seriously absorb to amend and apply in the process of directing and implementing the tasks of the plan in 2026 and the following years.

The Board of Directors believes that, with the prestige and existing brand of the Southern Company, the consensus and unanimity of the shareholders, along with the solidarity and efforts of the employees at the enterprise, the timely leadership and direction of the parent company of Vietnam Publishing and Distribution Company, The Southern Company soon overcame the current difficulties and grew stronger and developed.

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

Thank you very much./.

**THE BOARD OF DIRECTORS**  
**CHAIRMAN**

***Recipients:***

- Board of Directors, Supervisory Board;
- Board of Directors and Audits;
- Shareholders (website sobee.vn);
- Save: HC.

**Nguyen Thanh Anh**



*Ho Chi Minh City, April 22nd, 2026*

**REPORT  
PRODUCTION AND BUSINESS RESULTS IN 2025  
AND TASKS AND TARGETS OF THE 2026 PLAN**

***PART 1  
PRODUCTION AND BUSINESS RESULTS IN 2025***

**I. ON THE IMPLEMENTATION OF KEY TASKS IN 2025**

It has done a good job of coordinating with the parent company - Vietnam Educational Publishing House and its member units in the south in organizing the full supply of textbooks (SGK), supplementary books (SBT), teacher's books (SGV), reference books (STK) and educational equipment (TBGD) at the request of local companies. promptly meet the shopping needs of students and teachers before the opening date of the new school year 2025-2026.

Closely coordinate with member units and local publishing partners in propagating, promoting and supplying book and textbook products in the market of the southern provinces.

Corporate governance and organizational consolidation continue to be strengthened and product research and development are promoted to meet the requirements of maintaining and expanding production and business activities in 2025 and the following years.

**II. ON PRODUCTION AND BUSINESS RESULTS IN 2025**

<i>No .</i>	<i>Criteria</i>	<i>Plan for 2025</i>	<i>Implementation</i>		<i>Comparison (%)</i>	
			<b>Until 31/12/2025</b>	<b>2024</b>	<b>Plan 2025</b>	<b>2024</b>
1	Topic - Manuscript (book)	72	136	124	188,9	109,7
2	Print (copy)	300.000	667.720	374.430	225,9	181,0
3	Released (copy)	26.904.608	22.751.165	27.871.100	84,6	81,6
4	Total revenue and other income (billion VND)	403,3	335	471	83,1	71,1

5	Profit (billion VND)	9,5	1,28	12,69	13,5	10,1
---	----------------------	-----	------	-------	------	------

### **III. COMMENTS AND EVALUATION OF PRODUCTION AND BUSINESS RESULTS IN 2025**

#### **1. Advantages:**

With the support and active cooperation of educational institutions, partners, local customers and the attention and support of the Board of Directors, the parent company of Vietnam Publishing House and member units in the system of parent companies - subsidiaries of Vietnam Publishing House.

There have been many efforts in maintaining market stability and well implementing the policies of Vietnam Publishing House in issuing textbooks.

The capital source is well managed and used, the investment of capital in long-term projects is carried out in accordance with the provisions of the company's charter.

Arrange the organizational apparatus and personnel of specialized departments accordingly according to the orientation of the parent company of Vietnam Publishing and Business Development Requirements. Complete and promulgate internal regulatory documents and regulations implemented at the company, creating conditions for employees and professional departments to be proactive, coordinate and self-control and inspect work in the process of performing assigned tasks,... Creating an internal solidarity bloc, employees can work with peace of mind and actively contribute to building the company to develop.

Actively participate in joint activities of Vietnam Publishing House and Business Publishing House in Ho Chi Minh City.

#### **2. Difficulties and limitations:**

The output and revenue of product segments such as textbooks, SBT and STK did not meet the set plan and decreased over the same period due to the influence of many objective and subjective reasons, educational institutions and local publishing partners were cautious and very limited in placing orders for business.

The printing and warehousing of goods entering the textbooks of Vietnam Publishing House in the southern region in 2025 is still delayed, not meeting the schedule requirements, which has affected the company's business and distribution plan.

The piracy of textbooks of Vietnam Publishing House has been detected in many localities across the country in very large numbers, affecting the distribution plan and the implementation of the company's tasks and targets.

High inventory, specifically:

Stt	Product Type	Quantity (copies)	Cost (VND)
1	SGK, SBT, SGV Creative Sky Blocker	6.133.188	66.326.958.368
2	SGK, SBT, SGV set Connecting knowledge with life	3.370.514	34.853.478.560
3	Textbook for Equality and Democracy in Education	1.120	11.402.004
4	Textbooks for Joint Learning to Develop Capacity	1.459	16.224.133
5	Defense Security Books	6.809	74.031.097
6	STK self-organizes manuscripts	121.485	1.811.668.341
7	Other Accounts	52.487	970.511.270
8	Educational Equipment	13.408	550.241.094
9	Retail activities (excluding textbooks)	85.257	1.600.714.303
10	Supplies at the printing house		40.904.081
11	Supplies		568.788.031
	<b>Plus</b>	<b>9.785.727</b>	<b>106.824.921.282</b>

Reasons for high inventory:

- Local publishing partners, agents, and schools stop receiving goods when information begins to appear on the transformation of the 02-level local government model and the policy of using 01 set of unified textbooks nationwide from the 2026-2027 school year;

- Vietnam Publishing House delayed printing, leading to the delivery of books to the Southern Company 03 months later than the deadline for warehousing in Official Letter No. 536/QD-NXBGDVN dated July 22, 2024 on "Promulgating the policy of issuing textbooks according to the General Education Program 2018 for the 2025-2026 school year" of Vietnam Publishing House. Meanwhile, the order plan has been built by the Department of Science and Technology over 80% from July 2024, and the policy of adjusting the plan of the publishing house is not flexible, leading to high inventory.

#### **IV. AVOIDANCE OF LIABILITY TO THE COMMUNITY – LOCALITY**

Organizing and participating in charitable social work activities, supporting funds for the poor and teachers in difficult circumstances, donating school supplies, books and notebooks to poor pupils and students in the Central – Central Highlands provinces, for school libraries, etc to teachers or educational institutions in localities, contributing to the scholarship fund "Contributing to the spring swallow to nurture the future" of Teach for Vietnam, contributing to the Study Promotion Fund to give scholarships to students, giving annual

scholarships to more than 10 poor, studious and orphaned students in Quang Binh province, Lam Dong and Dong Nai, donating rice, gifts, and cash at the Gospel shelter in Thu Duc, Ho Chi Minh City,...

The total budget for implementing responsibilities for communities and localities in 2025 is over 490 million VND.

## ***PART 2***

### ***TASKS AND TARGETS OF THE 2026 PLAN***

#### **I. MAIN TASKS**

1. Ensure the completeness, timeliness and synchronization of textbooks for the 2026-2027 school year at the request of local companies at all times, not to lack textbooks.

2. Ensure the completion of the 2026 plan targets (revenue, profit, dividends) as assigned by the Resolution of the Annual General Meeting of Shareholders.

3. Continue to consolidate and stabilize the textbook market, especially the market share of textbooks and textbooks of all grades in localities as assigned by the Vietnam Publishing House; Promote cooperation in product development (books and textbooks): Marketing to consolidate and develop the market share of textbooks and textbooks through close coordination with member units and local companies in propagating, promoting and supplying products, on the basis of implementing the guidelines, directions and directions of the Vietnam Publishing House on the publication and distribution of books and TBGD.

4. Continue to withdraw/divest investment capital under the direction of the Board of Directors, use capital effectively, and structure capital sources reasonably to serve production and business.

5. Continue to strengthen corporate governance and consolidate the organizational apparatus and promote product research and development to meet the requirements of maintaining and expanding production and business activities in 2026 and the following years.

6. Ensuring stable incomes for employees.

#### **II. MAJOR TARGETS OF THE PLAN**

<b>No.</b>	<b>Major indicators</b>	<b>Plan 2026</b>	<b>Notes</b>
1.	Topics, manuscripts	30 topics	New 12, reprinted 15, other 3
2.	Publication Publications	25,653,000 copies	SGK, SGV, SBT, PCS
3.	Revenue and other income	428.4 billion VND	

4.	Profit before tax	1.5 billion VND	
5.	Dividends	5%/year	

### **III. IMPLEMENTATION MEASURES**

1. Formulate production and business plans, work programs, proactively implement plans to consolidate and develop the book and textbook market on the basis of learning from the implementation experience in 2025. Adjust plans, promptly respond to market fluctuations, avoid inventory risks, overdue debts.

2. Allocate the reserve value for textbooks, textbooks and textbooks under the Creative Horizons for a period of at least 5 years.

3. Strengthen the training and retraining of employees' professional skills, focus and focus training and strengthen the application of science and technology to the company's governance. Uphold the responsibility of the head for the assigned work results.

4. Develop and apply KPI criteria to evaluate employees. Supplementing and adjusting regulations, regulations, processes... on production and business activities, create a mechanism for inspection and supervision among collectives, assess the level of work completion, and at the same time encourage and create conditions for employees to promote their ability to dedicate and be proactive in their work to achieve the highest efficiency.

5. Collectives and individual employees must formulate specific work plans and programs for each month, quarter and whole year to serve as a basis for implementation and evaluation of productivity wage payment results, emulation review.

6. Solidarity, discipline and upholding personal responsibility; Practice thrift and anti-waste; All for the development of the company, the Vietnam Publishing House and the interests of employees.

Above is the content of the Report on production and business results in 2025 and the company's orientation, tasks and targets of the 2026 plan. Respectfully submit to the Annual General Meeting of Shareholders in 2026 for consideration and comments.

Thank you very much./.

**GENERAL DIRECTOR**

***Recipients:***

- Board of Directors, Supervisory Board;
- Board of Directors, Audit;
- Shareholders of the company;
- Save: HC.

**Do Thi Mai Anh**

No: ...../SMN-BKS

*Ho Chi Minh City, April 22nd, 2026*

**REPORT  
ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2025  
AND DIRECTION OF OPERATION IN 2026**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020;
- Pursuant to the Ministry of Finance's Circular No. 116/2020/TT-BTC dated 31/12/2020 guiding a number of articles on corporate governance for public companies in the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the tasks and powers of the Supervisory Board specified in the Charter of the Southern Book and Education Joint Stock Company;
- Based on the production and business situation and audited financial statements in 2025 of Southern Books and Educational Joint Stock Company,

The Supervisory Board respectfully reports to the General Meeting of Shareholders on the Board's operating results in 2025 with the following contents:

**PART 1  
REVIEW OF THE SUPERVISORY BOARD'S ACTIVITIES IN 2025**

**I. Personnel of the Supervisory Board**

The 2025 Annual General Meeting of Shareholders (AGM) held on April 24, 2025 elected the Supervisory Board (Supervisory Board) for the fourth term (2025-2030) consisting of 3 members.

The results of the first meeting of the Supervisory Board on April 24, 2025 have assigned specific tasks in the Supervisory Board as follows:

1. Mr. Nguyen Thanh Huu, Head of the Supervisory Board
2. Mr. Pham Duy Khanh, member of the Supervisory Board
3. Mr. Nguyen Ngoc Minh, member of the Supervisory Board

**II. Activities of the Supervisory Board**

**1. Activities of the Supervisory Board:**

The Supervisory Board met to agree on the 2025 Financial Statements audited by ECOVIS AFA Vietnam Auditing – Appraisal and Consulting Co., Ltd.



Through the resolutions of the Board of Directors issued for the members of the Supervisory Board to understand, jointly supervise the administration and implementation of the resolutions at the Company.

## **2. Evaluation of the operation of the Supervisory Board:**

The Supervisory Board has operated in accordance with the functions, tasks and powers prescribed by law and the provisions of the Company's Charter.

During the year, the Supervisory Board maintained regular operations, attended important meetings of the Board of Directors to grasp the actual production and business situation, and contributed many opinions in the implementation of the objectives and plans approved by the General Meeting of Shareholders.

In addition, the Supervisory Board has carried out inspection and supervision in a number of key areas such as:

- Supervise the implementation of the Resolution of the Annual General Meeting of Shareholders. Supervising the observance of the State's Law, the Company's Charter, supervising the implementation of the Resolutions of the Board of Directors.

- Supervise the implementation of production and business plans and financial situation at the Company.

- Examining annual financial statements in order to assess the reasonableness, legality and truthfulness of accounting and statistical work and making financial statements in accordance with accounting standards and regimes.

- Other activities as prescribed by law and the Company's charter.

In 2025, the Supervisory Board will not receive any written complaints from shareholders.

## **III. Results of inspection and supervision activities of the Supervisory Board in 2025**

### **1. Control of production and business results:**

<i>An on ym ou s</i>	<i>Criteria</i>	<i>Plan for 2025</i>	<i>Implementation</i>		<i>Comparison (%)</i>	
			<i>Year 2025</i>	<i>Same period in 2024</i>	<i>Plan 2025</i>	<i>Same period 2024</i>
1	Amount of salary issued (copies)	26.904.608	22.751.165	27.817.100	84,60	81,60
2	Total revenue and other	403,30	335	471	83,10	71,10

	income (billion VND)					
3	Profit (billion VND)	9,50	1,28	12,69	13,50	10,10
4	ROA = Profit after tax / Average total assets (%)	-	0,60	9,28	-	6,49
5	ROE = Profit After Tax / Average Equity (%)	-	0,94	11,69	-	8,07
6	Basic earnings/share (VND)	-	108,00	1.365,00	-	7,91
7	Dividend %	11,00	<u>5,00</u>	11,00	45,45	45,45

- Through financial indicators, it is shown that the investment capital in the Company in the year has not reached expectations compared to the same period, however, compared to similar issuing companies in the same system, the financial indicators achieved by the Company are still somewhat superior.

- In 2025, due to changes in macro policy (*The Ministry of Education and Training issued Decision 3588/QĐ-BGDĐT on the selection of the textbook series "Connecting knowledge with the river" as a set of textbooks for uniform use nationwide*) have had a great impact on the results of production and business activities at the unit (Revenue reached 84.60%, Profit reached 13.50% compared to the plan; inventory is difficult to consume at VND 61.19 billion; debt due to payment to VND 58.10 billion). Although the figures show financial difficulties in the year, the circulation of more than 22.75 million copies (81.60% yoy) shows a remarkable effort of the Board of Directors.

- Financial indicators for 2025 may not be as expected, but they truly reflect a difficult transition period. This is the time when the company needs the understanding of shareholders and stakeholders so that the Board of Directors and the Board of Directors have more time to pivot the strategy in the new direction outlined by the Ministry of Education.

## **2. Control the financial situation of the enterprise:**

### **a. Control of tenure financial statements:**

The Supervisory Board assesses that the accounting work at the Company always complies with accounting standards and accounting regimes for Vietnamese enterprises.

The Supervisory Board has coordinated, worked and agreed on the 2025 financial statements audited by ECOVIS AFA Vietnam Auditing – Appraisal and Consulting Co., Ltd.

The disclosure of information on the stock exchange of the Company has fully complied with the regulations of a public company.

b. Equity Control:

The Company's charter capital was maintained at VND 44.05 billion during the term, of which the contributed capital of the parent company Vietnam Educational Publishing House (VNXBGDVN) was VND 23.4 billion, accounting for 53.12%; other shareholders were VND 20.65 billion, accounting for 46.88%.

c/ Control the payment of dividends and fund appropriations:

Facing the challenges caused by macro policy changes that greatly affect production and business results, the Board of Directors and the Board of Directors agreed to submit to the General Meeting of Shareholders a plan to pay a dividend of 5% deducted from the Development Investment Fund. This shows the efforts of the Board of Directors and the Board of Directors in fulfilling their commitments to shareholders.

Regarding the remuneration of the Board of Directors, the Supervisory Board: The Company pays the remuneration of the Board of Directors and the Supervisory Board during the term of office in accordance with the production and business results and regulations.

**3. Supervision of governance and administration:**

a. Personnel of the Board of Directors:

At the 2025 Annual General Meeting of Shareholders held on April 24, 2025, the Board of Directors consisting of 5 members was elected:

1. Mr. Nguyen Thanh Anh, Chairman of the Board of Directors
2. Ms. Nguyen Thi Thu Hang, Member of the Board of Directors
3. Ms. Do Thi Mai Anh, Member of the Board of Directors and General Director
4. Mr. Tran Le Quang, Member of the Board of Directors cum Deputy General Director
5. Mr. Vu Ba Hoa, Independent Member of the Board of Directors

b. Supervise the operation of the Board of Directors:

During the year, the Board of Directors held 14 meetings (both face-to-face and online), the members attended the meeting in full, in accordance with the provisions of the Company's Charter and the Operating Regulations of the Board of Directors, and the members of the Board of Directors had a high degree of unity. The Board of Directors considers and evaluates the results of production and business activities in the year, evaluates the effectiveness of investments and

discusses business strategies according to the Resolution of the General Meeting of Shareholders approved;

The Board of Directors has issued 17 resolutions related to the assignment of tasks in the Board of Directors, setting out the orientation for production and business development, stabilizing the organization, supervising the management apparatus and assigning labor in accordance with the company's production and business tasks. The Resolutions and Decisions of the Board of Directors are promulgated in accordance with the order and full legal grounds in accordance with the provisions of law and in accordance with the Resolution of the General Meeting of Shareholders on the administration of the company's production and business activities.

The Board of Directors supervises the activities of the Executive Board in implementing the Resolutions of the General Meeting of Shareholders and coordinates with the Executive Board to direct and administer the Company's production and business activities to strive to complete the targets approved in the Resolution of the General Meeting of Shareholders.

Independent members of the Board of Directors attend all meetings of the Board of Directors held in 2025 and contribute many opinions, vote on each issue related to the management and direction of activities at the Company.

The Board of Directors has self-assessed that there are still some limitations that have not been implemented well such as the orientation of long-term business development plans, market work and development of new products with unique characteristics of the unit for both the publication and TBGD segments,...

c. Supervision of the operation of the Board of Directors:

During the tenure, the Board of Directors has actively performed tasks in accordance with the Charter and Internal Regulations on corporate governance. The Resolutions of the General Meeting of Shareholders and of the Board of Directors were implemented in a timely manner by the Board of Directors;

The Board of Directors has directed the professional department to proactively develop plans and implement them early and remotely, however, due to the impact of macro policies, the financial targets have not met expectations (profit only reached 13.5% of the plan), the sudden change in policy has made the methodical preparations from the beginning of the year of the Board of Directors falling into a passive position, forcing the unit to accept an immediate decrease in efficiency to adjust to the new roadmap.

The Board of Directors has shown the spirit of prudence and transparency through drastically implementing the provision for inventory price reduction for the list of books that are no longer in line with the new orientation of the industry. The Supervisory Board highly appreciated the Company's acceptance of the adjustment of the profit target in the year to VND 1.28 billion. This is a necessary professional solution to honestly reflect the net realizable value of inventory, and at the same time help the unit proactively relieve financial pressure, creating a

healthy foundation for business results in the following years. This implementation is fully in line with accounting standards and reflects the current financial 'health' of the Company.

#### **4. Evaluation the coordinating activities between the Supervisory Board for the activities of the Board of Directors and the Board of Directors**

During the year, the Supervisory Board is always provided with sufficient documents and information in accordance with the provisions of the Law on Enterprises, the Law on Securities, and other relevant legal documents on the right to provide information of the Supervisory Board. When the Supervisory Board requests to provide information related to the company's activities, the company's leadership fully provides it as requested.

Members of the Supervisory Board regularly exchange information and consult on important issues in the management of the activities of the Board of Directors and the Board of Directors.

### **PART 2.**

#### **ORIENTATION OF THE SUPERVISORY BOARD IN 2026**

Perform the functions and tasks of the Supervisory Board in accordance with the provisions of the Law on Enterprises, the Company's Charter, the Internal Regulations on Corporate Governance and the Operation Regulations of the Supervisory Board.

Organize regular meetings at least twice a year and organize extraordinary meetings to promptly settle and handle arising issues that need to be solved immediately.

### **PART 3.**

#### **CONCLUSION**

- The company's activities in 2025 must strictly comply with the Law on Enterprises, the Company's Charter, relevant regulations and strictly comply with the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors.

- The Supervisory Board agrees on the report on the results of production and business activities in the year of the Board of Directors.

- The performance of the Supervisory Board in the year has the efforts of each member and also thanks to the trust, support and facilitation of the Board of Directors and the Board of Directors.

On behalf of the Supervisory Board, I would like to thank the trust and facilitation of the General Meeting of Shareholders, the Board of Directors, and the Board of Directors for helping the Supervisory Board to complete its work well.

Thank you very much./.

**THE SUPERVISORY BOARD  
HEAD**

***Recipients:***

- Shareholders;
- Examiner of the Vietnam Publishing House "to b/c";
- The Board of Directors, the Board of Directors "to know";
- Members of the Supervisory Board;
- Save: BKS

**Nguyen Thanh Huu**

No: ...../SMN-HĐQT

*Ho Chi Minh City, April 22nd, 2026*

**STATEMENT**  
**Regarding the contents of the**  
**Annual General Meeting of Shareholders in 2026**

To: Annual General Meeting of Shareholders in 2026  
Southern Educational Books and Equipment JSC

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and the amended Law on Enterprises No. 76/2025/QH15 dated 17/6/2025;*
- Pursuant to the Charter of Southern Educational Books and Equipment Joint Stock Company;*
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company dated April 24, 2025;*
- Pursuant to the audited 2025 financial statements;*
- Based on the actual situation at the company,*

The Board of Directors (BOD) of Southern Educational Books and Equipment Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the following contents:

***1. Report on production and business results in 2025***

- Total revenue and other income: 335,039,986,799 VND / 403,300,000,000 VND, reaching 83.1%.
- Profit before tax: 1,281,221,992 VND / 9,500,000,000 VND, reaching 13.5%.
- Rate of return on charter capital: 2.91% / 21.57%, reaching 13.5%.
- Salary unit price: 39 VND / 1,000 VND total revenue and income.

***2. Audited financial statements (FS) for 2025***

The 2025 audited financial statements of Southern Educational Books and Equipment Joint Stock Company are independently audited by ECOVIS AFA VIETNAM Auditing – Appraisal and Consulting Co., Ltd. signed on March 24, 2026.

***3. Report on the operation of the Board of Directors in 2025 and orientation for operation in 2026***

The report is attached.

***4. Report of the Supervisory Board (Supervisory Board) in 2025 and operational orientation in 2026***

The report is attached.

***5. Distribution of after-tax profits in 2025***

- Dividend: 5%/year.
- Deduction from the reward fund: 10%.
- Deduction from the welfare fund: 15%.
- Deduction from the reward fund for the executive board: 5%.

- Reimbursement of the development investment fund into undistributed after-tax profits in the amount of VND 2,000,000,000 (two billion VND); at the same time, pay dividends in 2025 at the rate of 5%/year from the return to the development investment fund.

***6. Implementation of remuneration for the Board of Directors and Supervisory Board in 2025 and the plan for payment of remuneration for the Board of Directors and Supervisory Board in 2026***

- Implement overtime remuneration for the Board of Directors and Supervisory Board in 2025:

+ Remuneration of the Board of Directors, Supervisory Board, Internal Audit Board, Secretary, Authorized Representative for Information Disclosure, Person in charge of corporate governance shall be accounted into enterprise management expenses; particularly, the remuneration of the Board of Directors and Supervisory Board who do not concurrently hold executive titles or other titles at the company shall be accounted into non-deductible expenses.

+ 5% profit after tax: 36,594,043 VND.

- Payment of remuneration for the Board of Directors and Supervisory Board in 2026: Similar to the implementation plan in 2025.

***7. Authorize the Board of Directors to decide on the distribution of after-tax profits in accordance with current laws, the company's Charter of operation and decide on the unit price of salaries paid to employees in the company to ensure stable income, and at the same time adjust a number of targets of the 2026 plan (increase or decrease) in case of fluctuations due to guest factors officials.***

***8. Amend the Charter of operation and internal regulations on corporate governance*** in accordance with the provisions of Circular No. 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance, etc. guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law.



***9. To agree to allow the Board of Directors of the company to authorize the General Director to borrow capital for production and business when there is a need.***

Loan limit: 50,000,000,000 VND (fifty billion VND)

Loans must be used safely, efficiently and for the right purposes, and loan procedures must ensure compliance with current provisions of law and the company's charter.

***10. Agree to allocate the reserve value for textbooks, exercise books and reference books of the Creative Horizons for a minimum period of 5 years, implemented from 2025.***

***11. To approve all transactions and economic contracts for the purchase and sale of publications, publications, educational equipment and other transactions in 2026 between the Southern Company and major shareholders, associated companies and companies with contributed capital, including:***

<b><i>Anonymous</i></b>	<b><i>Partners, customers</i></b>	<b><i>Tax identification number</i></b>	<b><i>Transaction value, contract / total asset value recorded in the financial statements in 2025</i></b>
1	HSBC Bank Vietnam Limited	0301232798	Equal to or greater than 35%
2	Vietnam Educational Publishing Company Limited	0100108543	Greater than 10%
3	Education Publishing House in Ho Chi Minh City	0100108543-006	Greater than 10%
4	Ho Chi Minh City School Books and Equipment Joint Stock Company	0301325347	Greater than 10%
5	Ho Chi Minh City Book Publishing Joint Stock Company (Fahasa)	0304132047	Equal to or greater than 35%
6	Ba Ria - Vung Tau School Books and Equipment Joint Stock Company	3500661123	Equal to or greater than 35%
7	Dong Nai School Books and Equipment Joint Stock Company	3600347538	Equal to or greater than 35%

8	Lam Dong School Books and Equipment Joint Stock Company	5800000752	Equal to or greater than 35%
9	Binh Thuan Book - Equipment Joint Stock Company	3400393632	Equal to or greater than 35%
10	Phuong Nam Education Investment and Development Joint Stock Company	0304952106	Greater than 10%
11	Hanoi Education Investment and Development Joint Stock Company	0102222393	Greater than 10%
12	Da Nang Education Investment and Development Joint Stock Company	0400568767	Greater than 10%
13	Other School Books and Equipment Joint Stock Companies		Equal to or greater than 35%

Sincerely,

**THE BOARD OF DIRECTORS  
CHAIRMAN**

***Recipients:***

- As above;
- Board of Directors, Supervisory Board;
- Board of Directors and Audits;
- Save: HC.

**Nguyen Thanh Anh**

No: ...../SMN-BKS

*Ho Chi Minh City, April 22nd, 2026*

**STATEMENT**  
**Regarding the request for voting opinions at the meeting**  
**Annual General Meeting of Shareholders in 2026**

To: Annual General Meeting of Shareholders in 2026  
Southern Educational Books and Equipment JSC

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and the amended Law on Enterprises No. 76/2025/QH15 dated 17/6/2025;*
- Pursuant to the Charter of Southern Educational Books and Equipment Joint Stock Company;*
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company dated April 24, 2025;*
- Pursuant to the audited 2024 Financial Statements;*
- Based on the actual situation at the company,*

The Supervisory Board of Southern Educational Books and Equipment Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders in 2026 for approval of the following contents:

***1. To approve the list of independent auditing units that meet the qualifications and capacity as prescribed by the Ministry of Finance to select and sign contracts to perform the audit of the 2026 financial statements, including:***

- ECOVIS AFA VIETNAM Auditing – Appraisal and Consulting Co., Ltd.;*
- AAC Auditing and Accounting Co., Ltd.*
- Other auditing firms that meet the qualifications and capacity (if any)*

***2. Authorize the Board of Directors of the company to decide on the selection of an independent audit unit according to the above list to audit the semi-annual and 2026 financial statements of Southern Educational Books and Equipment Joint Stock Company.***

Sincerely,

**THE SUPERVISORY BOARD  
HEAD**

***Recipients:***

- As above;*
- Board of Directors, Supervisory Board;*
- Board of Directors and Audits;*
- Save: HC.*

**Nguyen Thanh Huu**

No: ...../SMN-DHDCB

*Ho Chi Minh City, April 22nd, 2026*

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

**GENERAL MEETING OF SHAREHOLDERS**  
**SOUTHERN EDUCATIONAL BOOKS AND EQUIPMENT JOINT**  
**STOCK COMPANY**

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and the amended Law on Enterprises No. 76/2025/QH15 dated 17/6/2025;*

*- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and the amending Law No. 56/2024/QH15 dated 29/11/2024;*

*- Pursuant to the Charter of Southern Educational Books and Equipment Joint Stock Company;*

*- Pursuant to the Minutes of the Annual General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company in 2026 made on April 22, 2026,*

**RESOLUTION**

**Article 1.** Approval of the 2025 Production and Business Results Report:

- Total revenue and other income: 335,039,986,799 VND / 403,300,000,000 VND, reaching 83.1%.

- Profit before tax: 1,281,221,992 VND / 9,500,000,000 VND, reaching 13.5%.

- Rate of return on charter capital: 2.91% / 21.57%, reaching 13.5%.

- Salary unit price: 39 VND / 1,000 VND total revenue and income.

**Article 2.** Approved the audited Financial Statements (FS) for 2025 (attached).

**Article 3.** Approving the Report on the operation of the Board of Directors (BOD) in 2025 and the direction of operation in 2026 (attached).

**Article 4.** Approving the Report on the operation of the Supervisory Board (SB) in 2025 and the orientation of activities in 2026 (attached).

**Article 5.** Through the distribution of after-tax profits in 2025:

- Dividend: 5%/year.

- Deduction from the reward fund: 10%.

- Deduction from the welfare fund: 15%.
- Deduction from the reward fund for the executive board: 5%.
- Reimbursement of the development investment fund into undistributed after-tax profits in the amount of VND 2,000,000,000 (two billion VND); at the same time, pay dividends in 2025 at the rate of 5%/year from the return to the development investment fund.

**Article 6.** Approving the payment of remuneration for the Board of Directors and Supervisory Board in 2025 and the plan to pay remuneration for the Board of Directors and Supervisory Board in 2026:

- Implementation of remuneration for the Board of Directors and Supervisory Board in 2025:

- + Remuneration of the Board of Directors, Supervisory Board, Internal Audit Board, Secretary, Authorized Representative for Information Disclosure, Person in charge of corporate governance shall be accounted into enterprise management expenses; particularly, the remuneration of the Board of Directors and Supervisory Board who do not concurrently hold executive titles or other titles at the company shall be accounted into non-deductible expenses.

- + 5% profit after tax: 36,594,043 VND

- Payment of remuneration for the Board of Directors and Supervisory Board in 2026: Similar to the implementation plan in 2025.

**Article 7. Authorize the Board of Directors** to decide on the distribution of after-tax profits in 2026 in accordance with the provisions of the Operation Charter and the unit price of salaries paid to employees in the company to ensure stable income and complete the target of the 2026 plan.

**Article 8.** Approving the Charter of the Southern Educational Books and Equipment Joint Stock Company and the amended Internal Regulation on corporate governance (attached).

**Article 9.** Agree to authorize the General Director to borrow capital for production and business activities when there is a need:

- Loan limit: 50,000,000,000 VND (fifty billion VND).
- Loans must be used safely, efficiently and for the right purposes, and loan procedures must comply with current provisions of law and the company's charter.

**Article 10.** Agree to allocate the reserve value for textbooks, workbooks, and reference books under the Creative Horizons set for a minimum period of 5 years, implemented from 2025.

**Article 11.** To approve all transactions and economic contracts for the purchase and sale of publications, publications, educational equipment and other transactions in 2026 between the Southern Company and major shareholders, associated companies and companies with contributed capital, including:

<i>Anonymous</i>	<i>Partners, customers</i>	<i>Tax identification number</i>	<i>Transaction value, contract / total asset value recorded in the financial statements in 2025</i>
1	HSBC Bank Vietnam Limited	0301232798	Equal to or greater than 35%
2	Vietnam Educational Publishing Company Limited	0100108543	Greater than 10%
3	Education Publishing House in Ho Chi Minh City	0100108543-006	Greater than 10%
4	Ho Chi Minh City School Books and Equipment Joint Stock Company	0301325347	Greater than 10%
5	Ho Chi Minh City Book Publishing Joint Stock Company (Fahasa)	0304132047	Equal to or greater than 35%
6	Ba Ria - Vung Tau School Books and Equipment Joint Stock Company	3500661123	Equal to or greater than 35%
7	Dong Nai School Books and Equipment Joint Stock Company	3600347538	Equal to or greater than 35%
8	Lam Dong School Books and Equipment Joint Stock Company	5800000752	Equal to or greater than 35%
9	Binh Thuan Book - Equipment Joint Stock Company	3400393632	Equal to or greater than 35%
10	Phuong Nam Education Investment and Development Joint Stock Company	0304952106	Greater than 10%

11	Hanoi Education Investment and Development Joint Stock Company	0102222393	Greater than 10%
12	Da Nang Education Investment and Development Joint Stock Company	0400568767	Greater than 10%
13	Other School Books and Equipment Joint Stock Companies		Equal to or greater than 35%

**Article 12.** Approving the list of independent auditing units to choose to sign a contract to audit the 2026 Financial Statements, including:

- ECOVIS AFA VIETNAM Auditing – Appraisal and Consulting Co., Ltd.;
- AAC Auditing and Accounting Co., Ltd.
- Other auditing firms that meet the criteria and capacity (if any).

Authorize the Board of Directors to decide on the selection of an independent auditor according to the above list to audit the semi-annual and 2026 financial statements.

**Article 13.** Members of the Board of Directors, the Control Board and the General Director are responsible for directing the implementation of this Resolution according to their functions, tasks and powers in accordance with the provisions of law and the current company charter./.

**GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE CONGRESS**

***Recipients:***

- As in Article 13 'to t/h';
- SSC, Hanoi Stock Exchange 'to b/c';
- Shareholders of the Company (website sobee.vn);
- Save: HC.

**Nguyen Thanh Anh**

No: ...../SMN-DHDCB

*Ho Chi Minh City, April 22nd, 2026*

**MEETING MINUTES  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026  
SOUTHERN EDUCATIONAL BOOKS AND EQUIPMENT JOINT  
STOCK COMPANY**

Today, at 8:00 a.m. on April 22, 2026.

At the hall of the Educational Publishing House in Ho Chi Minh City.

Address: No. 231 Nguyen Van Cu, Cho Quan Ward, Ho Chi Minh City.

SOUTHERN EDUCATIONAL BOOKS AND EQUIPMENT JOINT  
STOCK COMPANY

Head office: 231 Nguyen Van Cu, Cho Quan Ward, Ho Chi Minh City

Business code: 0 3 0 9 9 0 2 1 3 0

Stock Code: SMN

The 2026 Annual General Meeting of Shareholders will be held according to the agenda, contents and main developments of the meeting as follows:

**I. PARTICIPANTS IN THE MEETING**

**1. Representative of the leader of the parent company - Vietnam Education Publishing House.**

**2. The Board of Directors (BOD) of the company, consisting of the following members:**

- Mr. Nguyen Thanh Anh, Chairman of the Board of Directors
- Ms. Nguyen Thi Thu Hang, Member of the Board of Directors
- Ms. Do Thi Mai Anh, Member of the Board of Directors, General Director
- Mr. Tran Le Quang, Member of the Board of Directors, Deputy General Director

- Mr. Vu Ba Hoa, Independent Member of the Board of Directors

**3. The Supervisory Board of the company, consisting of the following members:**

- Mr. Nguyen Thanh Huu, Head of the Supervisory Board
- Mr. Pham Duy Khanh, member of the Supervisory Board
- Mr. Nguyen Ngoc Minh, member of the Supervisory Board



**4. The company's Executive Board, consisting of the following members:**

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

**5. Delegates attending:**

The total number of delegates attending the meeting was ...../291 shareholders and authorized persons according to the list of shareholders of Southern Books and Educational Equipment Joint Stock Company closed by the Vietnam Securities Depository – branch in Ho Chi Minh City on March 27, 2026, which has completed the registration procedures in accordance with the company's Charter of operation. corresponding ..... shares, occupying .....% of voting shares (the list of shareholders and authorized persons attending the meeting is attached).

**II. LEGALITY AND VALIDITY OF THE GENERAL MEETING**

Mr. Nguyen Thanh Huu, Head of the Supervisory Board (Supervisory Board) announced the report on the verification of the status of shareholders and representatives of shareholders attending before the opening of the general meeting (Minutes made at 8:27 a.m.):

- The number of shareholders and authorized persons and ownership representatives attending the meeting is ..... shareholders, respectively ..... shares, occupying .....% of voting shares.
- All shareholders and shareholder representatives are eligible to attend the meeting.
- Pursuant to the Law on Enterprises and the Company's Charter, the 2026 Annual General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company held on April 22, 2026 is legal.

**III. PROGRAM AND CONTENTS OF THE CONGRESS**

**1. Salute the flag, declare the reason, introduce the delegates.**

**2. To introduce and vote to approve the list of the Presidium of the Delegation, the Secretary of the Delegation and the Vote Counting Committee and be unanimously voted for by 100% of shareholders and representatives of shareholders attending the general meeting:**

**a. The Presidium comprises:**

- Mr. Nguyen Thanh Anh, Chairman of the Board of Directors of the Company

- Ms. Do Thi Mai Anh, Member of the Board of Directors – General Director of the Company

**b/ The Secretariat consists of:**

- Ms. Man Minh Hue, Head of Publishing and Communication Department  
- Ms. Ngo Thi Tuyet Dao, Specialist of Organization – Administration Department

**c. The Vote Counting Committee comprises:**

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

**3. Voting to approve the Program and Working Regulations at the congress:**

*100% of shareholders and shareholder representatives attending the meeting agreed on the content of the Program and Working Regulations at the meeting (attached) and unanimously voted to approve.*

**4. Summary of the Congress is as follows:**

**a.** Mr. Nguyen Thanh Anh, Chairman of the Board of Directors – Chairman of the Delegation, presented the Annual Evaluation Report of the Board of Directors and the direction of the Board of Directors' activities in 2026.

**b. Ms.** Do Thi Mai Anh, Member of the Board of Directors, General Director – Chairman of the Delegation, on behalf of the Board of Directors, presented the Report on production and business results in 2025 and the targets of the plan for 2026 with the following contents:

- Production and business results in 2025:
  - + Total revenue and other income: 335,039,986,799 VND / 403,300,000,000 VND, reaching 83.1%.
  - + Profit before tax: 1,281,221,992 VND / 9,500,000,000 VND, reaching 13.5%.
  - + Profit margin: 2.91% / 21.57%, reaching 13.5%.
  - + Salary unit price: 39 VND / 1,000 VND total revenue and income.
- Targets of the plan in 2026:
  - + Total revenue and other income: 428,400,000,000 VND
  - + Profit before tax: 1,500,000,000 VND.

+ Dividend: 5%/year.

c. Mr. Nguyen Thanh Huu, Head of the Supervisory Board, presented the Report on control results in 2025 and operational orientation in 2026.

d. Ms. Do Thi Mai Anh, Member of the Board of Directors, General Director on behalf of the Presidium read the Proposals for Consultation of the Annual General Meeting of Shareholders to consider and approve the following issues:

- Report on production and business results in 2025.
- Audited financial statements for 2025.
- Report on the activities of the Board of Directors in 2025 and the direction of operation in 2026.
- Report of the Supervisory Board in 2025 and operational orientation in 2026
- Distribution of after-tax profits in 2025.
- Remuneration of the Board of Directors and Supervisory Board in 2025 and the plan to pay remuneration for the Board of Directors and Supervisory Board in 2026.
- Authorize the Board of Directors to distribute after-tax profits and salary unit prices paid to employees in 2026.
- Amending the Charter of Operation and Internal Regulations on corporate governance.
- Agree to allow the Board of Directors to authorize the Executive Director to take out loans for production and business when there is a need. The loan limit is 50,000,000,000 VND (fifty billion VND).
- Agree to allocate the reserve value for textbooks, workbooks, and reference books of the Creative Horizons for a minimum period of 5 years, implemented from 2025.
- Approve all economic contracts for purchase and sale of publications, publications, educational equipment and other transactions in 2026 between the Southern Company and major shareholders, associated companies and companies with contributed capital, including:

<i>Anonymous</i>	<i>Partners, customers</i>	<i>Tax identification number</i>	<i>Transaction value, contract / total asset value recorded in the financial statements in 2025</i>
1	HSBC Bank Vietnam Limited	0301232798	Equal to or greater than 35%

2	Vietnam Educational Publishing Company Limited	0100108543	Greater than 10%
3	Education Publishing House in Ho Chi Minh City	0100108543-006	Greater than 10%
4	Ho Chi Minh City School Books and Equipment Joint Stock Company	0301325347	Greater than 10%
5	Ho Chi Minh City Book Publishing Joint Stock Company (Fahasa)	0304132047	Equal to or greater than 35%
6	Ba Ria - Vung Tau School Books and Equipment Joint Stock Company	3500661123	Equal to or greater than 35%
7	Dong Nai School Books and Equipment Joint Stock Company	3600347538	Equal to or greater than 35%
8	Lam Dong School Books and Equipment Joint Stock Company	5800000752	Equal to or greater than 35%
9	Binh Thuan Book - Equipment Joint Stock Company	3400393632	Equal to or greater than 35%
10	Phuong Nam Education Investment and Development Joint Stock Company	0304952106	Greater than 10%
11	Hanoi Education Investment and Development Joint Stock Company	0102222393	Greater than 10%
12	Da Nang Education Investment and Development Joint Stock Company	0400568767	Greater than 10%
13	Other School Books and Equipment Joint Stock Companies		Equal to or greater than 35%

e. Mr. Nguyen Thanh Huu, Head of the Supervisory Board read the Proposals for consultation of the Annual General Meeting of Shareholders to consider the following issues: Approving the list of independent auditing units to

choose to sign the contract to audit the 2026 Financial Statements and authorize the Board of Directors to do so.

**f.** Ms. Do Thi Mai Anh, member of the Board of Directors, General Director on behalf of the Presidium of the delegation moderated the discussion and answered the opinions of shareholders, voted on the contents according to the Voting Form.

**g.** Comments of shareholders attending the meeting:

- Organization: Parent company - major shareholder of Vietnam Publishing House (stt 289)

- Individual: .....

- Ms. Do Thi Mai Anh, Member of the Board of Directors, General Director on behalf of the Presidium answered and answered the comments of shareholders. The General Meeting agreed to adjust the voting content at the request of the major shareholder – the parent company of Vietnam Publishing and Distribution House.

**h.** Mr. Pham Ngoc Anh Tai, Head of the Vote Counting Committee took votes on the contents at the Congress and reported the voting results (attached minutes).

**i.** Mr. Pham Ngoc Anh Tai, Head of the Vote Counting Committee, guides the election rules for members of the Board of Directors, Supervisory Board for the fourth term (2026-2030) and carries out election work, announces election results.

**j.** Ms. Nguyen Thi Thu Hang, Head of the Organization and Human Resources Department of Vietnam Publishing House, capital representative of Vietnam Publishing House at the Southern Company expressed her opinion and published the full text of Official Letter No. .... /NXBGDVN dated April ....., 2026 of Vietnam Publishing House and the voting content at the 2026 Annual General Meeting of Shareholders of Southern Book and Business Publishing Joint Stock Company.

## **5. Issues voted and approved at the Congress:**

The Vote Counting Committee has carried out the voting in the form of secret ballot and public voting on the contents of the shareholders' consultation at the Annual General Meeting of Shareholders in 2026 in accordance with the provisions of the Working Regulations of the General Meeting. After counting the votes under the witness of the company's Supervisory Board, the Vote Counting Committee agreed to make a record as follows:

- The total number of votes cast is ..... vote, representing ..... voting shares, equivalent to 100% of the number of voting shares attending the meeting.

- The total number of tickets collected is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- The total number of votes not collected is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- The total number of valid votes is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- The total number of invalid votes is 0, representing 0 voting shares, equivalent to 0% of the number of voting shares attending the meeting.

***The results of vote counting are as follows:***

**- Content 1: Report on production and business results in 2025**

Total revenue and other income: 335,039,986,799 VND / 403,300,000,000 VND, reaching 83.1%.

Profit before tax: 1,281,221,992 VND / 9,500,000,000 VND, reaching 13.5%.

Profit margin: 2.91% / 21.57%, reaching 13.5%.

Salary unit price: 39 VND / 1,000 VND total revenue and income.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

**- Content 2: Audited financial statements for 2025**

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

**- Content 3: Report on the operation of the Board of Directors in 2025 and Operational orientation in 2026**

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 4:** Report on the activities of the Supervisory Board in 2025 and Operational orientation in 2026

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 5:** Distribution of after-tax profits in 2025

Dividend: 5%/year.

Deduction from the reward fund: 10%.

Deduction from the welfare fund: 15%.

Deduction from the reward fund of the executive board: 5%.

Reimbursement of the development investment fund into undistributed after-tax profits in the amount of VND 2,000,000,000 (two billion VND); at the same time, pay dividends in 2025 at the rate of 5%/year from the return to the development investment fund.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 6:** Remuneration and reward of the Board of Directors, Supervisory Board in 2025 and payment plan in 2026

Implementation of remuneration for the Board of Directors and Supervisory Board in 2025:

+ Remuneration of the Board of Directors, Supervisory Board, Internal Audit Board, Secretary, Authorized Representative for Information Disclosure, Person in charge of corporate governance shall be accounted into enterprise management expenses; particularly, prisoners of the Board of Directors and Supervisory Board who do not concurrently hold executive positions or other positions at the company shall be accounted into non-deductible expenses.

+ 5% profit after tax: 36,594,043 VND.

Payment of remuneration for the Board of Directors and Supervisory Board in 2026: Similar to the implementation plan in 2025.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 7:** Authorize the Board of Directors to decide on the distribution of after-tax profits in accordance with the provisions of the Operation Charter and the unit price of salaries paid to employees in the company to ensure stable income and complete the planned targets.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 8:** Amendments to the Charter of Operation and Internal Regulations on corporate governance

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.



+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 9:** Agree to authorize the Board of Directors to authorize the CEO to borrow capital for production and business activities when there is a need.

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

Loans must be used safely, efficiently and for the right purposes, and loan procedures must ensure compliance with current provisions of law and the company's charter.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 10:** Agree to allocate the reserve value for textbooks, exercise books and reference books in the Creative Horizons set for a minimum period of 5 years, implemented from 2025.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 11:** Approving all economic contracts for purchase and sale of publications, publications, educational equipment and other transactions in 2026 between the Southern Company and major shareholders, associated companies and companies with contributed capital, including:

<i>Anonymous</i>	<i>Partners, customers</i>	<i>Tax identification number</i>	<i>Transaction value, contract / total asset value recorded in the financial statements in 2025</i>
------------------	----------------------------	--	---

1	HSBC Bank Vietnam Limited	0301232798	Equal to or greater than 35%
2	Vietnam Educational Publishing Company Limited	0100108543	Greater than 10%
3	Education Publishing House in Ho Chi Minh City	0100108543-006	Greater than 10%
4	Ho Chi Minh City School Books and Equipment Joint Stock Company	0301325347	Greater than 10%
5	Ho Chi Minh City Book Publishing Joint Stock Company (Fahasa)	0304132047	Equal to or greater than 35%
6	Ba Ria - Vung Tau School Books and Equipment Joint Stock Company	3500661123	Equal to or greater than 35%
7	Dong Nai School Books and Equipment Joint Stock Company	3600347538	Equal to or greater than 35%
8	Lam Dong School Books and Equipment Joint Stock Company	5800000752	Equal to or greater than 35%
9	Binh Thuan Book - Equipment Joint Stock Company	3400393632	Equal to or greater than 35%
10	Phuong Nam Education Investment and Development Joint Stock Company	0304952106	Greater than 10%
11	Hanoi Education Investment and Development Joint Stock Company	0102222393	Greater than 10%
12	Da Nang Education Investment and Development Joint Stock Company	0400568767	Greater than 10%
13	Other School Books and Equipment Joint Stock Companies		Equal to or greater than 35%

*Major shareholders – Vietnam Publishing House (owning 2,340,000 voting shares) and Ms. Do Thi Mai Anh (owning 15,500 voting shares) have two voting restriction votes in content 10, with a total of 2,355,500 restricted voting shares.*

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 12:** Approve the list of independent auditing units to select and sign contracts to audit the financial statements in 2026, including:

ECOVIS AFA VIETNAM Auditing – Appraisal and Consulting Co., Ltd.;  
AAC Auditing and Accounting Co., Ltd.

Other auditing firms meet the qualifications and capacity (if any).

Authorize the Board of Directors to decide on the selection of an independent auditor according to the above list to audit the semi-annual and 2026 financial statements.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

## **7. Approval of the Minutes and Resolutions of the Annual General Meeting of Shareholders:**

- Ms. Ngo Thi Tuyet Dao – On behalf of the Secretariat, read the draft Minutes and Resolutions of the 2026 Annual General Meeting of Shareholders.

- Ms. Do Thi Mai Anh – On behalf of the Presidium, approving the Minutes and Resolutions of the Annual General Meeting of Shareholders in 2026.

***100% of shareholders and representatives of authorized shareholders attending the meeting unanimously voted to approve.***

*The meeting of the 2026 Annual General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company ends at 11:30 a.m. on the same day./.*

**SECRETARY OF THE  
CONGRESS**

**GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE MEETING**

**Ngo Thi Tuyet Dao**

**Nguyen Thanh Anh**

*Ho Chi Minh City, April 22nd, 2026*

**MINUTES OF VOTE COUNTING OF CONTENTS  
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026  
SOUTHERN EDUCATIONAL BOOKS AND EQUIPMENT JSC**

Today, April 22, 2026, we are elected to the Vote Counting Committee by the 2026 Annual General Meeting of Books and Education Joint Stock Company of Southern Books and Education Joint Stock Company, including:

1. Mr. Pham Ngoc Anh Tai                      - Head of Department
2. Ms. Huynh Thi My Duyen
3. Ms. Huynh Thi Thanh Tam
4. Ms. Tran Thi Loan
5. Mr. Bui Tien Hung

The Vote Counting Committee has carried out the voting in the form of secret ballot and public voting on the contents of the shareholders' opinion at the Annual General Meeting of Shareholders in 2026 in accordance with the provisions of the Working Regulations of the General Meeting. After counting the votes under the witness of the company's Supervisory Board, the Vote Counting Board agreed to make a record as follows:

- The total number of votes cast is ..... vote, representing ..... voting shares, equivalent to 100% of the number of voting shares attending the meeting.

- The total number of tickets  
collected is ..... vote, representing ..... voting shares, equivalent  
to .....% of the number of voting shares attending the meeting.

- The total number of votes not collected is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- The total number of valid votes is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- The total number of invalid votes is 0, representing 0 voting shares, equivalent to 0% of the number of voting shares attending the meeting.

***The results of vote counting are as follows:***

- **Content 1:** Report on production and business results in 2025

Total revenue and other income: 335,039,986,799 VND / 403,300,000,000 VND, reaching 83.1%.

Profit before tax: 1,281,221,992 VND / 9,500,000,000 VND, reaching 13.5%.

Profit margin: 2.91% / 21.57%, reaching 13.5%.

Salary unit price: 39 VND / 1,000 VND total revenue and income.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

**- Content 2: Audited financial statements for 2025**

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

**- Content 3: Report on the operation of the Board of Directors in 2025 and Operational orientation in 2026**

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

**- Content 4: Report on the activities of the Supervisory Board in 2025 and Operational orientation in 2026**

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 5:** Distribution of after-tax profits in 2025

Dividend: 5%/year.

Deduction from the reward fund: 10%.

Deduction from the welfare fund: 15%.

Deduction from the reward fund of the executive board: 5%.

Reimbursement of the development investment fund into undistributed after-tax profits in the amount of VND 2,000,000,000 (two billion VND); at the same time, pay dividends in 2025 at the rate of 5%/year from the return to the development investment fund.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 6:** Remuneration and reward of the Board of Directors, Supervisory Board in 2025 and payment plan in 2026

Implementation of remuneration for the Board of Directors and Supervisory Board in 2025:

+ Remuneration of the Board of Directors, Supervisory Board, Internal Audit Board, Secretary, Authorized Representative for Information Disclosure, Person in charge of corporate governance shall be accounted into enterprise management expenses; particularly, prisoners of the Board of Directors and Supervisory Board who do not concurrently hold executive positions or other positions at the company shall be accounted into non-deductible expenses.

+ 5% profit after tax: 36,594,043 VND.

Payment of remuneration for the Board of Directors and Supervisory Board in 2026: Similar to the implementation plan in 2025.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 7:** Authorize the Board of Directors to decide on the distribution of after-tax profits in accordance with the provisions of the Operation Charter and the unit price of salaries paid to employees in the company to ensure stable income and complete the planned targets.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 8:** Amendments to the Charter of Operation and Internal Regulations on corporate governance

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 9:** Agree to authorize the Board of Directors to authorize the CEO to borrow capital for production and business activities when there is a need.

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



Loans must be used safely, efficiently and for the right purposes, and loan procedures must ensure compliance with current provisions of law and the company's charter.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 10:** Agree to allocate the reserve value for textbooks, exercise books and reference books in the Creative Horizons set for a minimum period of 5 years, implemented from 2025.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 11:** Approving all economic contracts for purchase and sale of publications, publications, educational equipment and other transactions in 2026 between the Southern Company and major shareholders, associated companies and companies with contributed capital, including:

<i>Anonymous</i>	<i>Partners, customers</i>	<i>Tax identification number</i>	<i>Transaction value, contract / total asset value recorded in the financial statements in 2025</i>
1	HSBC Bank Vietnam Limited	0301232798	Equal to or greater than 35%
2	Vietnam Educational Publishing Company Limited	0100108543	Greater than 10%

3	Education Publishing House in Ho Chi Minh City	0100108543-006	Greater than 10%
4	Ho Chi Minh City School Books and Equipment Joint Stock Company	0301325347	Greater than 10%
5	Ho Chi Minh City Book Publishing Joint Stock Company (Fahasa)	0304132047	Equal to or greater than 35%
6	Ba Ria - Vung Tau School Books and Equipment Joint Stock Company	3500661123	Equal to or greater than 35%
7	Dong Nai School Books and Equipment Joint Stock Company	3600347538	Equal to or greater than 35%
8	Lam Dong School Books and Equipment Joint Stock Company	5800000752	Equal to or greater than 35%
9	Binh Thuan Book - Equipment Joint Stock Company	3400393632	Equal to or greater than 35%
10	Phuong Nam Education Investment and Development Joint Stock Company	0304952106	Greater than 10%
11	Hanoi Education Investment and Development Joint Stock Company	0102222393	Greater than 10%
12	Da Nang Education Investment and Development Joint Stock Company	0400568767	Greater than 10%
13	Other School Books and Equipment Joint Stock Companies		Equal to or greater than 35%

*Major shareholders – Vietnam Publishing House (owning 2,340,000 voting shares) and Ms. Do Thi Mai Anh (owning 15,500 voting shares) have two voting restriction votes in content 10, with a total of 2,355,500 restricted voting shares.*

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

- **Content 12:** Approve the list of independent auditing units to select and sign contracts to audit the financial statements in 2026, including:

ECOVIS AFA VIETNAM Auditing – Appraisal and Consulting Co., Ltd.;  
AAC Auditing and Accounting Co., Ltd.

Other auditing firms meet the qualifications and capacity (if any).

Authorize the Board of Directors to decide on the selection of an independent auditor according to the above list to audit the semi-annual and 2026 financial statements.

+ The total number of votes in favor is ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes against ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

+ Total number of votes with no opinion ..... vote, representing ..... voting shares, equivalent to .....% of the number of voting shares attending the meeting.

This record was made at 10:30 a.m. on the same day.

**VOTE COUNTING COMMITTEE  
HEAD**

**Pham Ngoc Anh Tai**

**AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**  
(April 22nd, 2026)

Shareholder/delegate code: .....

.....

Information about shareholders authorized to attend the meeting and vote:

<i>Anonymous</i>	<i>Shareholder's name</i>	<i>Shareholder Code</i>	<i>Voting shares</i>
1			
2			
3			
...			

# VOTING VOTES

## AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

Full name of shareholder/representative: .....

Shareholder/delegate code: .....

NUMBER OF VOTING SHARES

.....

In which:     - Number of shares owned                                 : .....

                  - Number of authorized shares                         : .....

Voting content	Endorsement	Disapprove	No Comments
<b>Content 1:</b> Report on production and business results in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 2:</b> Audited financial statements for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 3: Report</b> on the activities of the Board of Directors in 2025 and Operational orientation in 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 4: Report</b> on the activities of the Supervisory Board in 2025 and Operational orientation in 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 5:</b> Distribution of after-tax profits in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 6:</b> Remuneration of the Board of Directors and the Supervisory Board in 2025 and the payment plan in 2026 (ensuring the completion of the target of the plan in 2026)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 7:</b> Authorize the Board of Directors to decide on the distribution of after-tax profits in 2026 in accordance with the provisions of the Operation Charter and the unit price of salaries paid to employees in the company to ensure stable income and complete the target of the plan in 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 8:</b> Amending the Charter of Operation and Internal Regulations on corporate governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 9:</b> Agree to allow the Board of Directors to authorize the CEO to borrow capital for production and business activities when there is a need, with a loan limit of VND 50 billion	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>Content 10:</b> Agree to allocate the reserve value for textbooks, workbooks, and reference books of the Creative Horizons for a minimum period of 5 years, implemented from 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 11:</b> Approving all economic contracts for purchase and sale of publications, publications, educational equipment and other transactions in 2026 between the Southern Company and major shareholders, associated companies, companies with contributed capital, including HSBC Bank Vietnam One Member Limited, Vietnam Educational Publishing Company Limited, Ho Chi Minh City Educational Publishing House, Ho Chi Minh City School Books and Equipment Joint Stock Company, Ho Chi Minh City Book Publishing Joint Stock Company (Fahasa), Ba Ria - Vung Tau School Books and Equipment Joint Stock Company, Dong Nai School Books and Equipment Joint Stock Company, Lam Dong School Books and Equipment Joint Stock Company, Binh Thuan Books and Equipment Joint Stock Company and other School Books and Equipment Joint Stock Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 12:</b> List of independent auditing units to choose to sign a financial statement audit contract in 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Ho Chi Minh City, April 22nd, 2026*

**Shareholders**

(Sign, specify full name)

**Instructions:**

Delegates vote by choosing to mark x or v in **ONE** of the options: ***Approve, Disapprove, No opinion*** for each voting content.

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

---

# **CHARTER**

## **JOINT STOCK COMPANY SOUTHERN EDUCATIONAL BOOKS AND EQUIPMENT**

Ho Chi Minh City, November 25, 2025

# TABLE OF CONTENTS

FOREWORD.....	5
I. DEFINITIONS OF TERMS IN THE CHARTER .....	5
Article 1. Explanation of terms.....	5
II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY	6
Article 2. Name, form, head office, branch, representative office and duration of operation of the Company.....	6
Article 3. Legal representative of the Company .....	7
III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY .	8
Article 4. Objectives of the Company.....	8
Article 5. Business Scope and Operations .....	9
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS .....	9
Article 6. Charter capital, shares, founding shareholders .....	9
Article 7. Stock Certification .....	10
Article 8. Other securities certificates.....	10
Article 9. Transfer of shares .....	10
Article 10. Recovery of shares (for the case when registering the establishment of the enterprise) .....	11
V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL .....	11
Article 11. Organizational structure, governance, and control .....	11
VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS .....	12
Article 12. Shareholders' rights.....	12
Article 13. Obligations of shareholders .....	15
Article 14. General Meeting of Shareholders .....	16
Article 15. Rights and duties of the General Meeting of Shareholders .....	18
Article 16. Authorized Representatives .....	20
Article 17. Change permissions .....	21
Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders .....	22
Article 19. Conditions for conducting the General Meeting of Shareholders .....	24
Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders.....	24
Article 21. Conditions for approving the resolution of the General Meeting of Shareholders.....	27
Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders .....	27
Article 23. Minutes of the meeting, Resolution of the General Meeting of Shareholders .....	29
Article 24. Request for cancellation of the Resolution of the General Meeting of Shareholders.....	30
VII. BOARD .....	31
Article 25. Candidacy and nomination of members of the Board of Directors .....	31
Article 26. Composition and term of office of members of the Board of Directors .....	33
Article 27. Powers and duties of the Board of Directors .....	34



Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors.....	36
Article 29. Chairman of the Board of Directors .....	37
Article 30. Board Meetings.....	38
Article 31. Subcommittees of the Board of Directors.....	40
Article 32. Person in charge of corporate governance.....	40
VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES .....	41
Article 33. Organization of the management apparatus .....	41
Article 34. Business Executives.....	42
Article 35. Appointment, dismissal, duties and powers of the CEO .....	43
IX. SUPERVISORY BOARD .....	43
Article 36. Candidacy and nomination of members of the Control Board .....	44
Article 37. Composition of the Supervisory Board .....	44
Article 38. Head of the Supervisory Board.....	45
Article 39. Rights and obligations of the Control Board .....	45
Article 40. Supervisory Board Meeting.....	46
Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board .....	46
X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES .....	47
Article 42. Responsibility for Caution.....	47
Article 43. Responsibility for honesty and avoidance of conflicts of interest.....	47
Article 44. Liability for Damage and Compensation.....	48
XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS .....	49
Article 45. Right to investigate books and records .....	49
XII. EMPLOYEES AND TRADE UNIONS.....	50
Article 46. Workers and trade unions .....	50
XIII. PROFIT DISTRIBUTION .....	50
Article 47. Profit distribution.....	50
XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEMS .....	51
Article 48. Bank Account .....	51
Article 49. Fiscal Year .....	51
Article 50. Accounting regime.....	51
XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT .....	51
Article 51. Annual, semi-annual and quarterly financial statements .....	51
Article 52. Annual Report.....	52
XVI. CORPORATE AUDIT.....	52
Article 53. Audit .....	52
XVII. SEALS.....	52
Article 54. Seal of the business.....	52
XVIII. COMPANY DISSOLUTION.....	53
Article 55. Dissolution of the company .....	53
Article 56. Extension of Operation .....	53
Article 57. Liquidation.....	53

XIX.	INTERNAL DISPUTE RESOLUTION .....	54
	Article 58. Internal Dispute Resolution .....	54
XX.	SUPPLEMENTS AND AMENDMENTS TO THE CHARTER .....	55
	Article 59. Supplements and amendments to the Charter.....	55
XXI.	EFFECTIVE DATE .....	55
	Article 60. Effective Date .....	55

## **FOREWORD**

This Charter was approved in accordance with the Resolution of the General Meeting of Shareholders No. 593/NQ-ĐHDCĐ dated November 25, 2025.

### **I. DEFINITIONS OF TERMS IN THE CHARTER**

#### **Điều 1. Explanation of terms**

1. In this Charter, the following terms shall be construed as follows:

a. "Charter capital" means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and specified in Article 6 of this Charter;

b. "Voting capital" means share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;

c. "Law on Enterprises" is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;

d. "Securities Law" is the Securities Law No. 54/2019/QH14 approved by the National Assembly on November 26, 2019;

e. "Vietnam" means the Socialist Republic of Vietnam;

f. "Date of establishment" means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;

g. "Enterprise executive" means the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's Charter;

h. "Enterprise manager" means a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed by the company's Charter;

i. "Related person" means an individual or organization specified in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;

j. "Shareholder" means an individual or organization that owns at least one share of a joint-stock company;

k. "Founding shareholder" means a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;

1. "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

m. "Operation duration" means the Company's operation period specified in Điều 2 This Charter and the extension period (if any) are approved by the General Meeting of Shareholders of the Company by resolution;

n. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.

3. The headings (Sections, Articles of this Charter) are used for the convenience of understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Điều 2. Name, form, head office, branch, representative office and duration of operation of the Company**

#### **1. Company Name**

– Vietnamese name: BOOK AND EQUIPMENT JOINT STOCK COMPANY

SOUTHERN EDUCATION

– Tên tiếng Anh: SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY

– Trading name: SOUTHERN COMPANY (SOBEE)

– Abbreviation: SOBEE JSC.

2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.

#### **3. The registered office of the Company is:**

– Address: 231 Nguyen Van Cu, Cho Quan Ward, Ho Chi Minh City

– Phone: 028 38300312

– Fax:

– Email: [sobeejsc@yahoo.com](mailto:sobeejsc@yahoo.com)

– Website: <https://sobee.vn>

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.

5. Except for the premature termination of its operation under Clause 2 of Article 59 or the extension of its operation under Article 60 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

### **Điều 3. Legal representative of the Company**

1. The General Director is the legal representative of the Company.

2. Responsibilities of the legal representative:

a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;

b. Loyal to the interests of the Company; not to use the Company's information, know-how and business opportunities, not to abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;

c. Promptly, fully and accurately notify the Company of themselves or related persons who own or have dominant shares or capital contributions in other enterprises;

d. The legal representative shall be personally responsible for damages to the Company due to the breach of the above-mentioned obligations.

3. Rights and obligations of the legal representative:

a. Organize the implementation of resolutions of the Board of Directors;

b. Organizing the implementation of the Company's business plan and investment plan;

c. To decide on matters related to the daily business of the Company without the decision of the Board of Directors;

d/ To propose plans on organizational structure and internal management regulations of the Company;

e. Propose the Board of Directors to appoint, dismiss and dismiss managerial positions in the Company;

f. Deciding on salaries and other benefits for employees in the Company;

g. Labor recruitment;

h. Proposing a plan to pay dividends or handle losses in business;

i. Other powers and obligations as prescribed by law, the Company's Charter and resolutions of the Board of Directors (if any).

### III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

#### Điều 4. Objectives of the Company

1. The Company's business lines are:

- *Publishing books, periodicals and other publishing activities.*
- *Printing and printing-related services.*
- *Wholesale of books, newspapers, magazines, stationery.*
- *Retailing books, newspapers, magazines, stationery, toys, games, audio tapes, photographs, beds, cabinets, tables, chairs, furniture, household electrical appliances, lamps and luminaires, household appliances, garments, shoes, sandals, leather and imitation leather goods, and other goods in specialty stores.*
- *General wholesale: supplies, equipment, teaching supplies, school interior and exterior equipment, toys, games, electrical and electronic equipment; Wholesale beds, cabinets, tables, chairs, and similar furniture.*
- *Wholesale of supplies: tapes, CDs, DVDs with audio and image recordings (including tapes and white discs).*
- *Manufacturing machinery, office equipment, teaching supplies, school interior and exterior equipment.*
- *Manufacture of beds, cabinets, tables, chairs, toys, games.*
- *Agents for purchase, sale, consignment of goods, commercial brokerage, auction.*
- *Building houses of all kinds, completing construction works.*
- *Educational support services.*
- *Other professional, scientific and technological activities: Editing, compiling books, translating.*
- *Wholesale and retail of portable swimming pools.*
- *Wholesale and retail of chemicals.*
- *Wholesale of machinery, equipment and other machine parts.*
- *Rental of personal and other household items.*
- *Sports and entertainment education, cultural and artistic education, and other education.*

2. The Company's operational objectives are:

*Organizing the distribution of books and educational products of Vietnam Education Publishing House and the company to local book and school equipment companies and customers and partners to serve all students, teachers and people in the provinces, Southern City.*

#### **Điều 5. Business Scope and Operations**

Companies permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents with the business registration authority and announced on the National Enterprise Registration Portal.

### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Điều 6. Charter capital, shares, founding shareholders**

1. The charter capital of the Company is 44,050,000,000 VND (Forty-four billion and fifty million VND)

The total charter capital of the Company is divided into 4,405,000 shares with a par value of 10,000 VND/share (ten thousand VND/share).

2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of adoption of this Charter are ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Names, addresses, number of shares and other information about founding shareholders in accordance with the provisions of the Law on Enterprises are stated in Appendix I attached. This Addendum is a part of this Charter.

6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable

than those offered for sale to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

7. The company may purchase shares issued by the company itself in the manner specified in this Charter and applicable laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter, the Securities Law and relevant guiding documents.

8. The company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

#### **Điều 7. Stock Certification**

1. Shareholders of the Company are granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are certificates issued by the Company, book entries, or electronic data confirming the ownership of one or a certain number of shares. The certificate of shares must bear the seal of the Company and the signature of the Company's legal representative in accordance with the provisions of the Law on Enterprises. The stock certificate must clearly state the number and type of shares held by shareholders, the full name of the holder and other information as prescribed by the Law on Enterprises.

3. Within *thirty (30) days* from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within *thirty (30) days* (or other time limits prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In the event that a stock certificate is damaged or erased or lost, stolen or destroyed, the holder of such stock may request a new share certificate provided that information about the damaged or erased or lost share certificate is provided, theft or destruction and undertake responsibility for disputes arising from the re-issuance of new stock certificates.

#### **Điều 8. Other securities certificates**

Bond certificates or other securities certificates of the Company are issued with the seal and sample signature of the Company's legal representative.

#### **Điều 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and law. Stocks listed and registered for trading on the Stock Exchange may be transferred in accordance with the provisions of the law on securities and securities market.



2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

**Điều 10. Recovery of shares (for the case when registering the establishment of the enterprise)**

1. In case a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount together with the interest on such amount and expenses incurred due to the failure to fully pay to the Company.

2. The above-mentioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.

3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.

4. Withdrawn shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution or settlement to persons who already own the recovered shares or other entities under such conditions and manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must relinquish their status as shareholders in respect of those shares, but still have to but still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of recovery make the payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.

6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

**V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL**

**Điều 11. Organizational structure, governance, and control**

The organizational structure of management, administration and control of the Company shall comply with the provisions of Point a, Clause 1, Article 137 of the Law on Enterprises, including:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. Chief Executive Officer.

The Company is a member enterprise of Vietnam Educational Publishing House Co., Ltd. (NXBGDVN) – Ministry of Education and Training and Vietnam Publishing House holding more than 50% of the charter capital, the Company is obliged to comply with the regulations, regulations and general operating procedures of the Parent Company - Subsidiary Complex issued by the Vietnam Publishing House.

The company is an enterprise participating in the implementation of part or all of the stages in the process of publishing books and educational equipment for which the Vietnam Publishing House is responsible for in accordance with the provisions of law; long-term attachment to the Vietnam Publishing House in terms of economic, technological, market and business benefits.

In case the VBGDVN has a capital contribution in the company below the dominant level but the company voluntarily participates in the Combination of parent companies - subsidiaries of the VBXBGDVN and the VBGDVN retains the controlling right through an agreement signed between the two parties in accordance with the provisions of law.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Điều 12. Shareholders' rights**

1. Ordinary shareholders have the following rights:
  - a. Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly at the General Meeting of Shareholders or through an authorized representative or other forms prescribed by the company's Charter or law. Each ordinary share has one vote;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - d. To be given priority to buy newly offered shares corresponding to the proportion of ordinary shares they own;

e. Review, look up and extract information related to shareholders in the list of shareholders with voting rights; request correction of their inaccurate information;

f. Full access to periodic and irregular information published by the Company in accordance with the provisions of law;

g. Reviewing, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;

h. When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;

i. To request the Company to repurchase its shares in the cases specified in Article 132 of the Law on Enterprises;

j. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

k. Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

a. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. Considering, looking up and extracting the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports to the Control Board, transaction contracts that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the company's business secrets;

**The company stipulates the scope of business secrets and trade secrets as follows:**

**- Trade secrets are information obtained from financial and intellectual investment activities, which have not been disclosed and are capable of being used in business according to Clause 23, Article 4 of the Law on Intellectual Property.**

**- Trade secrets: are trade secrets in the field of commerce, including information that helps the Company gain a competitive advantage in the market, be protected and fight against acts of infringement of rights or unfair competition. This includes but is not limited to:**

- + Exclusive technical know-how, formulas, and technological processes;
- + List of strategic customers, potential suppliers;
- + Marketing strategies, business plans, project drafts have not yet been published;
- + Data on actual costs and profit margins have not been disclosed on the financial statements;
- + Other information that the Board of Directors determines to have a direct impact on the Company's competitiveness if leaked.

c. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

d. Proposing the issue to be included in the agenda of the General Meeting of Shareholders. **In order to ensure that the Board of Directors has enough time to review, appraise and supplement meeting documents, shareholders/groups of shareholders must send written proposals** and send them to the Company at least ~~03-05~~ working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;

**In case of rejection of the petition: The General Meeting of Shareholders must reply in writing and clearly state the reason for rejection of the petition at least 02 working days before the opening date of the meeting according to Clause 3, Article 142 of the Law on Enterprises. The convener of the General Meeting of Shareholders has the right to refuse the petition in one of the following cases:**

- The petition is sent in contravention of the provisions of Clause d of this Article;
- The proposed issue is not under the decision-making authority of the General Meeting of Shareholders;
- Other cases as prescribed in the company's charter.

**In case the proposal is valid: the convener of the General Meeting of Shareholders must accept and include the proposal in the proposed agenda and**

contents of the meeting according to Clause 4, Article 142 of the Law on Enterprises.

e. Other rights are provided for in this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

a. Ordinary shareholders form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening date of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

### **Điều 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy.

2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.

3. Comply with the Company's Charter and the Company's Internal Management Regulations;

4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Attending the meeting of the General Meeting of Shareholders and exercising the right to vote through the following forms:

- a. Attending and voting directly at the meeting;
- b. Authorize other individuals and organizations to attend and vote at meetings;
- c. Attending and voting through online conferences, electronic voting or other electronic forms;
- d/ To send voting slips to the meeting by mail, fax or e-mail.

7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

- a. Violation of law;
  - b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c. Payment of debts that are not due in the face of possible financial risk to the Company.
8. Fulfill other obligations as prescribed by current law.

#### **Điều 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) time per year and within four (04) months from the end of the fiscal year. Unless otherwise provided for in the company's charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the Annual General Meeting of Shareholders, the General Meeting of Shareholders may hold extraordinary meetings. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the annual financial statements and estimates for the next fiscal year. In case the meeting of the Company's annual financial audit report contains material exclusions, contrary audit opinions or refusals, the Company must invite the representative of the auditing firm approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing firm mentioned above shall be responsible to attend the Company's Annual General Meeting of Shareholders to explain relevant contents.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefit of the Company;

b. The remaining number of members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;

c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for the convening of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;

d. At the request of the Supervisory Board;

e. Other cases as prescribed by law and the company's charter.

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must ~~Summons~~ **Send invitation notifications** General Meeting of Shareholders **Unusual** within thirty (30) days from the date on which the remaining members of the Board of Directors, independent members of the Board of Directors or members of the Control Board as prescribed at Point b Clause 3 or receipt of the request specified at Points c and d, Clause 3 This;

b. In case the Board of Directors does not ~~Summons~~ **Send invitation notifications** meeting of the General Meeting of Shareholders as prescribed at Point a Clause 4 In this regard, within the next thirty (30) days, the Control Board must replace the Board of Directors ~~Summons~~ **Send invitation notifications** meeting the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 140 of the Law on Enterprises;

c. In case the Control Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders specified at Point c Clause 3 has the right to request the Company's representative to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are reimbursed by the company. This cost does not include expenses spent by shareholders when

attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

### **Điều 15. Rights and duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a. Through the company's development orientation;
- b. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
- c. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
- d. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- e. Decision on amendments and supplements to the company's charter;
- f. Approval of annual financial statements;
- g. Decide to repurchase more than 10% of the total sold shares of each type;
- h. Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the company and its shareholders;
- i. Decision on reorganization or dissolution of the company;
- j. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
- k. Approving the internal regulations on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Supervisory Board;
- l. Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
- m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following issues:

- a. The Company's annual business plan;
- b. Audited annual financial statements;



- c. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
  - d. Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;
  - e. Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;
  - f. Dividend level for each share of each type;
  - g. Number of members of the Board of Directors and the Control Board;
  - h. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - j. Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
  - k. Supplementing and amending the Company's Charter;
  - l. The type of shares and the number of new shares issued for each type of shares and the transfer of shares of the founding members within the first three years from the date of establishment;
  - m. Division, separation, consolidation, merger or transformation of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
  - p. Decide to repurchase more than 10% of the total sold shares of each type;
  - ~~q. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets stated in the latest financial statements;~~
  - ~~r. Contracts or transactions other than contracts or transactions with a value of less than 35% of the total value of assets of the enterprise stated in the latest financial statements or another ratio or value smaller as prescribed in the company's charter;~~
- ~~Contracts, transactions of borrowing, lending or sale of assets with a value greater than 10% of the total value of assets of the enterprise stated in the latest financial statements between the company and shareholders owning 51% or more~~

of the total voting shares or related persons of such shareholders according to Clause 3, Article 167 of the Law on Enterprises.

s. Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

t. Approving the internal regulations on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Supervisory Board;

u. Other matters as prescribed by law and this Charter.

3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

### **Điều 16. Authorized Representatives**

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

In case the company's charter does not provide otherwise, the appointment of an authorized representative shall comply with the provisions of Clause 3, Article 167 of the Law on Enterprises as follows:

- Shareholders being organizations owning at least **10% of** the total number of ordinary shares may authorize a maximum **of 03 (three)** authorized representatives;

- Shareholders being organizations owning less than **10%** of the total number of ordinary shares may authorize a maximum **of 01 (one)** representative. (This Clause does not have specific provisions in the Law, but is supplemented to ensure streamlining in governance if the Charter does not have other provisions that are more relaxed)

- In case a shareholder appoints more than one authorized representative, the contributed capital and the number of shares for each authorized representative must be specified. In case the owner, members and shareholders of the company do not determine the corresponding capital contribution and number of shares for each authorized representative, the contributed capital and number of shares shall be divided equally among all authorized representatives.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of

authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the participants of the meeting must present the initial authorization document of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting votes of the authorized persons attending the meeting within the scope of their authorization shall still be valid in one of the following cases:

- a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b. The authorizer has canceled the authorization designation;
- c. The authorizer has cancelled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Điều 17. Change permissions**

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

2. The holding of a meeting of shareholders holding a type of preference shares to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of the par value of the issued shares of that type. In case there are insufficient number of delegates as mentioned above, the meeting shall be reconvened within the next thirty (30) days and the holders of shares of that type (regardless of the number of delegates and shares) who are present in person or through authorized representatives shall be deemed to have sufficient number of delegates. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their

representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedure for conducting such separate meetings is carried out similarly to the provisions at Điều 19, Article 20 and Điều 21 This Charter.

4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

### **Điều 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Điều 14 This Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Prepare the program and content of the congress;

c. Preparing documents for the congress;

d. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

e. Determining the time and place of the congress;

f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

g. Other tasks for the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the

date of the General Meeting of Shareholders, (counting from the date the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agendas, documents used in the meeting;
- b. List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
- c. Voting slips;
- d. Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, the number of each type of shares of the shareholder, and the contents of the petition to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the proposals specified in Clause 4 This in the following cases:

- a. The petition is sent in contravention of the provisions of Clause 4 of this Article;
- b. At the time of the petition, the shareholder or group of shareholders does not have enough from 5% ordinary shares or higher as prescribed in Clause 2 Điều 12 This Charter;
- c. Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

## **Điều 19. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.

2. In case there is not a sufficient number of necessary delegates within thirty (30) minutes from the time of fixation for the opening of the congress, the convener of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date on which the first General Meeting of Shareholders is intended. The General Meeting of Shareholders shall be reconvened only when the members are shareholders and authorized representatives attending the meeting representing 33% or more of the total votes.

3. In case the second general meeting is not held due to the insufficient number of necessary delegates within thirty (30) minutes from the time of setting the opening of the general meeting, the third general meeting of shareholders may be convened within twenty (20) days from the date of the intended holding of the second general meeting and in this case the second general meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide on all matters expected to be approved at the 1st General Meeting of Shareholders.

## **Điều 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:

a. When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder shall be inscribed;

b. In case the shareholder authorizes other shareholders of the company to attend the meeting and vote, the number of votes of the authorized shareholders will be included in the number of votes of the authorized shareholders, the voting cards of the authorized shareholders will show the registration number, full names and voting numbers of all authorized and authorized shareholders. The voting slip shows the shareholder's code, the full name of the authorized shareholder, the total number of votes of the authorized shareholder and the authorized shareholders;

c. Shareholders, authorized representatives of shareholders being organizations or authorized persons who arrive after the General Meeting of

Shareholders have opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The presiding judge is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged;

d. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the presiding judge. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman.

2. The election of the presiding officer, secretary and vote-counting committee is prescribed as follows:

a. The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them to preside over the meeting on the principle of majority. In case of failure to elect a person to be the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to preside over the meeting;

b. Except for the case specified at Point a of this Clause, the person who convenes the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest vote shall be appointed as the chairman of the meeting;

c. The chairperson shall appoint one or several persons to act as the secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.

4. The chairman of the general meeting may carry out necessary activities to control the General Meeting of Shareholders in a valid and orderly manner, according to the approved program and reflect the wishes of the majority of delegates attending the meeting:

a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;

b. Ensure the safety of everyone present at the meeting places;

c. Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. When voting at the congress, the number of votes in favor of the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally the total number of votes for or against is counted to decide. The results of the vote counting were announced by the Chairman immediately before the end of the meeting.

6. The convener or chairman of the General Meeting of Shareholders has the following rights:

a. Request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures.

b. Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the presiding officer's executives, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

7. The presiding judge has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of registered participants for a maximum of 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the meeting venue in the following cases:

a. The meeting venue does not have enough seating to be convenient for all participants;

b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.

8. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.



9. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law.

### **Điều 21. Conditions for approving the resolution of the General Meeting of Shareholders**

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a. Type of shares and total number of shares of each type;
- b. Change of business lines, professions and fields;
- c. Changes in the organizational structure of the company's management;
- d. Projects to invest in or sell assets with a value equal to or greater than 35% of the total value of assets recorded in the company's latest financial statements;
- e. Reorganization and dissolution of the company.

2. Other resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions violate the provisions of the Law on Enterprises and the company's charter.

### **Điều 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders**

The competence and mode of collecting shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the decisions of the General Meeting of Shareholders on all matters under the decision-making competence of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, including the matters specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion poll, the draft decision of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for sending the opinion poll back. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion poll must contain the following principal contents:

a. Name, address of the head office, enterprise code;

b. Purpose of collecting opinions;

c. Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;

d. Issues that need to be consulted for approval of decisions;

e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f. The deadline for sending to the Company the answered opinion poll form;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion poll to the Company by mail, fax or email according to the following provisions:

a. In case of sending letters, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b. In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes.

c. Opinion polls sent to the Company after the time limit specified in the opinion collection content or have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Purpose and issues to be consulted to approve the decision;
- c. The number of shareholders with the total number of votes who participated in voting, distinguishing the number of valid votes and the number of invalid votes, the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
- d. The total number of votes in favor, disapproval and no opinion on each issue;
- e. The issue was passed and the vote rate passed accordingly;
- f. Full names and signatures of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions may be replaced by posting on the Company's website within twenty-four (24) hours from the date of the end of the vote counting.

7. The answered opinion poll, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the Company's head office.

8. A resolution shall be adopted in the form of collecting shareholders' opinions in writing if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote and has the same validity as the resolution passed at the General Meeting of Shareholders.

### **Điều 23. Minutes of the meeting, Resolution of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in English and contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Agenda and contents of the meeting;
- d. Full name of the presiding judge and secretary;

e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the corresponding ratio of the total number of votes of shareholders attending the meeting;

h. The issues that have been passed and the corresponding voting rate;

i. Full name, name and signature of the presiding judge and clerk. In case the chairperson or deputy signatory refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese version shall apply.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market and must be stored at the Company's head office.

#### **Điều 24. Request for cancellation of the Resolution of the General Meeting of Shareholders**

Within ninety (90) days after receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for consultation of the General Meeting of Shareholders, the shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, to cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

## **VII. BOARD**

### **Điều 25. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work process;
- d. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- e. Interests related to the Company and its related parties;
- f. Other information (if any);
- g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders holding between 10% and less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% shall be nominated for a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from 60% to less than 70% shall be nominated for a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates;

and from 80% to less than 90% are nominated for a maximum of eight (08) candidates.

3. In case the number of candidates of the Board of Directors approved for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nomination according to the mechanism prescribed by the Company in the Charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

~~4. Members of the Board of Directors must meet the following criteria and conditions: as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.~~

~~a. Having full civil act capacity, not being banned from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;~~

~~b. Having professional qualifications and experience in business administration or in the fields, business lines of the company and not necessarily being a shareholder of the company, unless otherwise provided for by the company's charter;~~

~~c. Not being a person who has a family relationship (wife, husband, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister, brother-in-law, sister-in-law, sister-in-law) of the General Director and other managers of the Company;~~

~~d. A member of the Board of Directors of a public company may only be a member of the Board of Directors of a maximum of five (05) other companies;~~

~~e. The Chairman of the Board of Directors may not concurrently hold the title of General Director (Director) of 01 public company.~~

~~5. An independent member of the Board of Directors must meet the following criteria and conditions:~~

~~a. Not be a person who is working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least 03 consecutive years;~~

~~b. Not being a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;~~

~~c/ Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the company; being a manager of the company or its subsidiaries;~~

~~d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;~~

e. Not being a person who has been a member of the Board of Directors or the Supervisory Board of the company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

## **Điều 26. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is *five (05)* people.

2. The term of office of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

3. The structure of members of the Board ~~of Directors of a public company is prescribed~~ as follows:

~~The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.~~

The number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors.

With the number of five (05) members of the Board of Directors, the number of independent members of the Board of Directors of a listed company is 01 person as prescribed in Clause 4a, Article 276 of Decree 155/2020/ND-CP.

~~The number of independent members of the Board of Directors of a listed company is at least 01 person.~~

4. A member of the Board of Directors shall no longer be a member of the Board of Directors in the following cases: ~~shall be dismissed, dismissed or replaced by the General Meeting of Shareholders under the provisions of Article 160 of the Law on Enterprises.~~

a. No longer fully meet the criteria and conditions specified in Clause 4, Article 25 of the Company's Charter;

b. Have a written resignation. The dismissal of a member of the Board of Directors in this case shall only take effect from the date it is approved by the General Meeting of Shareholders by Resolution. While waiting for the Resolution of the General Meeting of Shareholders, members who have submitted their resignations must still fully perform their rights and duties;

- c. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
- d. Other cases specified in the company's charter.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

## **Điều 27. Powers and duties of the Board of Directors**

1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full powers to exercise all rights on behalf of the Company except for matters under the jurisdiction of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and tasks:

- a. Decide on the Company's medium-term development strategy, development plan and annual production and business plan;

- b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

- c. Decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

- d. Deciding on the selling price of the Company's shares and bonds;

- e. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

- f. To decide on investment plans and investment projects within their competence and limits as prescribed by law;

- g. Deciding on solutions for market development, marketing and technology;

- h. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements and contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

- i. Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, dismissing, signing and terminating contracts of the



General Director and other important managers as prescribed by the company's charter; to decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration levels and other benefits of such persons;

j. Supervising and directing the General Director and other managers in running the Company's daily business;

k. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;

l. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;

m. Submit the audited annual financial statements to the General Meeting of Shareholders;

n. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

o. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;

p. Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; Decision on promulgation of the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the Company;

q. Fully implement the contents of the agreement on the general operation framework in the complex of parent companies - subsidiaries of Vietnam Publishing House;

d. Applying and complying with the statutes, regulations and general operating procedures in the parent company - subsidiary complex issued by the Vietnam Publishing House in accordance with the law.

e. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter;

3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors in accordance with the provisions of Article 280 of the Government's Decree No. 155/2020/ND-CP dated

December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

### **Responsibilities and obligations of the Board of Directors**

The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Corporate Law, the company's charter and the following responsibilities and obligations:

1. Be accountable to shareholders for the company's activities;
2. Treat all shareholders equally and respect the interests of persons with interests related to the company;
3. Ensure that the company's operations comply with the provisions of the law, the company's Charter and internal regulations;
4. Formulate the Operation Regulation of the Board of Directors and submit it to the General Meeting of Shareholders for approval and publication on the company's website. The Minister of Finance shall guide the form of the Regulation on operation of the Board of Directors for public companies to refer to in the formulation of the Regulation on operation of the Board of Directors;
5. Supervising and preventing conflicts of interest of members of the Board of Directors, members of the Supervisory Board, General Director (Directors) and other managers, including misuse of company assets and abuse of transactions with related parties;
6. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval as prescribed in Article 270 of Decree 155/2020/ND-CP;
7. Appointment of the person in charge of corporate governance;
8. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, the General Director (Director) and other managers of the company;
9. Report on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 280 of Decree 155/2020/ND-CP;
10. Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.

### **Điều 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. The work remuneration is calculated according to the number

of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that according to the Board of Directors are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

## **Điều 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a. Formulate programs and plans for activities of the Board of Directors;
- b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;

d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e. Chairman of the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by law and the company's charter;

4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

### **Điều 30. Board Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest and equal percentage of votes, the members shall elect on the principle of majority to elect one of them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a. At the request of the Control Board or an independent member of the Board of Directors;

b. At the request of the General Director or at least 05 other managers;

c. There is a proposal of at least 02 members of the Board of Directors.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) days from the date of receipt of the proposal specified in Clause 3 of this Article. In case the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors at the request of the Chairman, the Chairman shall be responsible for the damage caused to the Company; the proposers have the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In the second time, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
- c. Attend and vote through online conferences, electronic voting or other electronic forms;

- d. Send voting ballots to the meeting by mail, fax, email;
- e. Send the voting slip by other means (if any).

10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

### **Điều 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with membership of subcommittees of the Board of Directors must comply with the provisions of current law and the provisions of the Company's Charter and Internal Regulations on corporate governance.

### **Điều 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
- b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c. Advising on the procedure of meetings;
- d. Attend meetings;
- e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;
- g. Supervise and report to the Board of Directors on the company's information disclosure activities;
- h. Acting as a point of contact with relevant stakeholders;
- i. Confidentiality of information in accordance with the provisions of law and the company's Charter;
- j. Other rights and obligations as prescribed by law and the company's charter.

## **VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES**

### **Điều 33. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors. The company has one (01) General Director, Deputy General Directors and one Chief Accountant and other managerial positions appointed by the Board of Directors, excluding the person in charge of corporate governance, the representative authorized to disclose information, the heads and deputy heads of professional departments and members of the Party Committee, Executive Committees of Party organizations and mass organizations of enterprises. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

### **Điều 34. Business Executives**

1. The company's executives include the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's charter but excluding persons in charge of corporate governance, representatives authorized to disclose information, heads and deputy heads of specialized departments and members of the Party committee. Executive Committees of Party organizations and mass organizations of enterprises.

2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the company's management structure and practices prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.

3. The General Director must meet the following criteria and conditions:

- a. Having full civil act capacity and not being banned from managing the enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Having professional qualifications and experience in business administration or in the main fields, branches and business lines of the Company;
- c. Must not be a person with family relations of the company manager, the Controller of the Company and the parent company; representatives of state ownership interests, representatives of capital interests of enterprises at the Company and at the parent company;
- d. They must not be concurrently the General Director (Director) of another enterprise.

4. The General Director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.

5. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

6. The Company's executives are responsible for:

- Fully implement the contents of the agreement on the general operation framework in the complex of parent companies - subsidiaries of the Vietnam Publishing House;
- Applying and complying with the statutes, regulations and general operating procedures in the complex of parent companies - subsidiaries of the Vietnam Publishing House issued in accordance with the provisions of law.



### **Điều 35. Appointment, dismissal, duties and powers of the CEO**

1. The Board of Directors appoints a member of the Board of Directors or hires another person as the General Director.

2. The General Director is the person who runs the day-to-day business of the Company which is not under the authority of the Board of Directors; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of times. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's Charter.

4. The General Director has the following powers and responsibilities:

a. Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;

b. Organizing the implementation of resolutions and decisions of the Board of Directors;

c. Organizing the implementation of the Company's business plan and investment plan;

d. Proposing the organizational structure plan and internal management regulations of the Company;

e. Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;

g. Labor recruitment;

h. Proposing a plan to pay dividends or handle losses in business;

i. Other rights and obligations as prescribed by law and the company's charter.

5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors attending the meeting have the right to vote in favor of and appoint a new General Director to replace him.

### **IX. SUPERVISORY BOARD**

### **Điều 36. Candidacy and nomination of members of the Control Board (controllers)**

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of candidates approved by the Supervisory Board and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the mechanism specified in the company's Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

### **Điều 37. Composition of the Supervisory Board**

1. The number of members of the Supervisory Board of the Company is three (03) people. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. In case a member of the Control Board has not yet been elected at the same time at the end of the term of office, the members of the Control Board who have completed their term of office shall continue to exercise their rights and perform their obligations until the new member of the Control Board is elected and accepts the tasks.

3. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into 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 auditing the company's financial statements for the previous three (03) years.

4. Members of the Control Board shall be dismissed from office in the following cases:

- a. No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
- b. Have a letter of resignation and be approved;
- c. Other cases as prescribed by law and this Charter.

5. A member of the Control Board shall be dismissed in the following cases:

- a. Failing to complete assigned tasks and jobs;

- b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
- c. Seriously violating or repeatedly violating the obligations of the Comptroller as prescribed by the Law on Enterprises and the company's Charter;
- d. According to the decision of the General Meeting of Shareholders;
- e. Other cases as prescribed by law and this Charter.

### **Điều 38. Head of the Supervisory Board**

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Control Board:

- a. Convening a meeting of the Supervisory Board;
- b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Control Board;
- c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

### **Điều 39. Rights and obligations of the Control Board**

The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
- 2. To be responsible to shareholders for their supervisory activities.
- 3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Director, and other managers.
- 4. Ensure coordination with the Board of Directors, the General Director and shareholders.
- 5. In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify in writing to the Board

of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.

6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.

10. Other rights and obligations as prescribed by law and the company's charter.

#### **Điều 40. Supervisory Board Meeting**

1. The Control Board must meet at least 02 times in a year, the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

#### **Điều 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

Salaries, remunerations, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.

2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This

total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Điều 42. Responsibility for Caution**

Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith in the best interests of the Company and with the degree of care that a prudent person must exercise in his or her office equivalent position and in similar circumstances.

### **Điều 43. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Control Board, General Director and other executives must publicize relevant interests in accordance with the provisions of the Law on Enterprises and other relevant laws.

2. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in

accordance with the provisions of the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these entities are not allowed to use or disclose to others internal information to carry out related transactions.

6. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Director, other executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:

a. For contracts valued at less than 35% of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Control Board, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

b. For contracts with a value greater than 35% of the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Control Board, General Director, etc other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

#### **Điều 44. Liability for Damage and Compensation**

1. Members of the Board of Directors, members of the Control Board, General Directors and other executives who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations shall be responsible for the damages caused by their violations.

2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, General Director, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and without evidence confirming that such person has breached his or her responsibilities

3. Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyer fees) when settling these cases within the

framework of the law. The company may purchase insurance for these people to avoid the above liabilities.

## **XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS**

### **Điều 45. Right to investigate books and records**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:

a. Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.

3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.

4. The company must keep this Charter and any amendments to the Charter, the Certificate of Enterprise Registration, regulations, documents proving the ownership of assets, the resolution of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors. reports of the Supervisory Board, annual financial statements, accounting books and any other papers as prescribed by law at the head office or another place provided that the shareholders and the business registration authority are notified of the location where these papers are stored.

5. The company's charter must be published on the company's website.

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Điều 46. Workers and trade unions**

1. The General Director shall make a plan for the Board of Directors to approve matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director shall make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Điều 47. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.

2. The Company does not pay interest on dividend payments or payments related to a type of stock.

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in whole or in part in shares and the Board of Directors is the agency that implements this decision.

4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the money transferred by the Company to this shareholder. The payment of dividends for stocks listed on the Stock Exchange may be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors approves resolutions and decisions to determine a specific date to finalize the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.



#### **XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEMS**

##### **Điều 48. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

##### **Điều 49. Fiscal Year**

The Company's financial year starts from the first day of January every year and ends on the 31st day of December. The first financial year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31, 2010.

##### **Điều 50. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in one foreign currency, it may choose that foreign currency as the accounting currency, take responsibility for such choice before law and notify it to the direct tax administration agency.

#### **XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT**

##### **Điều 51. Annual, semi-annual and quarterly financial statements**

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.

2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.

3. The company must prepare and publish reviewed semi-annual reports and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

### **Điều 52. Annual Report**

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

## **XVI. CORPORATE AUDIT**

### **Điều 53. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these units to conduct the Company's audit activities for the next fiscal year based on the terms and conditions agreed with the Association. co-governance.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors who perform the audit of the Company are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on matters related to the audit of the Company's financial statements ty.

## **XVII. SEALS**

### **Điều 54. Seal of the business**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage seals in accordance with current law.

4. In addition, the subjects allowed to use the Company's seal for reporting and information disclosure as prescribed include: Head of the Control Board, authorized representative to disclose information.

## **XVIII. COMPANY DISSOLUTION**

### **Điều 55. Dissolution of the company**

1. The company may be dissolved in the following cases:
  - a. Termination of the operation term stated in the company's charter without a decision on extension;
  - b. According to the resolutions and decisions of the General Meeting of Shareholders;
  - c. The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - d. Other cases as prescribed by law;
2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified and approved by the competent authority (if required) as prescribed.

### **Điều 56. Extension of Operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation term shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

### **Điều 57. Liquidation**

1. At least six (06) months before the end of the Company's operation term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall have to report to the business registration authority on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Board has represented the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.

3. The proceeds from the liquidation shall be paid in the following order:

- a. Liquidation expenses;
- b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
- c. Taxes and amounts paid to the State;
- d. Other liabilities of the Company;
- e. The remaining balance after all debts from items (a) to (d) above have been paid shall be distributed to shareholders. Preferred shares are prioritized for prepayment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Điều 58. Internal Dispute Resolution**

1. In case of disputes or complaints related to the Company's activities or the rights and obligations of shareholders as prescribed in the company's Charter, the Law on Enterprises, other laws or administrative regulations stipulated between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, Supervisory Board, General Director or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present practical factors related to the dispute within *thirty (30)* working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request *the Company* to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to Economic Arbitration or the Economic Court.

3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's expenses shall be made in accordance with the Court's judgment.

## **XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Điều 59. Supplements and amendments to the Charter**

1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the operation of the Company.

## **XXI. EFFECTIVE DATE**

### **Điều 60. Effective Date**

1. This Charter consists of 21 chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company on April 22, 2026 at the Annual General Meeting of Shareholders in 2026 and jointly approves the full validity of this Charter.

2. The Charter shall be made in ten (10) copies, of equal validity and kept at the Company's head office.

3. This Charter is unique and official of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors or the company's legal representative./.

**LEGAL REPRESENTATIVE**  
(Sign, specify full name and seal)

No: ...../SMN-HĐQT

*Ho Chi Minh City, April 22nd, 2026*

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

*- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and the amending Law No. 56/2024/QH15 dated 29/11/2024;*

*- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and the amended Law on Enterprises No. 76/2025/QH15 dated 17/6/2025;*

*- Pursuant to the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities;*

*- Pursuant to the Ministry of Finance's Circular No. 116/2020/TT-BTC dated 31/12/2020 guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated 31/12/2020 detailing the implementation of a number of articles of the Law on Securities;*

*- Pursuant to the Charter of Southern Educational Books and Equipment Joint Stock Company;*

*- Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company dated April 22, 2026,*

The Board of Directors of Southern Educational Books and Equipment Joint Stock Company promulgates the Internal Regulation on the management of Southern Educational Books and Equipment Joint Stock Company, including the following contents:

### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The internal regulation on corporate governance stipulates the contents of the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; order and procedures for meetings of the General Meeting of Shareholders; nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors, the Control Board, the General Director and other activities as prescribed in the company's charter and other current provisions of law.

2. Subjects of application: This Regulation applies to members of the Board of Directors, the Control Board, the General Director and related persons.

### **Article 2. General Meeting of Shareholders**

#### **1. Roles, rights and obligations of the General Meeting of Shareholders**

The roles, rights and obligations of the General Meeting of Shareholders shall comply with the provisions of Article 138 of the Law on Enterprises, the Law on Securities and Articles 14 and 15 of the company's Charter.

2. The order and procedures for the General Meeting of Shareholders to approve resolutions in the form of voting at the General Meeting of Shareholders include the following principal contents:

a) Competence to convene the General Meeting of Shareholders

The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Annual General Meeting of Shareholders shall be held once (01) time per year and within four (04) months from the end of the fiscal year. Unless otherwise provided for in the company's charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year.

The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the company's Charter.

b) Make a list of shareholders entitled to attend the meeting

The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders.

c) Notification of the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders

The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.

d) Notice of convening the General Meeting of Shareholders

The notice of the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the date of the General Meeting of Shareholders (counting from the date the notice is duly sent or sent).

e) Agenda and contents of the General Meeting of Shareholders (persons tasked with preparing the agenda and contents of the General Meeting of Shareholders; regulations on shareholders' proposals included in the meeting agenda)

The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the document is not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to

the meeting must clearly state the link to all meeting documents so that shareholders can access them.

Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of the company's charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, the number of each type of shares of the shareholder and the contents of the petition to be included in the meeting agenda.

The convener of the General Meeting of Shareholders must accept and include the proposals specified in this Clause in the tentative agenda and contents of the meeting, and the proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may reject the proposals specified in this Clause in the following cases:

- The petition is sent in contravention of the above regulations;
- At the time of petition, the shareholder or group of shareholders does not have enough 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the company's charter;
- The proposed issue is not within the scope of the decision of the General Meeting of Shareholders;
- Other cases as prescribed by law and this Charter.

The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.

f) The authorization of the representative to attend the General Meeting of Shareholders

The authorization of the representative to attend the General Meeting of Shareholders shall comply with the provisions of Article 144 of the Law on Enterprises and Article 16 of the company's Charter.

g) How to register to attend the General Meeting of Shareholders

Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:

- When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder shall be inscribed;



- In case the shareholder authorizes other shareholders of the company to attend the meeting and vote, the number of votes of the authorized shareholder will be included in the number of votes of the authorized shareholder, the voting card of the authorized shareholder will show the registration number, full names and voting numbers of all authorized and authorized shareholders. The voting slip shows the shareholder's code, the full name of the authorized shareholder, the total number of votes of the authorized shareholder and the authorized shareholders;

- Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the General Meeting of Shareholders have opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The presiding judge is not responsible for stopping the meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.

#### h) Conditions for conduct

Conditions for conducting the General Meeting of Shareholders shall comply with the provisions of Article 145 of the Law on Enterprises and Article 19 of the company's Charter.

#### i) Forms of approval of resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders discusses and votes on each issue in the program content at the meeting by voting cards or voting ballots.

#### j) How to vote

The General Meeting of Shareholders shall elect persons responsible for counting votes or supervising the vote counting at the request of the Chairman of the meeting. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

Each ownership share or ownership representative corresponds to a voting unit. Voting format, order of asking for voting opinions at the meeting: The voting shall be conducted by voting in favor, disapproval and no opinion.

Voting cards are used to vote for approval right at the meeting in the form of holding up voting cards, including: Approval of the Presidium, Secretary of the Union, Vote Counting Committee, Program, Working Regulations, list of candidates, election of members of the Board of Directors, members of the Control Board, etc. Minutes and Resolutions at the Congress,...

Voting papers are used to vote by secret ballot in the ballot box, including: Approval of the Report on production and business results; Audited financial statements; Report on the activities of the Board of Directors; Report on activities of the Control Board; Distribution of after-tax profits; Remuneration – commendation of the Board of Directors and the Supervisory Board; Production and business plan targets,...

k) Method of counting votes

When voting at the congress, the number of votes in favor of the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally the total number of votes for or against is counted to decide.

l) Conditions for the adoption of the resolution

Conditions for approving the resolution of the General Meeting of Shareholders shall comply with the provisions of Article 148 of the Law on Enterprises and Article 21 of the company's Charter.

m) Notification of vote counting results

The results of the vote counting were announced by the Chairman immediately before the end of the meeting.

n) Method of objection to the resolution of the General Meeting of Shareholders

Comply with the provisions of Article 132 of the Law on Enterprises.

o) Making minutes of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders shall be made in accordance with the provisions of Article 150 of the Law on Enterprises and Article 23 of the company's Charter.

p) Announcement of the Resolution of the General Meeting of Shareholders

The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market and must be stored at the Company's head office

3. The order and procedures for the General Meeting of Shareholders to approve a resolution in the form of collecting written opinions include the following main contents:

a) Cases in which written opinions are and are not allowed to be consulted

The Board of Directors has the right to collect shareholders' opinions in writing to approve the decisions of the General Meeting of Shareholders on all matters under the decision-making competence of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, including the matters specified in Clause 2, Article 147 of the Law on Enterprises.

b) Order and procedures for meeting the General Meeting of Shareholders to approve the Resolution in the form of collecting written opinions

The order and procedures for meeting the General Meeting of Shareholders to approve the Resolution in the form of collecting written opinions shall comply

with the provisions of Article 149 of the Law on Enterprises and Article 22 of the company's Charter.

4. The order and procedures for the General Meeting of Shareholders to approve resolutions in the form of online conferences include the following main contents:

Based on the actual situation, the Board of Directors decided to convene the general meeting in the form of an online conference. In case the general meeting is held online, the congress organizing committee established by the Board of Directors is responsible for implementing procedures and tasks according to this Regulation to serve the online organization.

a) Notice of convening the online General Meeting of Shareholders

The organizing committee of the general meeting shall carry out the procedures for making a list of shareholders entitled to attend meetings, send invitation letters to meetings, disclose information, send meeting documents and other tasks as prescribed in the company's charter; send a document with instructions on confirming the status of a shareholder to each shareholder.

b) How to register to attend the online General Meeting of Shareholders

- Shareholders use the access account to log in to the system and register to attend the online General Meeting in accordance with the Company's regulations and instructions.

- Shareholders who register to attend the meeting online after the meeting has opened are still allowed to register to attend and have the right to vote after completing registration. The chairman is not allowed to stop the meeting so that shareholders can register to attend and the validity of the issues that have been voted on is not affected.

c) The authorization of the representative to attend the online General Meeting of Shareholders

Shareholders can authorize others to attend and vote at the online conference. The authorization shall comply with the provisions of Article 16 of the company's charter and the specific provisions of the notice of convening the online General Meeting of Shareholders.

d) Conditions for conduct

The online General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.

The system of organizing online conferences and electronic voting must meet the following conditions:

- The transmission line of the system at the main location must be continuous and stable, ensuring the attendance of shareholders is not interrupted. In case the organization of the congress is interrupted at the main venue, the

organizing committee of the congress or the presiding committee must summarize the development of such interruption.

- The main venue must ensure the conditions of sound, light, transmission lines, power sources, electronic means and other equipment according to the requirements and nature of the online meeting.

- Ensure information security, keep the account confidential to access the system. All information received and provided on the system ensures the principle of information confidentiality and is in accordance with the provisions of the Law on Cyber Information Security.

- Electronic data of the online conference program must be stored and extracted from the system.

#### e) Forms of approval of resolutions of the online General Meeting of Shareholders

Shareholders or authorized representatives of shareholders attending the online General Meeting of Shareholders shall vote on issues under the jurisdiction of the General Meeting of Shareholders through the online voting system or electronic voting or other electronic forms under the guidance of the Company or service providers signed by the Company co-implemented.

Conditions for approving the resolution of the online General Meeting of Shareholders shall comply with the provisions of Article 21 of the company's charter.

#### f) How to vote online

Shareholders exercise their voting rights through the form of an online voting system or electronic voting or other electronic forms. Shareholders use the access account and OTP code to log in to the online voting system according to the Company's instructions;

Shareholders or authorized representatives of shareholders who attend the online General Meeting of Shareholders late compared to the opening time still have the right to attend the meeting and vote at the meeting, the Chairman is not responsible for stopping the meeting so that shareholders or authorized representatives of shareholders who meet late complete the procedures for registering for online meetings and the validity of the meetings. The voting that was conducted before the late shareholders attended was not affected.

#### g) Online vote counting method

Shareholders or authorized representatives attending the online General Meeting of Shareholders are disconnected before the voting time ends, the contents that shareholders have voted on will be recorded and which contents have not been voted on will not be counted when counting votes. When shareholders or authorized representatives reconnect to the online conference system, online voting or other electronic forms, they may continue to vote on the remaining contents of the General Meeting of Shareholders that have not yet voted.

h) Notification of vote counting results

The voting results are announced by the Chairman or the Vote Counting Committee right at the online conference.

i) Making minutes of the General Meeting of Shareholders

The online General Meeting of Shareholders must be recorded in minutes and the minutes of the online General Meeting of Shareholders must be made in accordance with the provisions of Article 150 of the Law on Enterprises and Article 23 of the company's Charter.

The minutes of the meeting and the resolution of the General Meeting of Shareholders are read and approved before the closing of the online conference.

j) Announcement of the Resolution of the General Meeting of Shareholders

The resolution of the online General Meeting of Shareholders must be disclosed in accordance with the provisions of the company's charter and the provisions of the securities law.

5. The order and procedures for the General Meeting of Shareholders to approve resolutions in the form of face-to-face and online conferences include the following main contents:

a) Notice of convening of the General Meeting of Shareholders

The organizing committee of the general meeting shall carry out the procedures for making a list of shareholders entitled to attend meetings, send invitation letters to meetings, disclose information, send meeting documents and other tasks as prescribed in the company's charter; send a document with instructions on confirming the status of a shareholder to each shareholder.

b) How to register to attend the General Meeting of Shareholders

Shareholders can choose to register to attend the General Meeting of Shareholders at the venue in person or register to attend the meeting online according to the notice of invitation to the meeting.

Shareholders who register to attend the meeting after the meeting has opened are still allowed to register to attend and have the right to vote after completing the registration. The chairman is not allowed to stop the meeting so that shareholders can register to attend and the validity of the issues that have been voted on is not affected.

c) The authorization of the representative to attend the General Meeting of Shareholders

Shareholders can authorize others to attend and vote at the meeting in person or online. The authorization shall comply with the provisions of Article 16 of the company's charter and the specific provisions of the notice of convening the General Meeting of Shareholders if attending the meeting online.

d) Conditions for conduct

The meeting of the General Meeting of Shareholders in combination with online is conducted when the total number of shareholders attending the meeting represents more than 50% of the total votes.

The system of organizing online conferences and electronic voting must meet the conditions prescribed by the online General Meeting of Shareholders.

e) Form of approving the resolution of the General Meeting of Shareholders

Shareholders or authorized representatives of shareholders attending the General Meeting of Shareholders in person or online shall vote on issues under the competence of the General Meeting of Shareholders through approval directly at the meeting (if attending in person) and on the online voting system or electronic voting or other electronic forms under the guidance of the The Company or service providers are contracted by the Company (if participating in online meetings).

Conditions for approving the resolution of the General Meeting of Shareholders shall comply with the provisions of Article 21 of the company's charter.

f) How to vote

Shareholders participating in the meeting shall vote and vote according to the instructions at the meeting. Shareholders participating in the online meeting shall vote and vote according to the instructions prescribed by the online General Meeting of Shareholders.

g) Method of counting votes

The counting of votes of shareholders directly participating shall comply with regulations disseminated at the direct meeting.

The counting of votes of shareholders participating in the online meeting is regulated by the online General Meeting of Shareholders.

h) Notification of vote counting results

The voting results are announced by the Chairman or the Vote Counting Committee right at the conference in person and online.

i) Making minutes of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders in person and online must be made in accordance with the provisions of Article 150 of the Law on Enterprises and Article 23 of the company's Charter.

The minutes of the meeting and the resolution of the General Meeting of Shareholders shall be read and approved before the closing of the meeting.

j) Announcement of the Resolution of the General Meeting of Shareholders

The resolution of the General Meeting of Shareholders must be disclosed in accordance with the provisions of the company's charter and the provisions of the securities law.

### **Article 3. Board of Directors**

1. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors (including the right to be provided with information of members of the Board of Directors).

The roles, rights and obligations of the Board of Directors shall comply with the provisions of Article 153 of the Law on Enterprises and Article 27 of the company's Charter.

Members of the Board of Directors have the right to request the General Director, Deputy General Directors and other managers in the company to provide information and documents on the financial situation and business activities of the company and its units. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

2. Nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors shall include the following principal contents:

a) Term of office and number of members of the Board of Directors

The number of members of the Board of Directors is five (05) persons.

The term of office of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

b) Structure, criteria and conditions of members of the Board of Directors

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors. The number of independent members of the Board of Directors of a listed company is at least 01 person.

Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

c) Nomination and candidacy of members of the Board of Directors

Shareholders or groups of shareholders holding between 10% and less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% shall be nominated for a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from

60% to less than 70% shall be nominated for a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% are nominated for a maximum of eight (08) candidates.

In case the number of candidates of the Board of Directors approved for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nomination according to the mechanism prescribed by the Company in the Charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

Members of the Board of Directors are not necessarily shareholders of the Company. Therefore, the self-nomination of members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's Charter.

d) Method of election of members of the Board of Directors

The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting. Each shareholder has the total number of votes corresponding to the total number of shares owned by the number of elected members of the Board of Directors and the shareholder has the right to put all or part of his total votes to one or several candidates. The winner of the election of members of the Board of Directors is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes.

e) Cases of dismissal, dismissal and addition of members of the Board of Directors

Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

f) Notification of the election, dismissal or dismissal of members of the Board of Directors

The election, dismissal and dismissal of members of the Board of Directors will be notified by the company and disclosed information fully and promptly in accordance with the law on information disclosure on the stock market.

g) Method of introducing candidates for members of the Board of Directors



In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

- Full name, date of birth;
- Professional qualifications;
- Work history;
- Companies in which the candidate is holding the position of member of the Board of Directors and other managerial positions;
- Interests related to the Company and its related parties;
- Other information (if any);

The company is responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

h) Election, dismissal and dismissal of the Chairman of the Board of Directors

The election, dismissal and dismissal of the Chairman of the Board of Directors shall comply with the provisions of Article 156 of the Law on Enterprises and Article 29 of the company's charter.

### 3. Remuneration and other benefits of members of the Board of Directors

Remuneration and other benefits of members of the Board of Directors shall comply with relevant laws and Article 28 of the company's charter.

4. The order and procedures for organizing a meeting of the Board of Directors include the following principal contents:

#### a) Minimum number of meetings quarterly/year

The Board of Directors must meet at least 01 time per quarter, corresponding to at least 04 regular meetings in the year. In addition, the Board of Directors may hold extraordinary meetings to solve arising tasks and issues.

b) Cases in which an extraordinary meeting of the Board of Directors must be convened

The Chairman of the Board of Directors shall convene an extraordinary meeting of the Board of Directors in the following cases:

- At the request of the Control Board or an independent member of the Board of Directors;

- At the request of the General Director or at least 05 other managers;

- There is a proposal of at least 02 members of the Board of Directors.

The proposal must be made in writing, clearly stating the purposes, issues to be discussed and decided under the competence of the Board of Directors.

The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) days from the date of receipt of the above-mentioned proposal. In case the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors at the request of the Chairman, the Chairman shall be responsible for the damage caused to the Company; the proposers have the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

#### c) Notice of the meeting of the Board of Directors

The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

#### d) Right to attend meetings of the Board of Directors of members of the Control Board

Members of the Supervisory Board have the right to attend meetings of the Board of Directors, have the right to discuss but not vote.

#### e) Conditions for organizing meetings of the Board of Directors

A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In the second time, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

#### f) Voting method

Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- Attend and vote directly at the meeting;
- Authorize other persons to attend the meeting and vote if approved by a majority of members of the Board of Directors.
- Attend and vote through online conferences, electronic voting or other electronic forms;
- Sending voting ballots to the meeting by mail, fax, email;
- Sending voting papers by other means (if any).

In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

g) Methods of approving resolutions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

h) Authorization of other persons to attend meetings of members of the Board of Directors

Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

i) Making minutes of meetings of the Board of Directors

The making of minutes of meetings of the Board of Directors shall comply with the provisions of Article 158 of the Law on Enterprises.

The minutes of the meeting of the Board of Directors must be recorded fully and truthfully, reflecting the nature and developments of the meeting. The Secretary of the Board of Directors will attend the meeting and record the minutes of the Board of Directors meeting. The minutes of the meeting must be fully signed by the members of the Board of Directors attending the meeting.

j) In case the chairperson and/or secretary refuses to sign the minutes of the Board of Directors meetings

In case the presiding judge of the meeting, the person taking the minutes refuses to sign the minutes of the meeting but if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed in Clause 1, Article 158 of the Law on Enterprises, this record is still valid.

k) Notification of resolutions and decisions of the Board of Directors

Resolutions and decisions of the Board of Directors must be notified to relevant collectives and individuals in order to organize the full and timely implementation and disclose information on the contents prescribed by the Securities Law (if any).

#### 5. Subcommittees of the Board of Directors

Currently, the Board of Directors has not established subcommittees under the Board of Directors.

In the course of operation, the Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with membership of subcommittees of the Board of Directors must comply with the provisions of current law and the provisions of the Company's Charter and Internal Regulations on corporate governance.

6. Selection, appointment and dismissal of persons in charge of corporate governance shall include the following principal contents:

##### a) Criteria of the person in charge of corporate governance

Being a Vietnamese citizen, having professional qualifications and experience in business administration or the company's business fields, lines and lines and understanding the provisions of the Law on Enterprises, the Law on Securities and relevant legal documents.

The person in charge of corporate governance must not simultaneously work for an approved auditing organization that is auditing the company's financial statements.

##### b) Appointment of persons in charge of corporate governance

The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

##### c) Cases of dismissal of the person in charge of corporate governance

The person in charge of corporate governance shall be relieved of duty under the decision of the company's Board of Directors.

d) Notice of appointment and dismissal of persons in charge of corporate governance

The appointment and dismissal of the person in charge of corporate governance will be notified by the company and disclosed information fully and promptly in accordance with the law on information disclosure on the securities market.

e) Rights and obligations of the person in charge of corporate governance

The rights and obligations of the person in charge of corporate governance shall comply with Clause 3, Article 32 of the company's charter.

#### **Article 4. Supervisory Board**

1. Roles, rights and obligations of the Control Board and responsibilities of members of the Control Board

The roles, rights and obligations of the Control Board and responsibilities of members of the Control Board shall comply with the provisions of Articles 168, 170, 171, 173 of the Law on Enterprises and Article 39 of the company's charter.

2. The term of office, number, composition and structure of members of the Control Board shall include the following principal contents:

a) Term of office, number, composition and structure of members of the Control Board

The number of members of the Supervisory Board of the Company is three (03) people. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

In case a member of the Control Board has not yet been elected at the same time at the end of the term of office, the members of the Control Board who have completed their term of office shall continue to exercise their rights and perform their obligations until the new member of the Control Board is elected and accepts the tasks.

b) Criteria and conditions of members of the Control Board

Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:

- Working in the accounting and finance department of the Company;
- Being a member or employee of an independent auditing firm auditing the company's financial statements for the previous three (03) years.

c) Nomination and candidacy of members of the Control Board

Shareholders or groups of shareholders holding between 10% and less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% shall be nominated for a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from 60% to less than 70% shall be nominated for a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% are nominated for a maximum of eight (08) candidates.

In case the number of candidates approved by the Supervisory Board and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the mechanism specified in the company's Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

d) Method of election of members of the Control Board

The voting for the election of members of the Control Board must be carried out by the method of cumulative voting. Each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Supervisory Board and shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the election of a member of the Supervisory Board is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is reached. In case there are two (02) or more candidates who receive the same number of votes for the last member of the Control Board, a re-election will be conducted among the candidates with the same number of votes.

e) Cases of dismissal or dismissal of members of the Control Board

Members of the Control Board shall be dismissed from office in the following cases:

- No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
- Having a letter of resignation and being approved;
- Other cases as prescribed by law and the company's charter.

A member of the Control Board shall be dismissed in the following cases:

- Failing to complete assigned tasks and jobs;
- Failing to exercise his/her rights and obligations for 06 consecutive months, except for force majeure cases;

- Seriously violating or repeatedly violating the obligations of the Comptroller as prescribed in the Law on Enterprises and the company's Charter;
- According to the decision of the General Meeting of Shareholders;
- Other cases as prescribed by law and the company's charter.

f) Notification of the election, dismissal or dismissal of members of the Control Board

The election, dismissal and dismissal of members of the Supervisory Board will be notified by the company and disclosed information fully and promptly in accordance with the law on information disclosure on the securities market.

g) Salaries and other benefits of members of the Control Board

Remuneration and other benefits of members of the Supervisory Board shall comply with relevant laws and Article 41 of the company's charter

## **Article 5. General Director**

### **1. Roles, responsibilities, rights and obligations of the General Director**

The General Director is the person who runs the day-to-day business of the Company which is not under the authority of the Board of Directors; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.

The General Director has the following powers and responsibilities:

- Deciding on matters related to the Company's daily business that does not fall under the competence of the Board of Directors;
- Organizing the implementation of resolutions and decisions of the Board of Directors;
- Organizing the implementation of the Company's business plan and investment plan;
- Proposing the organizational structure plan and internal management regulations of the Company;
- Appoint, dismiss and dismiss managerial positions in the Company, except for positions under the competence of the Board of Directors;
- Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
- Labor recruitment;
- Proposing a plan to pay dividends or handle losses in business;
- Other rights and obligations as prescribed by law and the company's charter.

### **2. Appointment, dismissal, signing and termination of contracts of the General Director**

a) Term of office, criteria and conditions of the General Director

The term of office of the General Director shall not exceed five (05) years and may be re-appointed an unlimited number of times. The appointment may expire based on the provisions of the labor contract.

The General Director is not a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's Charter.

b) Candidate, nomination, dismissal or dismissal of the General Director

The candidacy, nomination, dismissal and dismissal of the General Director shall be decided by the company's Board of Directors.

c) Appoint and sign labor contracts with the General Director

The Board of Directors appoints a member of the Board of Directors or hires another person as the General Director.

The signing of labor contracts with the General Director will be carried out in accordance with the provisions of the Labor Law and relevant legal documents.

d) Dismissal or termination of labor contracts with the General Director

The Board of Directors may dismiss or terminate the labor contract with the General Director when the majority of members of the Board of Directors attending the meeting have the right to vote in favor of and appoint a new General Director to replace him.

e) Notify the appointment, dismissal, signing and termination of contracts for the General Director

The appointment, dismissal, signing of contracts, and termination of contracts for the General Director will be notified by the company and disclosed information fully and promptly in accordance with the law on information disclosure on the securities market.

f) Salary and other benefits of the General Director

The salary and other benefits of the General Director shall comply with the provisions of law, the company's charter and specific provisions in the labor contract and current internal documents of the company.

**Article 6. Other activities**

1. Coordination between the Board of Directors, the Control Board and the General Director, including the following principal contents:

a) Procedures and order for convening, notifying meeting invitations, recording minutes and notification of meeting results between the Board of Directors, the Control Board and the General Director

The procedures and order of convening, notifying the invitation to meetings, recording minutes and notifying the results of meetings between the



Board of Directors, the Control Board and the General Director shall comply with the procedures and order of convening, notifying the invitation to meetings, recording minutes and notifying the results of meetings of the Board of Directors.

b) Notify the resolution or decision of the Board of Directors to the Control Board

The promulgated resolutions and decisions of the Board of Directors shall be sent simultaneously to members of the Board of Directors, members of the Control Board, the General Director and relevant collectives and individuals for information and implementation in a full and timely manner.

c) Notify the resolution or decision of the Board of Directors to the General Director

The promulgated resolutions and decisions of the Board of Directors shall be sent simultaneously to members of the Board of Directors, members of the Control Board, the General Director and relevant collectives and individuals for information and implementation in a full and timely manner.

d) Cases in which the General Director and the Control Board request to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors

The General Director proposed to convene a meeting of the Board of Directors to consult the Board of Directors to decide on issues beyond the decision-making competence of the General Director.

The Supervisory Board proposes to convene a meeting of the Board of Directors when it realizes that issues affect the legitimate interests of the Company and shareholders.

Within seven (07) days from the date of receipt of the above-mentioned request in writing, the Chairman of the Board of Directors must hold an extraordinary meeting of the Board of Directors. In case the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors at the request of the Chairman, the Chairman shall be responsible for the damage caused to the Company; the proposers have the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

e) The General Director's report to the Board of Directors on the performance of assigned tasks and powers

The General Director must send quarterly, 6-month and annual written reports to the Board of Directors on the implementation of the Board's resolutions, the Company's business activities and operational orientations in the coming period to the Board of Directors

f) Review the implementation of resolutions and other authorization matters of the Board of Directors to the General Director

The Board of Directors shall evaluate and review the implementation of resolutions and other matters of authorization of the Board of Directors to the General Director at meetings of the Board of Directors.

g) Matters to be reported and provided by the General Director and methods of notification to the Board of Directors and the Control Board

The General Director shall report to the Board of Directors on contents related to the implementation of the Resolution of the Board of Directors and matters of authorization of the Board of Directors to the General Director, report on the situation of production and business activities of the Company and matters requiring the direction of the Board of Directors.

In case of detecting risks affecting the reputation and operation of the Company, the General Director should report to the Supervisory Board. The General Director shall create all favorable conditions for the Head of the Control Board and members of the Control Board to access information and reports in the fastest time at the request of the Control Board.

h) Coordinating control, administration and supervision activities among members of the Board of Directors, members of the Control Board and the General Director according to the specific tasks of the above-mentioned members

The Board of Directors, the Control Board and the General Director shall coordinate in working relations according to the following principles:

- Always for the common good of the Company;
- Strictly comply with the relevant provisions of the law, the Charter and internal regulations of the Company;
- Implement the principles of centralization, democracy, openness and transparency;
- Coordinate work with the highest sense of responsibility, honesty, cooperation and regularly actively coordinate to remove obstacles and difficulties.

Responsibilities of the Board of Directors in the relationship of coordination with the Supervisory Board:

- The notice of invitation to the meeting and enclosed documents shall be sent to the members of the Control Board at the same time as the members of the Board of Directors;
- Resolutions of the Board of Directors shall be sent to the Control Board (at the same time as the time of sending to the General Director) within the time limit prescribed in this Regulation and the company's Charter;
- When the Supervisory Board proposes the selection of an independent auditor, the Board of Directors must give feedback in accordance with the provisions of this Regulation and the company's Charter;
- Other contents that need to be consulted by the Supervisory Board must be sent within the prescribed time limit and the Supervisory Board shall be

responsible for responding in accordance with the provisions of this Regulation and the company's Charter.

Responsibilities of the Supervisory Board in the relationship of coordination with the Board of Directors:

- Regularly notify the Board of Directors of the results of operation, consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

- During meetings of the Control Board, the Control Board has the right to request members of the Board of Directors (at the same time requesting the General Director, members of internal audit (if any) and independent auditors) to attend and answer issues of interest to members of the Control Board;

- The periodic and irregular inspection of the Control Board must have a written conclusion (not later than fifteen (15) days from the date of completion) and send it to the Board of Directors in order to have more grounds to assist the Board of Directors in the management of the Company. Depending on the extent and results of the above inspection, the Supervisory Board needs to discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, he/she shall be authorized to reserve his/her opinions recorded in the minutes and the head of the Control Board shall report to the nearest General Meeting of Shareholders;

- In case the Control Board detects violations of law or the company's charter by members of the Board of Directors, the Control Board shall notify in writing to the Board of Directors within forty-eight (48) hours, requesting the person committing the violation to stop the violation and take remedial measures. at the same time, the Control Board is responsible for reporting to the General Meeting of Shareholders, and at the same time reporting and disclosing information in accordance with current law;

- For proposals related to the Company's operation and financial situation, the Supervisory Board must send relevant documents and documents at least fifteen (15) working days before the intended date of receipt of the response;

- Other contents that need to be consulted by the Board of Directors must be sent at least seven (07) working days in advance and the Board of Directors shall respond within seven (07) working days.

Coordination of activities between the Board of Directors and the General Director:

- For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the General Director of the coordination and use of resources within a reasonable time limit as prescribed in the company's charter.

- In case of urgency, the Board of Directors has the right to request the General Director and other executives in the Company to provide information on the Company's activities. The Board of Directors shall not use information that

has not been disclosed by the Company or disclosed to others to carry out related transactions.

- Matters under the competence of the Board of Directors for approval in accordance with the provisions of law and the company's charter and proposed by the General Director must be responded to by the Board of Directors within the time limit prescribed by the company's charter.

- The Board of Directors shall decide on commendation or discipline for the completion or failure to complete the implementation of the resolution and other matters authorized by the Board of Directors to the General Director.

Coordination between the Supervisory Board and the General Director:

- The Supervisory Board has the right to attend and participate in discussions at meetings of the General Director and other meetings of the Company. At these sessions, the General Director must absorb and record the comments, proposals and recommendations of the Supervisory Board.

- The General Director must create conditions for the Company's Control Board to bring into play the effect of regular and irregular inspection and control.

- When receiving inspection records or general reports on inspections of the Control Board, the General Director must study to come up with a plan to consolidate and rectify and take measures to handle relevant units and individuals and remedy post-inspection violations. control of the Supervisory Board in accordance with the Company's Regulations.

2. Working relationship between the Board of Directors and the General Director, other executives and relevant departments of the Company:

The Board of Directors and its members shall not directly interfere in the daily operation and work under the jurisdiction of the General Director or other executives unless deemed necessary.

The Board of Directors creates conditions for the General Director in terms of mechanisms, policies, human resources, facilities, equipment and establishes internal legal corridors, helping the executive apparatus to complete its assigned tasks.

The Board of Directors may attend monthly briefings or other meetings of the General Director of the Company.

When necessary, the Board of Directors shall use functional departments or experts of the Company to assist the work of the Board of Directors.

The Board of Directors assigns the Chairman of the Board of Directors to direct and regularly supervise the administration of the General Director. The General Director shall implement the reporting regime according to the regulations of the Board of Directors.

Regarding the contents and issues submitted by the Board of Directors to the General Meeting of Shareholders for decision: The Board of Directors has the

right to request members of the Board of Directors, the General Director, and specialized departments of the Company to prepare necessary contents for the Chairman of the Board of Directors to submit to the General Meeting of Shareholders of the Company on behalf of the Board of Directors for consideration and decision. The above contents must be sent to the Board of Directors at least 15 (fifteen) days before the date of the General Meeting of Shareholders.

For contents and matters falling under the competence of the Board of Directors: The General Director shall make a report to the Chairman of the Board of Directors on the contents to be submitted to the Board of Directors and the Chairman of the Board of Directors for consideration and decision. Enclosed with the report are documents and documents related to the contents to be submitted; must be sent to the Board of Directors at least 05 (five) working days before the date of the meeting of the Board of Directors. In the course of considering and deciding on the contents submitted by the General Director, the Board of Directors may request the General Director to supplement relevant documents and clarify the contents submitted by the General Director before the Board of Directors issues a decision.

All documents submitted and sent by the General Director to the Board of Directors must be official documents, signed and stamped, clearly stating the advice and proposals for the Board of Directors to have a basis for consideration and settlement.

For contents and matters under the competence of the General Director: The General Director may directly decide on matters under his competence as prescribed in the Company's Charter and in this Regulation. After making a decision, the General Director shall report to the Board of Directors.

When the General Director makes a decision or signs any document that is contrary to the provisions of law and the Company's Charter, other internal regulations of the Company and affects the interests of the Company, the Chairman of the Board of Directors has the right to request the General Director to cancel such document. If the General Director fails to do so, the Chairman of the Board of Directors may issue a written suspension of the implementation of this decision of the General Director and notify it to all members of the Board of Directors and the Control Board.

When the General Director commits an act of violating the law and causing damage to the Company, the Chairman of the Board of Directors must carry out necessary legal procedures to handle the violation and claim compensation for damages.

The Chairman of the Board of Directors and the General Director must exchange work with each other regularly at least 1 time/month.

The General Director has the right to request the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors to

consider and decide on issues arising in the administration work beyond the competence of the General Director.

The General Director is the person who organizes the implementation of resolutions and decisions of the Board of Directors.

The General Director is entitled not to implement and propose adjustments to decisions that are unlawful or contrary to the provisions of the company's Charter. If the Board of Directors does not give a written reply within 07 (seven) days, depending on the requirements of time and nature of the specific case, the General Director shall request the Chairman of the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders for handling or report to the parent company for settlement.

Decentralization of powers between the Board of Directors and the General Director: For the contents falling under the competence of the Board of Directors, the Board of Directors may authorize the General Director to make a written decision on a case-by-case basis:

- In the field of operating the Company's activities:

- + Board of Directors: Decides on the Company's strategy, medium-term development plan and annual business plan; supervising and directing the General Director and other managers in running the daily business of the Company; Decide on solutions to overcome major fluctuations in the Company's production, business and/or investment plans.

- + General Director: Responsible for researching and formulating business plans and other plans under the competence of the General Director and submitting them to the Board of Directors and the General Meeting of Shareholders for approval. Organize the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders; Decide on matters related to the day-to-day business of the Company without the need for a resolution of the Board of Directors; Propose measures to improve the operation and management of the Company.

- In the field of capital mobilization:

- + The Board of Directors: Approve loans from banks and/or financial institutions and individuals to serve the Company's business and investment activities in accordance with the competence prescribed by law.

- + General Director: Propose loans from banks and/or financial institutions and individuals to serve the Company's business and investment activities.

- In the field of investment:

- + Board of Directors: Decide to invest in or sell assets valued at less than 35% (thirty-five percent) of the total value of assets recorded in the Company's latest audited financial statements. To decide on investment plans and investment

projects within the competence and limits prescribed by law and of the parent company; Decisions on branding and use, market development, marketing and technology solutions.

- + General Director: To decide on investment or sale of assets after obtaining the policy or authorization of the Chairman of the Board of Directors (for the field of investment and sale of assets under the decision-making competence of the Board of Directors). To propose and submit investment plans and investment projects within their competence and limits as prescribed by law; Propose and submit brand building and use, market development, marketing and technology solutions.

- In the field of contract approval:

- + The Board of Directors: To decide on business, commercial, construction and other contracts with a value of between 10% (ten percent) and less than 35% (thirty-five percent) of the total value of the Company's assets recorded in the Company's latest financial statements or with a value equal to or greater than 50% of the charter capital of the enterprise or valued greater than **01 (one) billion VND**.

- + General Director: To decide on business, commercial, bidding, construction contracts, purchase and sale of materials and other contracts with a value of less than **VND 01 (one) billion** or of other value after obtaining the policy or authorization of the Board of Directors.

- In the field of organization – human resources:

- + Board of Directors: Elect, dismiss and dismiss the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts for the General Director, Deputy General Director and Chief Accountant; to decide on the salaries and other benefits of such managers; appoint authorized representatives to participate in the Board of Members, the Board of Directors or the General Meeting of Shareholders in other companies, decide on the level of remuneration and other benefits of such persons; Through the promotion and appointment of managers of affiliated units; Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, setting up branches, representative offices and capital contribution and purchase of shares of other enterprises; To propose the remuneration of members of the Board of Directors; Decide on the salary of the General Director of the Company.

- + General Director: Propose the number and types of managers that the Company needs to recruit for the Board of Directors to appoint or dismiss in order to carry out good management activities as proposed by the Board of Directors; Proposing the organizational structure plan and internal management regulations of the Company; Deciding on salaries and other benefits for employees in the Company; Recruit employees on the basis of the Labor Margin of the Board of Directors.

3. Regulations on annual evaluation of commendation and disciplinary activities for members of the Board of Directors, members of the Control Board, General Director and other executives of enterprises

Based on the results of work and assigned tasks, the Board of Directors holds annual evaluation meetings for members of the Board of Directors and the General Director and the Executive Board according to 4 levels: excellent completion of tasks, good completion of tasks, completion of tasks and failure to complete tasks. The above evaluations serve as a basis for consideration and reward for members of the Board of Directors, General Director, and members of the Executive Board.

When violations arise, failing to comply with the guidelines and resolutions of the Board of Directors, depending on the severity of the violation. The Board of Directors will consider the level of discipline for members of the Board of Directors, the General Director and members of the Executive Board.

The Head of the Control Board shall organize the assessment of the level of completion of assigned tasks of each member of the Control Board.

#### **Article 7. Enforcement effect**

The Operation Regulation of the Board of Directors of Southern Educational Books and Equipment Joint Stock Company consists of 07 articles and takes effect from April 22nd, 2026./.

***Recipients:***

- Website Cty.
- Board of Directors, Supervisory Board.
- Board of Directors and Audits.
- Save: HC

**THE BOARD OF DIRECTORS  
CHAIRMAN**

**Nguyen Thanh Anh**