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No.: 01/ NQ-DHĐCĐ

Ho Chi Minh City, April 03, 2026

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

**Book and Educational Equipment Joint Stock Company  
of Ho Chi Minh City**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders 2026 No. 01/BB- ĐHĐCĐ dated April 03, 2026.

**RESOLVES**

On April 03, 2026, at the Head office at 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City, the Annual General Meeting of Shareholders 2026 of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City was held with the participation of 23 shareholders and authorized representatives of shareholders, owning 3,728,882 shares, accounting for 65.8170% of the total voting shares of the Company.

After hearing the content of the Reports and Proposals, the General Meeting discussed and unanimously voted to approve the resolution with the following content:

**Article 1: Approval of the Board of Directors' activity Report for 2025 and operational orientation for 2026;**

**Article 2: Approval of the Board of Supervisors' activity Report for 2025 and operational orientation for 2026;**



**Article 3:** Approval of the Board of Management's Report for 2025 and operational orientation for 2026;

**Article 4:** Approval of the Proposal on the Company's audited financial statements for 2025 (separate + consolidated);

**Article 5:** Approval of the Proposal on business results and profit distribution for 2025

**Article 6:** Approval of the Proposal on the business production plan for 2026;

**Article 7:** Approval of the Proposal on remuneration for the Board of Directors and Board of Supervisors;

**Article 8:** Approval of the Proposal on selecting the audit firm for the 2026 financial statements;

**Article 9:** Approval of the Proposal on related party transactions;

**Article 10:** Approval of the Proposal on amending and supplementing business lines;

**Article 11:** Approval of the Proposal on amending and supplementing the Company's Charter of Organization and Operation;

**Article 12:** Approval of the Proposal on amending and supplementing the Regulations on Corporate Governance;

**Article 13:** Approval of the Proposal on amending and supplementing the Regulations on Operation of the Board of Directors;

**Article 14:** Approval of the Proposal on dismissing a Member of the Board of Supervisors for the 2025 – 2030 term;

**Article 15:** Approval of the Proposal on the election of additional Member of the Board of Supervisors for the 2025 – 2030 term.

**Elect additional Member of the Board of Supervisors for the 2025 – 2030 term:**

- Approve the list of candidates for the Board of Supervisors for the 2025 – 2030 term, including:
  - Ms. Nguyen Thi Nho (*Curriculum vitae attached*)

**Voting section:**

The General Meeting voted to approve with the number of approving shares being 3.728.882 accounting for 100,0000% of the voting shares attending and casting votes at the General Meeting.



**ELECTION RESULTS:**

Name	Position	Number of votes	Voting percentage
<b>BOARD OF SUPERVISORS</b>			
Ms. Nguyen Thi Nho	Member of the Board of Supervisors	3,728,882	100.0000%

This Resolution was fully approved by the 2026 Annual General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City at the meeting. The Board of Directors, the Board of Management, and relevant individuals are responsible for implementing this Resolution.

**This Resolution takes effect from the signing date.**

**Recipients:**

- Board of Directors.
- Board of Supervisors.
- Board of Management.
- Company Secretary.

**On behalf of the General Meeting of Shareholders**

**Chairperson of the General Meeting  
Chairman of the Board of Directors**



**TU TRUNG DAN**





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No.: 01/BB-DHĐCĐ

*Ho Chi Minh City, April 3, 2026*

## MEETING MINUTES

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

- **Company Name** : Book and Educational Equipment Joint Stock Company of Ho Chi Minh City
- **Headquarters** : 223 Nguyen Tri Phuong Street, An Dong Ward, Ho Chi Minh City
- **Phone** : (028) 3855 4645
- **Business registration number** : Registration number 0301325347 issued by the Department of Planning and Investment of Ho Chi Minh City, first registered on July 4, 2006, most recently amended on December 12, 2025.
- **Time** : 8:30 AM, April 3, 2026
- **Meeting location** : The meeting hall of the company's headquarters - 223 Nguyen Tri Phuong Street, An Dong Ward, Ho Chi Minh City.

#### PART I: PARTICIPANTS

##### 1. The Company's Board of Directors consists of the following members:

- Mr. Tu Trung Dan – Deputy Director of the Educational Publishing House in Ho Chi Minh City - Chairman of the Board of Directors of the Company
- Mr. Nguyen Cong Dung – Member of the Company's Board of Directors
- Mr. Nguyen Van Cung - Head of Business Planning Department, Vietnam Education Publishing House - Member of the Company's Board of Directors.
- Mr. Phan Ke Thai - Member of the Company's Board of Directors
- Mr. Mai Tan Phat - Member of the Company's Board of Directors

##### The Company's Board of Supervisors consists of:

Ms. Nguyen Thi Hong Hanh, Head of the Board of Supervisors, along with other members of the Board of Supervisors.

##### 2. The Company's Board of Management consists of the following members:

- Mr. Nguyen Cong Dung – General Director
- Ms. Do Thi Thanh Binh – Deputy General Director
- Mr. Mai Tan Phat – Deputy General Director
- Ms. Le Thi Thanh Thien - Chief Accountant

##### 3. Delegates:



Shareholders whose names are listed in the Company's STC Securities Holders List as of March 4, 2026, provided by the Vietnam Securities Depository and Clearing Corporation ("VSDC"), or their authorized representatives, are eligible to attend the General Meeting (hereinafter referred to as "Delegates") after completing the registration procedures as stipulated in the Company's Articles of Organization and Operation.

## **PART II: INTRODUCTION AND OPENING OF THE MEETING**

### **1. Report on verification of delegate eligibility**

- Reporter : Ms. Nguyen Thi Nho – Head of Department
- Report Articles :
  - Total number of shareholders invited to attend: All shareholders whose names are on the shareholder list as of March 4, 2026, owning **5,665,530** voting shares of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.
  - As of 8:30 AM, the Shareholders attending the General Meeting were 19 shareholders and shareholder representatives, owning and representing 3,724,381 voting shares, accounting for 65.7376% of the Company's total voting shares.

2026 Annual General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City is eligible to proceed.

### **2. Approve the Meeting Program**

The Meeting proceeded with open voting by raising ballot cards and unanimously approved the Meeting Program.

### **3. Approve the Presidium , which includes:**

Mr. Tu Trung Dan ,                      Chairman of the Board of Directors, presided over the General Meeting.

Mr. Nguyen Cong Dung,              Member of the Board of Directors and General Director , Member of the Presidium

Ms. Do Thi Thanh Binh,              Deputy General Director and Member of the Presidium.

The Meeting proceeded with open voting by raising ballot cards and unanimously approved the Presidium.

### **4. The Chairman appoints the Secretary of the Meeting, including:**

Ms. Vo Thi My Tien                      Secretary

Ms. Dang Thi Thanh Nhan,              Secretary

### **5. The chairman introduced the Vote Counting Committee, which included:**

Mr. Tran Minh Trung,                      Head of the Vote Counting Committee

Ms. Nguyen Ly Phuong Hien,              Member of the Vote Counting Committee

The Meeting proceeded with a public vote by raising ballot cards and unanimously approved the personnel of the Vote Counting Committee .

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6. Ms. Do Thi Thanh Binh – Deputy General Director and member of the Presidium – on behalf of the Presidium, approved the Rules of Procedure for the Meeting and the Regulations for Elections at the Meeting.

The Meeting proceeded with open voting by raising ballot cards and unanimously approved the Rules of Procedure. Meeting and the Regulations on Elections at the Meeting .

**The detailed voting results for the following Articles are as follows: approval of the Meeting Program, the Presidium, the Vote Counting Committee, the Rules of Procedure , and the Election Regulations at the Meeting:**

From the opening ceremony until 8:45 AM, the number of delegates attending the Meeting was 20. The delegates represented 3,724,382 votes , accounting for 65.7376% of the total votes cast by all shareholders with voting rights.

➤ Voting results:

Total number of valid ballots: 20 representing 3,724,382 votes, accounting for 100% of the total votes cast by shareholders present and voting, including:

- Total number of votes in favor: 20 Representing 3,724,382 votes, accounting for 100% of the total votes cast by shareholders present and voting.
- Total number of votes against: 0 represents: 0 Voting votes, representing 0% of the total number of votes cast by shareholders present and voting.
- Total number of abstentions: 0 represents: 0 Voting votes, representing 0% of the total number of votes cast by shareholders present and voting.

Total number of invalid ballots: 0, representing 0 votes, accounting for 0 % of the total number of votes cast by shareholders present and voting.

## **PART II: MEETING AGENDA**

### **A. MEETING TO HEAR PRESENTATIONS OF REPORTS**

**Article 01 :** Approval of the Board of Directors' activity report for 2025 and operational plan for 2026.

*Presenter:* Mr. Tu Trung Dan – Chairman of the Board of Directors

**Article 02 :** Approval of the Board of Supervisors' activity Report for 2025 and operational orientation for 2026.

*Presenter:* Ms. Nguyen Thi Hong Hanh – Head of the Board of Supervisors

**Article 03 :** Approval of the Board of Management's Report for 2025 and operational orientation for 2026.

*Presenter:* Ms. Do Thi Thanh Binh – Deputy General Director

### **B. THE MEETING HEARS PRESENTATIONS OF THE REPORTS**

Ms. Do Thi Thanh Binh - Deputy General Director, presented the following proposals at the General Meeting:

**Article 04:** Proposal The Company's audited financial statements for 2025 (separate and consolidated)

**Article 05:** Proposal on the results of production and business operations and profit distribution for 2025.

**Article 06:** Proposal for the 2026 business production plan .



**Article 07:** Proposal for remuneration of the Board of Directors and the Board of Supervisors.

**Ms. Nguyen Thi Hong Hanh – Head of the Board of Supervisors, presented:**

**Article 08:** Proposal for selecting an auditing firm for the 2026 financial statements.

**Ms. Do Thi Thanh Binh - Deputy General Director, presented the following proposals at the General Meeting:**

**Article 09:** Approval of the Proposal on related party transactions

**Article 10:** Approval of the Proposal to amend and supplement business lines.

**Article 11:** Approval of the Proposal to amend and supplement the Company's Charter of Organization and Operation.

**Article 12:** Approval of the Proposal to amend and supplement the Internal Regulations on Company Governance.

**Article 13:** Approval of the Proposal to amend and supplement the Regulations on the operation of the Board of Directors.

**Article 14:** Approval of the Proposal to dismiss a member of the Board of Supervisors for the term 2025 – 2030.

**Article 15:** Approval of the Proposal for the Election of Additional Members to the Board of Supervisors for the term 2025-2030.

### **PART III. SHAREHOLDER OPINIONS:**

**Shareholder STC.000421:** The business performance in 2025 shows a decrease in revenue and profit. The company explains that this is due to macroeconomic policies. We request that the Board of Management provide a clearer explanation.

On behalf of the Presidium, Mr. Nguyen Cong Dung would like to respond as follows:

- Changes in the policy regarding the selection of a single set of textbooks have led to cautious purchasing behavior from bookstores in the city.
- But the company still holds the market front.
- The debt collection rate for books is high, at 95%.

**Shareholder STC.000327:** The company plans for business and profit in 2026 to increase compared to 2025, but the dividend rate will decrease to 12%.

On behalf of the Presidium, Mr. Nguyen Cong Dung would like to present the following:

In 2026, the company will allocate additional reserves for the remaining textbooks, and will continue to develop its retail store model and school convenience model to ensure revenue growth, profitability, dividend payments for shareholders, and increased income for employees.

### **PART IV. SHAREHOLDER VOTING**

At 9:38 AM, the number of delegates attending the Meeting was 23. The delegates represented 3,728,882 votes, accounting for 65.8170 % of the total votes of all shareholders with voting rights.

Statistics on the number of ballots issued, the number of ballots collected, and the number of ballots not collected:

Total number of ballots distributed: 23 The delegates represented 3,728,882 votes, accounting for 100% of the total votes cast by shareholders present at the meeting.

Total number of receipts received: 23 The delegates represented 3,728,882 votes, accounting for 100% of the total votes cast by shareholders present at the meeting.

Total number of uncollected ballots: 0, representing 0 votes, or 0% of the total number of votes cast by shareholders present at the meeting.

The Meeting heard presentations and voted by secret ballot on the following matters:

**Article 01: Board of Directors' activity Report for 2025 and operational orientation for 2026**

➤ Voting results :

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 01 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

**Article 02: Board of Supervisors' activity Report for 2025 and operational orientation for 2026**

➤ Voting results :

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 02 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

**Article 03: Board of Management's Report for 2025 and operational orientation for 2026.**

➤ Voting results :



Total number of valid ballots: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting .
- Total number of votes against: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .
- Total number of abstentions: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting.

*Thus, Article 03 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

**Article 04: Proposal on the Company's audited financial statements for 2025 (separate + consolidated)**

➤ Voting results :

Total number of valid ballots: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting .
- Total number of votes against: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .
- Total number of abstentions: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting.

*Thus, Article 04 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

**Article 05: Approval of the Proposal on business results and profit distribution for 2025**

➤ Voting results :

Total number of valid ballots: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting .
- Total number of votes against: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .
- Total number of abstentions: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 05 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

#### **Article 06: Approval of the Business Production Plan for 2026.**

##### **➤ Voting results :**

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 06 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

#### **Article 07: Approval of the Proposal on Remuneration for the Board of Directors and the Board of Supervisors**

##### **➤ Voting results :**

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 07 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

#### **Article 08: Approval of the Proposal for the Selection of an Auditing Firm for the 2026 Financial Statements**

##### **➤ Voting results :**



Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 08 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting .*

#### **Article 09: Approval of the Proposal on related-party transactions**

*In this matter, two delegates, Tu Trung Dan and Mai Tan Phat (representing 3,351,958 voting shares), were ineligible to vote because they were parties with vested interests related to Article 9: Proposal for transactions with related parties. Therefore, after excluding their votes as per regulations, the total number of voting shares of the attending shareholders on Article 9 is 376,924.*

##### **➤ Voting results : ( after separating the ballots of delegates with vested interests – List attached )**

Total number of ballots issued: 23, representing 376,924 votes, accounting for 100.0000% of the total votes cast by shareholders present at the meeting.

Total number of ballots received: 23, representing 376,924 votes, accounting for 100.0000% of the total votes cast by shareholders present at the meeting.

Total number of uncollected ballots: 0, representing 0 votes, or 0.0000% of the total number of votes cast by shareholders present at the meeting.

Total number of valid ballots: 23 , representing 376,924 votes, accounting for 100.0000% of the total votes cast by attending and voting shareholders, including:

- Total number of votes in favor: 22, representing 376,890 voting shares, accounting for 99.9910% of the total votes cast by attending shareholders.
- Total number of votes against: 0, representing 0 voting shares, or 0.0000% of the total voting shares of shareholders attending and voting.
- Total number of abstentions: 1 , representing 34 votes, accounting for 0.0090% of the total voting shares of shareholders attending and voting.

Total number of invalid ballots: 0, representing 0 voting shares, accounting for 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 09 was approved with a rate of 99.9910% of the total voting shares of shareholders attending and voting.*

#### **Article 10: Approval of the Proposal to amend and supplement business lines.**

##### **➤ Voting results :**

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 10 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting.*

#### **Article 11: Approval of the Proposal to amend and supplement the Company's Charter of Organization and Operation.**

##### **➤ Voting results :**

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 11 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting .*

#### **Article 12: Approval of the Proposal to amend and supplement the Internal Regulations on Company Governance.**

##### **➤ Voting results :**

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .



Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 12 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting .*

**Article 13: Approval of the Proposal to amend and supplement the Regulations on the operation of the Board of Directors.**

➤ Voting results :

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting .
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 13 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting .*

**Article 14: Approval of the Proposal on dismissing a Member of the Board of Supervisors for the 2025 – 2030 term.**

➤ Voting results :

Total number of valid ballots: 23 representing: 3,728,882 voting shares, accounting: 100.0000% of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: 22 representing: 3,728,870 voting shares, accounting: 99.9997% of the total voting shares of shareholders attending and voting.
- Total number of votes against: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting .
- Total number of abstentions: 1 representing: 12 voting shares, accounting: 0.0003% of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: 0 representing: 0 voting shares, accounting: 0.0000% of the total voting shares of shareholders attending and voting.

*Thus, Article 14 was approved with a rate of 99.9997 % of the total voting shares of shareholders attending and voting.*

**Article 15: Approval of the Proposal for the Election of Additional Members to the Board of Supervisors for the term 2025 – 2030.**

➤ Voting results :

Total number of valid ballots: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting, including :

- Total number of votes in favor: **23** representing: **3,728,882** voting shares, accounting: **100.0000%** of the total voting shares of shareholders attending and voting .
- Total number of votes against: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .
- Total number of abstentions: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting .

Total number of invalid ballot papers: **0** representing: **0** voting shares, accounting: **0.0000%** of the total voting shares of shareholders attending and voting.

*Thus, Article 15 was approved with a rate of 100.00% of the total voting shares of shareholders attending and voting .*

**Results of the supplementary election of a member of the Board of Supervisors for the 2025 - 2030 term:**

Full name	Position	Number of votes	Voting percentage
<b>BOARD OF SUPERVISORS</b>			
Nguyen Thi Nho	Member of the Board of Supervisors	<b>3,728,882</b>	<b>100.0000%</b>

**PART V: APPROVAL OF THE MEETING MINUTES**

At the time 10:30 AM , the number of delegates attending the General Meeting was **23** , representing **3,728,882** votes , accounting for **65.8170%** of the total votes of all shareholders with voting rights.

*Presenter: Ms. Vo Thi My Tien – Secretary of the General Meeting, read the minutes of the meeting and the Resolution of the 2026 Annual General Meeting of Shareholders.*

The General Meeting voted and unanimously approved the full text of the Minutes of the 2026 Annual General Meeting of Shareholders , with the following voting results:

- Total number of valid ballots: **23**, representing **3,728,882** votes, accounting for **100.0000 %** of the total voting shares of shareholders attending and voting, including:
  - *Total number of votes in favor: **23**, representing **3,728,882** votes, accounting for **100.0000%** of the total voting shares of shareholders attending and voting. .*
  - *Total number of votes against: **0**, representing **0** votes, or **0%** of the total voting shares of shareholders attending and voting.*
  - *Total number of abstentions: **0**, representing **0** votes, accounting for **0%** of the total voting shares of shareholders attending and voting.*



Total number of invalid ballots: **0**, representing **0** votes, accounting for **0** % of the total number of votes cast by attending and voting shareholders .

This record is made in 03 copies and is kept at the Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.

The Meeting concluded on **10:35 A.M.** on the same day.

**O/B OF SECRETARIAT**



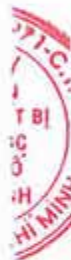
**Vo Thi My Tien**

**O/B OF PRESIDIUM**

**Chairperson**



**Tu Trung Dan**



# APPENDIX: LIST OF DELEGATES WITH RESTRICTED VOTING

(Attached is the Minutes of the Annual General Meeting of Shareholders 2026 No.: 01/BB-DHĐCĐ dated 03/04/2026) .

No.	Name of delegate	Number of representative shares ( owned and authorized)	Limited number of voting shares	Number of voting shares	Note
<b>Article 9: Approval of the Transaction Report with Related Parties</b>					
1	TU TRUNG DAN	3,030,898	2,976,768	54,130	Mr. Tu Trung Dan received authorization from the shareholders : Viet Nam Education Publishing House Limited Company is a party with an interest related to Article 9
2	MAI TAN PHAT	657,990	375,190	282,800	Mr. Mai Tan Phat received authorization from shareholder Tu Trung Dan - representing the capital of Viet Nam Education Publishing House Limited Company at STC - is a party with an interest in Article 9.
	<b>Total</b>	<b>3,688,888</b>	<b>3,351,958</b>	<b>336,930</b>	



**BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY  
OF HO CHI MINH CITY**

**Address:** 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City

**Telephone:** (028) 3855 4645      **Website:** <https://www.stb.com.vn>

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**DOCUMENT**

**2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**



**April 2026**



# BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY OF HO CHI MINH CITY

Head Office: 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City

## AGENDA

### 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### I. TIME AND VENUE:

- Time: 08:30 A.M., Friday - April 03, 2026
- Venue: Head Office 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City

#### II. AGENDA CONTENT:

Time	Content
08:00 A.M. - 08:30 A.M.	<b>Welcoming guests and verifying the eligibility of delegates and shareholders:</b> <ul style="list-style-type: none"> <li>• Welcoming delegates and shareholders;</li> <li>• Verifying the eligibility of delegates, distributing voting cards, ballot papers, election ballots, and meeting documents.</li> </ul>
08:30 A.M. - 08:50 A.M.	<b>Opening the General Meeting:</b> <ul style="list-style-type: none"> <li>• Report on verifying the eligibility of delegates attending the General Meeting;</li> <li>• Approving the agenda of the General Meeting;</li> <li>• Introducing and approving the list of the Presidium, Secretary, and Vote Counting Committee;</li> <li>• Approving the Working regulations; Election regulations;</li> </ul>
08:50 A.M. - 09:20 A.M.	<b>The Board of Directors, Board of Management, and Board of Supervisors present the following content:</b> <ul style="list-style-type: none"> <li>• Report on activities of the Board of Directors in 2025 and operational direction for 2026;</li> <li>• Report on activities of the Board of Supervisors in 2025 and operational direction for 2026;</li> <li>• Report of the Board of Management in 2025 and operational direction for 2026.</li> </ul>
09:20 A.M. - 09:50 A.M.	<b>Proposals to the General Meeting:</b> <ul style="list-style-type: none"> <li>• Proposal for the Company's audited Financial Statements for 2025 (separate + consolidated);</li> <li>• Proposal for the business results and profit distribution for 2025;</li> <li>• Proposal for the business production plan for 2026;</li> <li>• Proposal for remuneration of the Board of Directors and Board of Supervisors;</li> <li>• Proposal for selecting the audit firm for the 2026 financial statements;</li> <li>• Proposal for related-party transactions;</li> <li>• Proposal for amending and supplementing business lines;</li> <li>• Proposal for amending and supplementing the Company's Charter of Organization and Operation;</li> <li>• Proposal for amending and supplementing the Regulations on Corporate Governance;</li> <li>• Proposal for amending and supplementing the Regulations on Operation of the Board of Directors;</li> <li>• Proposal for the dismissal of members of the Board of Supervisors for the 2025-2030 term;</li> <li>• Proposal for the supplementary election of members of the Board of Supervisors for the 2025-2030 term;</li> <li>• Other content (if any).</li> </ul>
09:50 A.M. - 10:10 A.M.	General Meeting discussion
10:10 A.M. - 10:30 A.M.	Voting instructions and voting on reports and proposals
10:30 A.M. - 10:40 A.M.	Announcing the results of the voting count



Time	Content
10:40 A.M. - 11:00 A.M.	Election instructions and conducting the election of members of the Board of Supervisors for the 2025-2030 term
11:00 A.M. - 11:15 A.M.	Break - Vote counting
11:15 A.M. - 11:25 A.M.	Announce election vote counting results
11:25 A.M. - 11:40 A.M.	The Secretary Committee reads the draft Meeting Minutes and the Resolution of the General Meeting of Shareholders; The Meeting votes to approve the content of the Meeting Minutes and the Resolution of the General Meeting of Shareholders.
11:40 A.M.	<b>Declare the closing of the Meeting.</b>



**BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK  
COMPANY OF HO CHI MINH CITY**

Headquarter: 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City  
Phone : (028) 3855 4645 Website: <https://www.stb.com.vn>

**WORKING REGULATION  
OF 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY OF HO  
CHI MINH CITY**

**Pursuant to:**

- *Law on Enterprises no.59/2020/QH14 dated June 17, 2020 and its amending, supplementing, and guiding documents;*
- *Law on Securities no.54/2019/QH14 dated November 26, 2019; and the relevant sub-law documents attached and its amending, supplementing, and guiding documents ;*
- *Decree no.155/2020/ND-CP dated December 31, 2020, elaborates on some articles of the Law on Securities and its amending, supplementing, and guiding documents;*
- *Charter of Organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;*
- *Internal Regulation on Corporate Governance of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;*

To ensure that the 2026 Annual General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City will take place successfully, the Board of Directors proposed this operational regulation to provide methods of voting, code of conduct and working principles as following:

**1. OBJECTIVE**

- To ensure that the organizing of cast of voting and code of conduct during the Annual General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City is in compliance with the laws and regulations aim to obtain a successful GMS legally.
- The Meeting's resolutions shall demonstrate a concurrence satisfying shareholders' desires and interests as well as complying with applicable laws.

**2. SUBJECT AND SCOPE**

- Subjects: All shareholders, authorized representatives of shareholder and guests (if any) attending the Annual General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City shall comply with this Regulation, the Company Charter and applicable laws.





- Scope: This Regulation is applied to operate the 2026 Annual General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.

### **3. INTERPRETATIONS OF TERMS/ABBREVIATIONS**

- Company : Book and Educational Equipment Joint Stock Company of Ho Chi Minh City
- BoD : Board of Directors
- BoS : Board of Supervisors
- OC : Organizing Committee of the Meeting
- GMS : General Meeting of Shareholders
- Delegates : Shareholder, authorized representative (the authorized person)
- AGM : Annual General Meeting

### **4. CONTENTS OF THE REGULATION**

#### **4.1 Conditions for conducting the GMS**

- The GMS shall be conducted when the number of Delegates attending the meeting represents more than 50% of the total voting rights.
- If the number of Delegates attending the meeting does not meet the requirements stipulated in Clause 1, Article 19 of the Company's Charter, the GMS shall be re-convened within thirty (30) days from the intended date of conducting the first GMS. The second convening GMS shall be held when the number of shareholders or authorized representatives attending the meeting represents at least 33% of the total shares with voting rights.
- In the event that the second meeting does not meet the conditions for proceeding as stipulated in Clause 2, Article 19 of the Company's Charter, the invitation for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall proceed regardless of the total number of voting rights of the attending shareholders.

#### **4.2. Delegates attending the 2026 AGM**

All the Company's shareholders on the list as of the closing date of March 04, 2026 are eligible to participate in the AGM or authorize their representative to attend. If there is more than one person legally authorized to attend the meeting, the number of shares of each Delegate must be specified accordingly.

#### **4.3. Guests of the AGM**

- The managerial positions of the Company, guests, and members of the OC who are not the Company's shareholders are invited to participate in the GMS.
- The guests shall not express their opinions at the GMS *(unless invited by the Chairperson of GMS or registered with the Organizing Committee and permitted by the Chairperson)*.

#### **4.4. Delegates must comply with the following regulations**

- Punctuality, formal attire, compliance with security checks (if any), identification documents, etc., as requested by the Organizing Committee.
- Receive documents for the AGM at the reception in front of the Meeting hall.
- Late-arriving delegates have the right to register, participate and vote at the AGM. It is not the responsibility of the Chairperson to delay the AGM for late-arriving delegates to attend; The results of voting on issues that were voted on before the delegate came to attend will not be affected.
- Leave the phone in vibrate or shutdown mode, when needed, please go outside to connect.
- Do not smoke, keep order in the meeting room.
- Comply with the regulations of the Organizing Committee and the Chairperson of the AGM.
- In case a delegate fails to comply with the aforementioned inspection regulations or measures, the Chairperson, after careful consideration, may refuse or expel his/her from the place where the AGM takes place to ensure that the AGM proceeds normally according to the planned program.

#### **4.5. Chairperson and Presidium**

- The Presidium includes Chairperson and Members;
- The Chairman of the BoD is the Chairperson of the Presidium cum the Chair of the GMS. The Chairman of the BoD must authorize another members of the BoD to preside the GMS.
- If the Chairman is absent or temporarily incapable of working, other members of the Board of Directors shall elect one of them to preside over the meeting under the majority rule. If no one is elected as the Chairperson, the Head of the Board of Supervisors shall direct the GMS to elect a chairperson from the participants. The person receiving the most votes shall preside over the meeting.
- In other cases, the signatory of the decision to convene the GMS shall direct the GMS to elect a chairperson, and the person receiving the largest number of votes shall preside over the meeting.



- The Chairperson has the right to take necessary and reasonable measures to manage the GMS in an orderly manner, according to the approved program and reflecting the desires of most participants.
- The Chairperson has the right to postpone the GMS, which already meets the quorum requirements, for a maximum of 03 working days from the originally scheduled opening date. The postponement or change of meeting location is only permitted in accordance with Clause 8, Article 146 of the Law on Enterprises.
- Responsibilities of the Presidium:
  - To operate the GMS in conformity with the agenda, regulations, and rules approved by the GMS;
  - Guide the Meeting to discuss, and lead the Meeting to vote on the issues included in the meeting agenda and relevant issues during the Meeting.
  - Respond and record the issues in the agenda approved by the meeting;
  - Handle issues arising during the Meeting.
- The Presidium must work under the principle of democratic centralism and decide on majority rule.

#### **4.6. Meeting Secretary**

- The meeting secretary shall include one or more persons appointed by the Chairperson.
- Responsibilities:
  - Record Meeting Minutes on the GMS process and the issues approved or noted by the GMS;
  - Receive and review shareholder question forms, and transfer them to the Presidium;
  - Prepare meeting minutes and draft resolutions of the GMS;
  - Assist the Chairperson in disclosing the draft Meeting Minutes and Resolutions on the issues ratified at the Meeting;
  - Other tasks as requested by the Chairperson.

#### **4.7. Vote Counting Committee**

- The General Meeting of Shareholders shall elect one or more individuals to the Vote Counting Committee upon the proposal of the Chairperson of the meeting. Candidates participating in the election or nomination process are not allowed to be part of the Vote Counting Committee.
- Responsibilities:
  - Announce the principles, rules, and guidelines for voting and election procedures.

- Review and report to the General Meeting any violations of voting or election rules or complaints about the voting or election results.
- Verify and record voting and election ballots, prepare the vote counting minutes, announce the results, and submit the minutes to the Chairperson.

#### **4.8 Delegate Eligibility Check Committee**

- The GMS Delegate Eligibility Check Committee shall include 03 people, including 01 Head of the committee and 02 members. The Chairperson shall introduce the Delegate Eligibility Check Committee.
- Responsibilities:
  - Verify the qualifications and attendance status of shareholders and shareholder representatives at the meeting;
  - Head of the Delegate Eligibility Check Committee reports to the GMS on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend the meeting representing more than 50% of the total voting shares, the Company's GMS will be held and conducted.

#### **4.9. Discussion at the GMS**

- Delegates attending the GMS who want to express their opinions, must be approved by the Chairperson. Delegates make brief speeches and focus on the right key contents to be discussed, per the program approved by the GMS or send written comments to the Secretary of the GMS to report to the Chairperson.
- The Chairperson will arrange for delegates to speak in the order of registration and answer shareholders' questions at the meeting or record the following response in documents.

#### **4.10. Voting to approve the issues at the GMS:**

##### **4.10.1 Principle**

- All issues in the agenda and contents of the Meeting shall be discussed and voted on by the GMS.
- Voting cards, voting ballots and Election ballots are printed, stamped, and sent directly to delegates at the meeting (enclosed with the set of documents attending the AGM). On the Voting Card, Voting Ballots and Election ballots clearly state the voter ID, full name, and the number of shares owned by and receiving voting authorization from that delegate.
- The Chairperson shall propose the forms of voting on each issue in the program for approval by Meeting.



- The Voting Ballot is as follows:
  - Vote by holding up the Voting Card, which is used to approve proposals such as: Meeting Agenda; Working regulations at the GMS; Regulation on Election; the Presidium; the Vote Counting Committee; approve the Minutes, the meeting resolution and other contents at the General Meeting (if any);
  - Vote by filling out the Voting Ballot, which is used to approve proposals such as: The report of the Board of Directors for the year 2025 and the operational direction for the year 2026; The report of the Board of Supervisors for the year 2025 and the operational direction for the year 2026; the report of the Board of General Directors for the year 2024 and the operational direction for the year 2026; the 2025 audited Financial Statements (separate + consolidated) and voting to approve the Contents of the Proposals at the Meeting.

#### **4.10.2 Voting method**

- The Delegate shall vote to Approve, Disapprove, or Abstain on an issue to be put up for a vote at the General Meeting by holding up the Voting Card or filling in the selection options on the Voting Ballots corresponding to the contents to be voted on as stipulated in Section 4.10.1.
- When voting by holding up the Voting Card, the front of the Voting Card must be raised toward the Presidium. If a delegate does not hold up a Voting Card in all three votes Agree, Disagree or Abstain on a proposal, it is considered as a vote in favor of that proposal. If a delegate raises the Voting Card more than one (01) time when voting Agree, Disapprove, or Abstain of a proposal, it is considered an invalid vote. In the form of voting by holding up the Voting Card, the Vote Counting Committee marks the Voter ID and the corresponding number of votes of each shareholder Agree, Disagree, Abstain, and Invalid.
- When voting by filling in the Voting Ballot, for each content, delegates choose one of three options "Agree", "Disagree", or "Abstain" printed in the Voting Ballots by marking "X" or "✓" in the box they choose. After completing all the contents to be voted on by the GMS, delegates shall send the Voting Ballot to the sealed ballot box at the meeting according to the instructions of the Vote Counting Committee. The ballot must be signed and clearly state the full name of the delegate.

#### **4.10.3 Validity of the Voting Ballot**

- **Valid voting ballots** are those according to the pre-printed form issued by the Organizing Committee, stamped with the red seal of the Company, not erased, scraped, or torn,... do not write anything other than the regulations for this ballots, and it must be signed; under the signature must be written the delegate's full name.



The voting content (Report, Submission) on the voting ballots is valid when the delegate marks one (01) of the three (03) voting squares.

➤ **Invalid voting ballots**

- Add other content to the vote;
- The ballot does not follow the pre-printed form issued by the Organizing Committee of the Meeting, the ballot does not have the red seal of the Company or has erased, scraped, edited, or written other contents other than the regulations for the vote, the ballot does not have a signature, does not contain the full name of the delegate. All voting contents on the voting ballots are invalid.

**4.10.4 Voting rules**

01 (one) common share equals 01 (one) voting rights. Each participating Delegate shall represent one or several voting rights.

- At the record date of shareholders March 04, 2026, the total number of shares with voting rights of the Company is 5,665,530, equivalent to 5,665,530 voting rights.
- The issues subject to voting at the Meeting will only be approved if they receive votes in favor from shareholders owning more than 50% of the total voting rights of all attending shareholders. However, for certain voting matters specified in Clause 1, Article 21 of the Company's Charter, approval requires at least 65% of the total voting rights of all attending shareholders who vote in favor.
- Notes:
  - Shareholders/authorized representatives with relevant interests do not have the right to vote on contracts and transactions with a value equal to or more than 35% of the total value of the Company's assets recorded in the latest financial statements; such contracts or transactions shall be approved only when they are voted for by the number of shareholders and authorized representatives representing equal to or more than 65% of the total remaining votes (according to Clause 4, Article 167, the Law on Enterprises 2020).
  - Shareholders/authorized representatives holding equal to or more than 51% of the total shares with voting rights or their related persons do not have the right to vote on the contracts or transactions entered into with such shareholders with a value of more than 10% of the total value of the Company's assets recorded in the latest financial statements (according to Point b, Clauses 3 and 4, Article 167, the Law on Enterprises 2020).

**4.10.5 Recording voting/election results**

- The General Meeting of Shareholders will approve the Vote Counting Committee



- The Vote Counting Committee is responsible for collecting voting and election ballots.
- The Vote Counting Committee will verify the number of votes for, against, and abstentions for each issue and is responsible for recording, compiling, and reporting the vote counting results at the GMS.

#### **4.11 Election of the Board of Supervisors**

The election of members of the Board of Supervisors must be conducted in accordance with the Regulations on the Election of Member of the Board of Supervisors and approved by a vote of the General Meeting of Shareholders.

#### **4.12 Meeting Minutes and Resolution of the General Meetings of Shareholders**

The secretary of the meeting shall record all the Contents of the GMS in the Minutes of the GMS. The Minutes of General Meetings of Shareholders shall be completed and ratified before the end of the Meeting.

### **Article 5. Implementation of the Regulations**

- All delegates, representatives, and guests attending the GMS are responsible for fully complying with the contents specified in this Regulation, regulations, internal rules, current management regulations of the Company, and relevant laws.
- The convener of the GMS has the right to:
  - Subject all meeting attendees to inspections or other security measures;
  - Request the authority to maintain the order of the meeting; expel those who fail to comply with the Chairperson's executive authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security screening requirements from the GMS.
- Contents not detailed in this regulation shall uniformly apply according to the provisions of the Company's charter, the Law on Enterprises 2020, and current legal documents of the State.

*This Regulation shall take effect immediately after approval of the GMS of the Company.*

#### **ON BEHALF OF THE BOARD OF DIRECTORS**

##### **Recipients:**

- GMS;
- Member of BoD, Board of General Directors; BoS
- Archived: Administrative Office, Secretary. ✓



**CHAIRMAN**

**Tu Trung Dan**



**BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY OF  
HO CHI MINH CITY**

Headquarter: 223 Nguyen Tri Phuong, An Dong Ward 9, Ho Chi Minh City

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**REGULATIONS ON NOMINATION, CANDIDACY, AND BY -ELECTION  
BOARD OF SUPERVISORS FOR THE 2025 –2030 TERM  
BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY OF HO  
CHI MINH CITY**

**Persuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending, supplementing, and guiding documents*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and the relevant sub-law documents attached and its amending, supplementing, and guiding documents;*
- *Decree 155/2020/ND-CP detailing the implementation of certain provisions of the Law on Securities, passed on December 31, 2020 and its amending, supplementing, and guiding documents;*
- *Charter of Organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;*
- *Internal regulations on corporate governance of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;*

The Vote Counting Committee of the General Meeting announces the Regulations on Nomination, Candidacy, and By- Election of the Board of Supervisors at the Annual General Meeting of Shareholders in 2026 of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City as follows:

**I. Explanation of terms/abbreviations:**

- Company : Book and Educational Equipment Joint Stock Company of Ho Chi Minh City
- BOD : Board of Director.
- BOS : Board of Supervisors.
- OCGM : Organizing Committee of the General Meeting.
- GSM : General Shareholders's Meeting.
- Delegate : Shareholders, authorized representative (authorized persons).

**II. Chairperson of the General Meeting:**

The Chairperson of the General Meeting is responsible for presiding over the election with specific tasks including:





- Introduce the list of nominees and candidates for the BOS;
- Supervise the voting and vote counting

Resolve any complaints about the election (if any)

### **III. Regulations on Nomination and Candidacy for Supervisory Board:**

- Number of BOS members: 01 members
- Term: 2025 – 2030
- Maximum number of candidates for BOS: unlimited

#### **1. Rights to Nominate and Stand for Election: Quyền đề cử, ứng cử: (according to Article 37 of the company's charter)**

Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the BOS. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares have the right to nominate one (01) candidate; from 20% to less than 30% can nominate up to two (02) candidates; from 30% to less than 40% can nominate up to three (03) candidates; from 40% to less than 50% can nominate up to four (04) candidates; from 50% below 65% can nominate up to five (05) candidates; from 65% or more can nominate up to seven (07) candidates.

The nominated candidates must meet the criteria specified in section 2 below:

In case the number of candidates for BOS through nomination and candidacy is still insufficient, the incumbent BOS may nominate additional candidates or organize nominations according to a mechanism stipulated by the company in the Internal Regulations on Corporate Governance and the Regulations on the Operation of BOS.

#### **2. Criteria for Candidates for the BOS:**

*Candidates for the BOS must meet the following standards and conditions (according to Clause 1, Article 169 of the Law on Enterprises No. 59/2020/QH14; Article 286 of Decree No. 155/2020/ND-CP and Clause 2, Article 38 of the Company's Charter)*

- Have full civil act capacity and not fall under the category of persons prohibited from establishing and managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
- Be trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the business activities of the enterprise;
- Must not have family relations (wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological brother-in-law, biological sister-in-law, biological brother of the wife, biological brother of the husband, biological sister of the wife, biological sister of the husband, biological brother-in-law of the wife,



biological brother-in-law of the husband) with members of the Board of Directors, the Director or General Director, and other managers;

- Must not be a manager of the company; do not necessarily have to be a shareholder or employee of the company;
- Must not work in the accounting or finance department of the Company;
- Must not be a member or employee of the auditing organization approved to audit the company's financial statements in the previous 3 consecutive years.
- Other standards and conditions as prescribed by relevant laws and the Company's Charter.

#### **IV.Election Principles:**

- Comply with the provisions of the law and the Company's Charter.
- Voting rights are calculated based on the number of shares owned or represented. Election results are calculated based on the number of voting shares of the shareholders attending the meeting and participate in voting at the meeting..
- In each election, a shareholder delegate can only use one ballot corresponding to the number of shares owned or represented.
- The vote-counting committee is nominated by the Presidium and approved by the General Meeting. Members of the Vote Counting Committee must not be on the list of nominees and candidates for BOS.

#### **V. Election Methods:**

- The list of candidates for the Board of Supervisors is arranged in alphabetical order by name, with full names recorded on the ballot.
- Implement the Cumulative Voting Method (*According to Clause 3, Article 148 of the Law on Enterprises 2020*)
  - Implement the cumulative voting method: each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOS.
  - Delegates attending have the right to cast all their votes for one or several candidates.
  - Each shareholder attending the meeting is provided with one ballot for the Board of Supervisors. Delegates must check the information on the ballot upon receipt; if there are any errors, they must immediately notify the Ballot Counting Committee.
  - In case additional candidates arise on the day of the general meeting, delegates



can contact the vote-counting committee to request new ballots and must return the old ballots (before placing them in the ballot box);

- How to Fill Out Voting Ballots:
- ✓ Delegates vote for a maximum number of candidates equal to the number of candidates to be elected.
- ✓ If casting all votes for one or several candidates, delegates mark the "**Equal Vote Distribution**" box for the corresponding candidates.
- ✓ If casting an unequal number of votes for multiple candidates, delegates specify the number of votes in the "**Number of Votes**" box for the corresponding candidates.

**Notes:** In case a delegate marks both the "**Equal Vote Distribution**" box and specifies the number of votes in the "**Number of Votes**" box, the result will be based on the number of votes in the "**Number of Votes**" box.

- The votes will be placed into a sealed ballot box prior to the counting process.
- Valid votes: are ballots in the pre-printed form issued by the organizers, bearing the company's red seal, without erasures, alterations, or any additional content beyond what is prescribed for the ballot.
- The following ballots will be considered invalid:
  - Adding other content to the ballot;
  - Ballots not in the pre-printed form issued by the organizers, ballots without the company's red seal, or ballots with erasures, alterations, or additional content beyond what is prescribed for the ballot;
  - The number of candidates voted for exceeds the number of members to be elected;
  - Ballots with a total number of votes for candidates exceeding the total number of votes allowed;
  - No signature and full name of the attending delegate.
- After the voting concludes, the ballot counting will be conducted under the supervision of the Vote Counting Committee and representatives of the shareholders (if necessary).
- The Vote Counting Committee is responsible for preparing the vote counting minutes, announcing the results, and, together with the chairperson, addressing any inquiries or complaints from shareholders (if any).
- The votes, after being counted, will be stored in accordance with regulations and may be opened upon request by the company's General Shareholders' Meeting.

**VI.Principle of winning the election**

- The candidates winning the election shall be determined by the number of votes received in descending order, starting from the candidates with the largest number of votes until there are enough members to be elected.
- If there are two (02) or more candidates receiving the same number of votes for the last member to be elected, the voting shall be conducted among these candidates.
- If the result of the first election fails to meet the required number of elected members, the election shall be conducted until the required number of elected members is met.

**VII. Documents of nomination or self-nomination for the members of the BoS:**

Documents of nomination or self-nomination for the BOS members include:

- Application form/Nomination form for the BOS members (using the Template)
- Curriculum vitae (using the Template)
- Copies of the following types of documents: ID card/Passport.
- Certificate in cultural studies and certificate of professional qualification (if any)

Nominees for election to the BOS must take full responsibility before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the content in their documents.

Documents must be sent to Book and Educational Equipment Joint Stock Company of Ho Chi Minh City before [16:00] March 31, 2026 at the following address:

**Office of Company: Book and Educational Equipment Joint Stock Company of Ho Chi Minh City**

**Address: 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City**

**Telephone: (028) 3855 4645**

Above are the entire regulations for candidates for election to the Board of Supervisors at the 2026 Annual General Meeting of Shareholders of the Book and Educational Equipment Joint Stock Company of Ho Chi Minh City, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**This Regulation shall come into force immediately after approval by the General Meeting of Shareholders.**



ON BEHALF OF THE BOARD OF DIRECTORS

*Recipients:*

- GSM;
- Member of BOD, Board of General Directors; BOS
- Archived: Administrative Office, Secretary.

CHAIRMAN

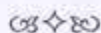


Đu Trung Đan

BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY OF HC  
CHI MINH CITY  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026



REPORT ON ACTIVITIES  
OF THE BOARD OF DIRECTORS IN 2025  
AND OPERATIONAL DIRECTION FOR 2026



APRIL 2026





## I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

### 1. Personnel of the Board of Directors:

The 2025 Annual General Meeting of Shareholders on April 17, 2025 elected the Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City for the 2025 – 2030 term, comprising the following members:

- 1- Mr. Tu Trung Dan – Chairman of the Board of Directors.
- 2- Mr. Nguyen Cong Dung – Member of the Board of Directors and General Director.
- 3- Mr. Nguyen Van Cung – Member of the Board of Directors.
- 4- Mr. Phan Ke Thai – Independent member of the Board of Directors.
- 5- Mr. Mai Tan Phat – Member of the Board of Directors.

### 2. Summary of the meetings of the Board of Directors

In 2025, the Board of Directors held 19 meetings, both online and in-person, related to the management of business operations, payment of dividends, approval decisions, and other decisions. All Resolutions/Decisions issued by the Board of Directors received the unanimous agreement and consensus of the members and complied with the Company's Charter.

### 3. Resolutions/Decisions of the Board of Directors:

No.	Resolution/Decision No.	Date	Content
1	01/NQ-HĐQT	January 20, 2025	<p>Approved the following content:</p> <ul style="list-style-type: none"><li>- Business production results of the Parent company.</li><li>- Implementation of remuneration for the Board of Directors, Board of Supervisors, and Company Secretary in 2024.</li><li>- Approval of the actual wage unit price for 2024 for the Parent company.</li><li>- Provisional distribution of corporate income after-tax profit for 2024.</li><li>- Approval of liquidation and handling of surplus and deficit from inventory results; debt settlement, and provisioning according to the Inventory and debt Settlement Minutes of the Inventory and debt settlement Council for 2024.</li><li>- Business plan of the parent company.</li><li>- Approval of the wage unit price for 2025.</li><li>- Remuneration for the Board of Directors, Board of Supervisors, and company secretary.</li></ul>





No.	Resolution/Decision No.	Date	Content
			- Other tasks.
2	02/NQ-HĐQT	January 20, 2025	Approval of the policy on liquidating 03 used trucks and purchasing 01 VAN truck.
3	03/NQ-HĐQT	February 21, 2025	Approved the following content: 1. The record date for the shareholder list to invite to the Company's 2025 Annual General Meeting of Shareholders and receive the 2024 advance dividend payment is expected to be March 17, 2025. 2. The expected time for organizing the Company's 2024 Annual General Meeting of Shareholders is April 17, 2025. 3. 2024 Advance dividend payment in Cash. Percentage of implementation: 14% (1 share receives 1,400 VND).
4	04/NQ-HĐQT	March 17, 2025	Approval of the nomination of personnel to run for members of the Board of Directors and Board of Supervisors for the 2025-2028 term of An Dong Education Joint Stock Company.
5	05/NQ-HĐQT	March 27, 2025	Approved the following content: - Approve the Draft documents and materials prepared for the organization of the 2025 Annual General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City. - The Board of Directors authorizes Mr. Tu Trung Dan to make adjustments, updates, and additions to the documents for the 2025 Annual General Meeting of Shareholders.
6	06/NQ-HĐQT	April 17, 2025	Unanimously elected Mr. Tu Trung Dan as Chairman of the Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.
7	07/NQ-HĐQT	April 17, 2025	Approve the following Content: - Cease Mr. Tu Trung Dan from holding the position of General Director – Legal Representative of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City. - Appoint Mr. Nguyen Cong Dung to the position of General Director – Legal

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No.	Resolution/Decision No.	Date	Content
			Representative of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.
8	08/NQ-HĐQT	April 17, 2025	Appoint Mr. Nguyen Cong Dung to the position of General Director – Legal Representative of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.
9	01/QĐ-HĐQT	April 25, 2025	Change the Company's legal representative from Mr. Tu Trung Dan to Mr. Nguyen Cong Dung.
10	09/NQ-HĐQT	May 30, 2025	Approve the following content: <ul style="list-style-type: none"><li>- Agree in principle to implement the reappointment process for the Deputy General Director of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City for Ms. Do Thi Thanh Binh.</li><li>- Agree in principle to implement the reappointment process for the Deputy General Director of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City for Mr. Mai Tan Phat.</li><li>- Agree in principle to implement the reappointment process for the Chief Accountant of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City for Ms. Huynh Thi Bich Hanh.</li></ul>
11	10/NQ-HĐQT	June 30, 2025	Approve the following Content: <ul style="list-style-type: none"><li>- Reappoint Ms. Do Thi Thanh Binh to the Position of Deputy General Director of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.</li><li>- Reappoint Mr. Mai Tan Phat to the Position of Deputy General Director of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.</li><li>- Reappoint Ms. Huynh Thi Bich Hanh to the Position of Chief Accountant of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.</li></ul>
12	11/NQ-HĐQT	July 07, 2025	Approve the following content: <ul style="list-style-type: none"><li>- Unanimously agree to select AAC Auditing and Accounting Co., Ltd. as the firm for the</li></ul>



No.	Resolution/Decision No.	Date	Content
			review audit of the financial statements for the first 6 months of 2025 and the audit of the 2025 financial statements.
13	12/NQ-HĐQT	July 07, 2025	Approve the following content: <ul style="list-style-type: none"><li>- Approve the policy of borrowing capital, issuing guarantees, L/C, and other credit granting activities at Vietnam Joint Stock Commercial Bank for Industry and Trade - Ho Chi Minh City Branch 5 to serve the business plan for 2025-2026.</li></ul>
14	13/NQ-HĐQT	July 07, 2025	Approve the following content: <ul style="list-style-type: none"><li>- Approve the policy of borrowing capital and other credit granting activities at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Saigon Cho Lon Branch.</li></ul>
15	14/NQ-HĐQT	July 16, 2025	Approve the following contents: <ul style="list-style-type: none"><li>- Appoint Ms. Vo Thi Ngoc Hoanh – Deputy Head of Accounting – Finance Department to hold the position of Accountant in charge of the Company</li><li>- Appoint Ms. Pham Nhat Quyen – Head of Organization – Administration Department to hold the position of Person in charge of corporate governance cum Company Secretary</li><li>- Dismiss Ms. Huynh Thi Bich Hanh from the positions of Chief Accountant and Person in charge of corporate governance of the Company, reason: Deceased</li></ul>
16	15/NQ-HĐQT	July 24, 2025	Approve the following contents: <ul style="list-style-type: none"><li>- Approve the preliminary report for the first 06 months of 2025 and the directions and tasks for Q3 2025.</li></ul>
17	16/NQ-HĐQT	September 16, 2025	Approve the following contents: <ul style="list-style-type: none"><li>- Assign the Board of Management to continue implementing solutions to mitigate textbook Inventories affected by the State's macroeconomic policies.</li><li>- Other contents.</li></ul>
18	17/NQ-HĐQT	September	Approve the following contents:





No.	Resolution/Decision No.	Date	Content
		22, 2025	- Agree in principle to implement the process of recruiting and proposing personnel for the position of Chief Accountant of the Company
19	18/NQ-HĐQT	September 29, 2025	Approve the following contents: <ul style="list-style-type: none"><li>- Dismiss Ms. Vo Thi Ngoc Hoanh from the position of Accountant in Charge of the Company.</li><li>- Agree to recruit and appoint Ms. Le Thi Thanh Thien to the position of Chief Accountant of the Company</li></ul>
20	19/NQ-HĐQT	November 18, 2025	Approve the following contents: <ul style="list-style-type: none"><li>- Unanimously approve the human resources policy as proposed by the Board of Management of the Company in official letter 168/STB-25 dated September 15, 2025</li></ul>

**4. Activities of the Independent member of the Board of Directors and the results on assessment of the independent members regarding the activities of the Board of Directors**

*(See attached Report of the Independent member of the Board of Directors).*

**5. Results on supervision of the Board of Directors over the Board of Management and other executives:**

- The Board of Directors directed the Board of Management to implement the resolutions of the General Meeting of Shareholders and the resolutions of the Board of Directors, while also supervising their implementation. The Board of Management managed the company's operations according to the direction of the Board of Directors, fully implemented the decisions and resolutions of the Board of Directors, in line with the Company's strategy, and complied with legal regulations, the Company's Charter, and Operating regulations; fostering collective strength, unity, and creativity in making numerous timely decisions to meet all requirements in the Company's business operations.

- The Board of Management ensured responsibility in strictly implementing regulations on information disclosure, disclosure of financial reports, and compliance with periodic or ad-hoc reporting requirements. Concurrently, the Board of Management also ensured the full and timely payment of dividends to shareholders.

**6. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors:**

The remuneration expenses for the Board of Directors, Board of Supervisors, and company secretary in 2025 were 5.2% of the estimated profit after tax, totaling: 569,000,000 VND.





Specifically:

- Chairman of The Board of Directors : 7,971,000 VND/month
- Member of the Board of Directors : 5,978,229 VND/month
- Head of the Board of Supervisors : 4,251,167 VND/month
- Member of the Board of Supervisors : 3,188,375 VND/month
- Company Secretary : 3,188,375 VND/month

Total remuneration extracted for the year 2025 is: 569,000,000 VND.

## II. REPORT ON THE OVERALL OPERATING ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

### 1. Corporate governance work:

- During the year, the Board of Directors focused on improving the quality and efficiency of governance, ensuring compliance with current regulations, the company's Charter, and the actual production and business operating activities of the company. The main content are as follows:

- Ensuring the company's operating activities comply with legal regulations, the Charter, and governance regulations in managing production and business operating activities and the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors.

- Continuing the development of human resources policies, focusing on developing a team of young, successor staff with strong professional and management knowledge, high responsibility, proactiveness, and exemplary conduct.

### 2. Business operating activities results for 2025:

In 2025, Vietnam's socio-economic situation was highly volatile, especially due to changes in macroeconomic policies regarding the selection of one set of textbooks, leading to a decrease in textbook segment revenue and consequently a decrease in profit.

In that general context, the company's production and business operating activities also faced many difficulties.

Under the close guidance of the Board of Directors, the Board of Management managed the company's operating activities during the year, achieving the following results:

#### 2.1 Capital scale:

Parent company targets	Unit of measurement	Year 2024	Year 2025	Comparison 2024/2025
1. Charter capital	Billion VND	56.655	56.655	100%





2. Owner's equity	Billion VND	135.194	135.194	100%
3. Total assets	Billion VND	207.744	165.489	79,66%

**2.2 Business results:**

Indicators	Unit of measurement	Year 2024	Year 2025
1. Revenue, income	Billion VND	467.158 (100,86%/KH)	380,164 (84,48%/KH)
2. Profit before tax	Billion VND	16,013 (100,08%/KH)	12,287 (84,74%/KH)
3. Dividend	%	14%	14%

**2.3 Investment:**

The companies operating in the education sector in which the company invested capital from 2025 all conducted profitable business operating activities and had no accumulated losses:

Name of company	As of December 31, 2025			As of December 31, 2024		
	Number of shares	Value (Million VND)	Holding ratio (%)	Number of shares	Value (Million VND)	Holding ratio (%)
An Dong Education Joint Stock Company	276,000	2,760	52.77	276,000	2,760	52.77
GiaDinh Education Publishing Service Joint Stock Company	49,000	490	4.77	49,000	490	4.77

To achieve the results as above is a great effort by the Board of Directors, the Board of Management, and the company's Employees; the company also received attention and support from Vietnam Education Publishing House and the companionship and sharing of the company's esteemed shareholders.

**III. REPORT ON TRANSACTIONS:**

1. Transactions between the company, Company's subsidiaries, companies controlled by the public company with over 50% of Charter capital, with members of the Board of Directors and their affiliated persons:



No.	Name of organization	Relationship with the Company	Business Registration Certificate No., place of issue	Address	Time of transaction	Content, quantity, total value of transaction
1	An Dong Education Joint Stock Company	Company's subsidiaries 52.77%	0309984013 Department of Planning and Investment of HCMC	780 Nguyen Kiem Street, Duc Nhuan Ward, Ho Chi Minh City, Vietnam	Year 2025	Supplying books, equipment, office rental services... with the amount: 6,549,015,993 VND.
2	Education Publishing House in Ho Chi Minh City	Unit directly under the investment company	0100108543006 Department of Planning and Investment of HCMC	231 Nguyen Van Cu Street, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying equipment with the amount: 26,094,330 VND.
3	Vietnam Education Publishing House Limited Company	Parent company	0100108543 issued by the Department of Planning and Investment of Hanoi City	81 Tran Hung Dao Street, Cua Nam Ward, Hanoi City	Year 2025	Trademark usage transfer fee with the amount of: 51,504,818 VND
4	South Book and Educational Equipment Joint Stock Company	Common parent company	0309902130006 Department of Planning and Investment of HCMC	231 Nguyen Van Cu Street, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying books, equipment with the amount of: 10,883,060,095 VND. Purchasing books with the amount of: 85,492,700 VND.
5	Educational Materials Joint Stock Company	Common parent company	0303357513 Department of Planning and Investment of HCMC	No. 240 Tran Binh Trong, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying books, equipment with the amount of: 11,839,497 VND.
6	Central Book and Educational Equipment Joint Stock	Common parent company	0401345925 Department of Planning and Investment of Da Nang City	No. 223 Le Dinh Ly, Hoa Cuong Ward, Da Nang City.	Year 2025	Supplying equipment with the amount of: 3,033,689,911 VND.





No.	Name of organization	Relationship with the Company	Business Registration Certificate No., place of issue	Address	Time of transaction	Content, quantity, total value of transaction
	Company					
7	Cuu Long Book and Educational Equipment Joint Stock Company	Common parent company	1801122682 Department of Planning and Investment of Can Tho City	No. 162D, 3/2 Street, Ninh Kieu Ward, Can Tho City	Year 2025	Supplying equipment with the amount of: 794,076,571 VND.
8	Educational Technology High School Development and Investment Joint Stock Company	Common parent company	0104755693 Department of Planning and Investment of Hanoi City	Apartment P302, plot 2, residential area for sale to cadres and soldiers of An Ninh Thu Do newspaper, Tu Liem Ward, Hanoi City, Vietnam	Year 2025	Supplying equipment with the amount of: 247,867 VND
9	Phuong Nam Education Investment and Development Joint Stock Company	Common investment company	0304952106 Department of Planning and Investment of HCMC	231 Nguyen Van Cu Street, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying books, equipment with the amount of: 7,521,073,399 VND Purchasing books with the amount of: 157,549,545,992 VND.

2. Transactions between the company and companies where members of the Board of Directors are founding members or a business managers within the last 03 years before the time of transaction:



No.	Organization Name	Relationship with the Company	Business Registration Certificate No., place of issue	Address	Time of transaction	Content, quantity, total value of transaction
1	An Dong Education Joint Stock Company	Company's subsidiaries. Ms. Do Thi Thanh Binh, Deputy General Director of STC, serves as Director	0309984013 issued by the Department of Planning and Investment of HCMC for the first time on May 04, 2010	780 Nguyen Kiem Street, Ward 4, Phu Nhuan District.	2025	Supplying books, equipment, office rental services... with the amount: 6,549,015,993 VND.
2	Hanoi Education Investment and Development Joint Stock Company	The company is chaired by Mr. Nguyen Chi Binh (Chairman of the Board of Directors for the 2020-2025 term of STC).	0102222393; Hanoi Authority for Planning & Investment.	187B Giang Vo, Cat Linh Ward, Dong Da District, Hanoi City.	2025	Supplying equipment..., with the amount: 175,319,996 VND.
3	Central Book and Educational Equipment Joint Stock Company	The company is chaired by Mr. Nguyen Van Cung (Member of the Board of Directors of STC).	0401345925 Danang Department of Planning and Investment.	223 Le Dinh Ly, Hoa Cuong Ward, Danang City.	2025	Supplying equipment ... with the amount: 3,033,689,911 VND.

#### IV. OPERATIONAL DIRECTION OF THE BOARD OF DIRECTORS FOR 2026:

In 2026, the socio-economic situation is expected to remain difficult and complex. Consumer trends are changing, with more cautious spending.

Based on the actual situation, the Board of Directors develops the operating activities plan for 2026 as follows:

- Directing the Board of Management to develop specific plans and solutions to achieve the targets set by the General Meeting of Shareholders.

- Organizing the implementation of the business plan for 2026 with the following planned targets:

- Total revenue, income : 438 billion VND





- Profit before tax : 12.9 billion VND
- Dividends : 12%

- Organize regular and other meetings to discuss and issue policies and Resolutions for the Board of Management, and effectively perform the supervisory function through the Company's business production performance reports to promptly grasp and direct the implementation of Resolutions of the General Meeting of Shareholders and the Board of Directors to achieve the highest efficiency.

- Continue to review, supplement, and adjust the Company's regulations, processes, and rules to suit the business production activities and governance requirements. Maintain safe company operations, limit risks; safely and effectively manage shareholders' capital, and maintain full, accurate, and timely information disclosure activities as required by law. Proactively disclose other information related to the Company's operations.

This is a summary report of activities of the Board of Directors in 2025 and the operational direction for 2026. The Board of Directors hopes that esteemed shareholders will contribute many practical ideas to help improve the company's governance activities.

Respectfully submitted to the General Meeting for consideration and approval!

Sincerely./.

*Recipients:*

- Esteemed Shareholders;
- BOD, BOS;
- BOM of the Company;
- Archive Administration.

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN



Từ Trung Đan



## REPORT ON ACTIVITIES

### OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### 1. Personnel structure and organization of meetings of the Board of Directors

- The Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City currently has a total of 05 members, including 01 independent member, accounting for a percentage of 20% of the total members. The personnel structure of the Board of Directors includes members with many years of experience in various fields such as finance, economics, administration, business, and strategic development, ensuring the company is effectively managed and supervised. The Independent member of the Board of Directors, Mr. Phan Ke Thai, plays a crucial role in maintaining objectivity and fairness in the decisions of the Board of Directors.
- Meetings of the Board of Directors are held quarterly, and when necessary, emergency meetings or written consultations are also conducted to address unforeseen issues. Before each meeting, members of the Board of Directors receive documents and reports related to the issues to be discussed to prepare fully and optimally for the discussions. In 2025, the Board of Directors held 19 meetings, issued 19 Resolutions and 1 Decision. All meetings were conducted according to strict, public, and democratic procedures, ensuring compliance with the Charter and Operating regulations of the Board of Directors. All members had the opportunity to contribute opinions, propose, and discuss important company matters.

#### 2. Assessment of the role of the Independent member of the Board of Directors

- The Independent member of the Board of Directors plays a crucial role in ensuring objectivity and transparency in the operations of the Board of Directors. As an independent member, Mr. Phan Ke Thai participates in the company's strategic decisions, especially in situations where conflicts of interest may arise. The independent member is responsible for evaluating and supervising the activities of the Board of Directors and the Executive Board, protecting the interests of shareholders and the community, and ensuring compliance with legal regulations and the best corporate governance principles.
- The participation of the independent member helps enhance objectivity in the decision-making process of the Board of Directors, ensuring that decisions are reasonable and not influenced by external factors or non-transparent relationships. Furthermore, with their experience and expertise, the independent member also





contributes to improving the quality of strategic decisions and the sustainable development of the company.

### **3. Activities of the Independent member of the Board of Directors**

In the past year, the Independent member of the Board of Directors has always been committed to maintaining transparency and objectivity in all tasks, aiming to contribute to the sustainable and effective development of the company. The activities of the independent member in the past year include:

- Full participation in meetings of the Board of Directors: The independent member participated in regular meetings of the Board of Directors and contributed valuable opinions to help improve the company's strategies and plans.
- Strategic evaluation and consulting: The independent member provided long-term, objective strategic advice, helping the company face challenges from the market and economy. These contributions helped the Board of Directors make more strategic and reasonable decisions.
- Supervision and control: The independent member participated in performing supervisory duties regarding compliance with Resolutions of the General Meeting of Shareholders and supervising the operational activities of the Board of Management.

### **4. Results of assessment of the independent member on the operations of the Board of Directors**

- Overall, the Board of Directors has clearly demonstrated its supervisory role in monitoring and evaluating the effectiveness of the company's governance work, ensuring legal compliance and relevant regulations. The company's operations have been thoroughly reviewed and supervised, helping the company operate transparently and efficiently.
- Members of the Board of Directors regularly attend regular and extraordinary meetings. The decisions of the General Director are all analyzed, critiqued, and consulted by the Board of Directors to find optimal solutions that ensure the Company's interests.
- Ensuring transparency and democracy in discussions: All important issues are discussed openly and democratically in meetings of the Board of Directors. Decisions are made after thorough discussion and consensus among members.
- The Board of Directors has effectively supervised transactions between the company and internal persons, ensuring that all transactions are disclosed and comply with legal regulations.

- The Board of Directors always strives to improve its operations, aiming for good corporate governance standards, helping the company maintain sustainable development and achieve strategic objectives.
- Members of the Board of Directors pay special attention to risk management solutions to support the General Director and other management personnel in early identification of issues and help the Company maintain sustainability and stability in its operations, protecting investors' interests, while maintaining stability in the company's operating activities.

**Independent member of the Board of  
Directors**



**Phan Ke Thai**





BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY OF  
HO CHI MINH CITY



2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS



REPORT ON ACTIVITIES  
OF THE BOARD OF SUPERVISORS IN 2025  
AND OPERATIONAL DIRECTION FOR 2026



April 2026



## **I. GENERAL OVERVIEW**

Book and Educational Equipment Joint Stock Company of Ho Chi Minh City was established on the basis of equitizing a state-owned enterprise pursuant to Decision No. 6500/QĐ-UBND dated December 23, 2005 of the Ho Chi Minh City People's Committee. The Company is an independent accounting unit, operating in production-business under Business Registration Certificate No. 4103004971 dated July 04, 2006 of Department of Planning and Investment of Ho Chi Minh City, the Enterprise Law, the Company's Charter, and current legal regulations.

The Company's ordinary shares were listed on the Hanoi Stock Exchange from December 21, 2006 with the stock symbol STC.

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

### **1. Summary of the Board of Supervisors' meetings:**

The Board of Supervisors consists of 03 members

- Mrs. Nguyen Thi Hong Hanh - Head of the Committee
- Mr. Le Huy Tan – Member
- Mrs. Dao Thi Thanh Thuy – Member

In 2025, the Board of Supervisors held 4 meetings, one meeting per Quarter. Members of the Board of Supervisors fully attended all meetings of the Board of Supervisors, and also assigned members to attend meetings of the Board of Directors.

The Board of Supervisors conducted inspection and supervision activities regarding compliance with the provisions of Law, the Enterprise Law, the Accounting Law, and relevant legal documents; inspected and supervised the observance of the Company's Charter, organizational and operational regulations, and supervised the implementation of the Resolution of the General Meeting of Shareholders of the Company, specifically:

- Assessed the management and administration work, the development of production-business activities by the Board of Management according to the Company's business strategy, as well as the implementation of the Resolutions of the Board of Directors by the Board of Management.

- Supervised the company's compliance with information disclosure regulations as stipulated by Law.

- Fully attended the meetings of the Board of Directors, including in-person and online meetings.





- Supervised the content, order, and procedures for issuing documents regulating corporate governance;

- Supervised the Company's compliance with the law and other activities within the scope of the Board of Supervisors' responsibilities and powers.

## 2. Conclusions and recommendations of the Board of Supervisors:

- The Board of Supervisors performed its functions and duties in accordance with the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City and the provisions stipulated in the Enterprise Law;

- In 2025, the Board of Supervisors was provided with full and timely information and reports on the Company's production-business activities and financial situation;

- The Board of Supervisors fully attended the meetings of the Board of Directors to grasp the situation of production-business activities, investment situation, and provided opinions, made recommendations to the Board of Directors and the Board of Management within its responsibilities and powers;

- The activities of the Board of Supervisors recently were carried out smoothly, in accordance with the Enterprise Law and the Company's Charter.

*To enable the Company to continue achieving high efficiency, the Board of Supervisors recommends that the Company always maintain the following content:*

- + Regularly reconcile and confirm debts to ensure legal basis and implement effective measures for accounts receivable recovery, especially past due debts.
- + Maintain good performance of tax declaration and payment obligations to the State Budget; adhere to the regime of preparing and reporting statistical accounting and financial management in accordance with the provisions of Law and the Company's Charter.
- + Effectively manage product inventory, implement periodic asset inventory procedures, etc., in accordance with regulations.
- + Promote the sale of Inventories to increase capital turnover, and manage and utilize capital effectively.
- + Strengthen product marketing and brand promotion through various forms to attract customers; implement appropriate customer care policies for all target groups.

## 3. Remuneration, operating expenses, and other benefits of the Board of Supervisors

The remuneration for the Board of Supervisors allocated in 2025 is: 127,535,000 VND. Specifically:

- Head of the Board of Supervisors: 4,251,167 VND/month



- Member of the Board of Supervisors: 3,188,375 VND/month

### III. RESULTS OF MONITORING THE COMPANY'S OPERATING AND FINANCIAL SITUATION

#### 1. Results of monitoring the Company's operating situation

- Through the inspection and monitoring process, the Board of Supervisors assesses that the Company's production and business activities have complied with the provisions of Vietnamese law, the Company's Charter, and regulations for listed companies on the Hanoi Stock Exchange;

- In 2025, the general situation remained challenging, with the procurement of educational equipment by Schools, Departments of Education, etc., proceeding slowly. Concurrently, the issuance of educational books also faced obstacles due to slow and unsynchronized warehousing of textbooks and supplementary books, leading to a slight decrease in overall results compared to the previous year.

- Additionally, the merger of 01 set of textbooks resulted in accumulated inventories and company cost losses.

- The collective Board of Management and employees of the Company have made joint efforts and encouraged each other to overcome the difficult period and achieve relatively positive results.

#### 2. Results of monitoring the Company's financial situation

The Board of Supervisors monitored and agreed with the Company's 2025 financial statements audited by AAC Auditing and Accounting Co., Ltd.

The Company's financial statements comply with regulations and are consistent with Vietnamese accounting standards. The report truthfully and fairly reflects the material aspects of the Company's financial situation.

Information regarding the financial situation is publicly and promptly disclosed to The State Securities Commission of Vietnam, the Hanoi Stock Exchange, the company's website, etc., meeting the requirements of relevant authorities and investors. Key indicators are as follows:

Unit: VND

No.	Indicators – Consolidated	December 31, 2025
A	ASSETS	
I.	Current assets	127,790,104,458
1	Cash and Cash equivalents	45,169,272,862
2	Short-term financial investments	13,574,861,395





*Report on activities of the Board of Supervisors in 2025*

No.	Indicators – Consolidated	December 31, 2025
3	Short-term receivables	24,116,691,728
4	Inventories	38,904,409,410
5	Other current assets	6,024,869,063
<b>II.</b>	<b>Non-current assets</b>	<b>42,800,453,411</b>
1	Long-term receivables	19,318,596
2	Fixed assets	29,578,865,942
3	investment property	0
4	Long-term assets in progress	700,000,000
5	Long-term financial investments	490,000,000
6	Other non-current assets	12,012,268,873
	<b>TOTAL ASSETS</b>	<b>170,590,557,869</b>
<b>B</b>	<b>RESOURCES</b>	
<b>I</b>	<b>LIABILITIES</b>	<b>32,715,481,147</b>
1	Current liabilities	32,715,481,147
2	Non-current liabilities	0
<b>II</b>	<b>Owners's equity</b>	<b>137,875,076,722</b>
1	Owners' investment capital	56,655,300,000
2	Surplus equity	13,761,696,224
3	Other owners' capital	6,538,767,315
4	Investment and development fund	50,417,965,656
5	Retained earnings	7,931,742,000
6	Non-controlling interests	2,569,605,527
	<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>170,590,577,869</b>

**Production and business results in 2025**

Unit: VND

No.	Item – Consolidated	Year 2025
1.	Net revenue from sales of goods and services	398,268,023,650
2	Costs of goods sold	332,119,016,065
3	Gross profit from sales of goods and services	66,149,007,585
4	Financial income	1,343,172,365
5	Financial expenses	51,451,634



No.	Item – Consolidated	Year 2025
6	Selling expenses	26,069,464,038
7	General and administrative expenses	29,897,982,994
8	Net profit from manufacturing and business activities	11,473,281,284
9	Other income	679,470,561
10	Other expenses	77,420,766
11	Other profit	602,049,795
12	Total accounting profit before tax	12,075,331,079
13	Profit after tax	10,669,852,717

#### IV. RESULTS OF MONITORING THE BOARD OF DIRECTORS, GENERAL DIRECTOR, AND BOARD OF MANAGEMENT

Through the inspection and monitoring of business activities in 2025, the Board of Supervisors observed that the Board of Directors and Board of Management directed the Company's production and business activities in accordance with their functions, duties, and powers as stipulated by Law, the Company's Charter, and the Resolution of the General Meeting of Shareholders. Specifically as follows:

##### 1. Results of monitoring the Board of Directors

- The Board of Supervisors noted that in 2025, the company's Board of Directors implemented its functions and duties in directing, guiding, and managing the company in accordance with the Board of Directors' authority.

- The Board of Directors held regular and extraordinary meetings in person or online to issue Resolutions and Decisions to resolve matters within its authority according to the Company's Charter.

- The Board of Directors' meetings were convened and organized in accordance with the regulations in the Enterprise Law, the Charter, and the Regulations on Corporate Governance;

- The minutes of the Board of Directors' meetings accurately reflected the content of the meeting, the opinions of the members, and were prepared as regulated;

- The Resolutions of the Board of Directors were issued in the correct order and procedure, in accordance with legal provisions, the Company's Charter, and the Resolutions of the General Meeting of Shareholders;

Although in 2025 the company faced many difficulties in its production-business activities, members of the Board of Directors provided timely guidance to help the company overcome the difficult period and achieve relatively good results.

##### 2. Results of monitoring the General Director and Board of Management





- The Board of Supervisors noted that the company's Board of Management has developed and Implemented fully and timely the Decisions and Resolutions of the Board of Directors, and complied with the Resolutions of the General Meeting of Shareholders.

- In the past year, the company's Board of Management regularly held meetings to review the implementation of the production-business plan of the units throughout the company, and simultaneously provided guidance, rectification, and remedial measures for existing shortcomings and deficiencies...

- The decisions of the Board of Management regarding operational management were consistent with the actual organizational and management situation of the Company;

- The Board of Management complied with the Resolutions of the Board of Directors, proactively reported and submitted recommendations for the Board of Directors' approval as a basis for implementation, and organized the Company's operations in accordance with its functions, duties, and authorities.

## **V. RESULTS OF EVALUATION OF OPERATIONAL COORDINATION BETWEEN THE BOARD OF SUPERVISORS AND THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR, AND THE SHAREHOLDERS**

### **1. Evaluation of operational coordination between the Board of Supervisors and the Board of Directors**

- In 2025, the Board of Directors facilitated the Board of Supervisors in providing full information and documents regarding the Company's production-business activities and financial situation for the Board of Supervisors to perform its duties and complete its assigned tasks.

- The coordination between the Board of Supervisors and the Board of Directors ensured adherence to legal provisions, of Vietnam Education Publishing House, and of the Company.

- All meetings of the Board of Directors were attended by representatives of the Board of Supervisors, and meeting documents and the Resolutions of the Board of Directors were provided timely and fully to the Board of Supervisors as regulated.

### **2. Evaluation of operational coordination between the Board of Supervisors and the Board of Management**

- The Board of Supervisors received cooperative coordination from the Board of Management, and was provided with full information regarding matters requiring review and inspection.

- The Board of Management facilitated and supported the Board of Supervisors in successfully completing its supervisory duties over the Company's management and operations.



- The Board of Supervisors completed its assigned duties and prevented any conflicts in governance, as well as in operational management and supervision.

**3. Assess the coordination of activities between the Board of Supervisors and shareholders**

- The Company has disclosed financial and other information to its shareholders via the Company's website and the information portals of the State Securities Commission and the Hanoi Stock Exchange.

- During the year, the Board of Supervisors did not receive any complaints or letters from shareholders.

**VI. REPORT ON TRANSACTION ASSESSMENT:**

1. Transactions between the company, Company's subsidiaries, companies controlled by the public company with 50% or more of the Charter capital, with members of the Board of Directors and their affiliated persons, including:

No.	Organization name	Relationship with the Company	Business Registration Certificate No., place of issue	Address	Time of transaction	Content, quantity, total value of transaction
1	An Dong Education Joint Stock Company	Company's subsidiary 52.77%	0309984013 issued by the Department of Planning and Investment of HCMC for the first time on May 04, 2010	780 Nguyen Kiem Street, Duc Nhuan Ward, Ho Chi Minh City, Vietnam	Year 2025	Supplying books, equipment, office rental services... with the amount: 6,549,015,993 VND.
2	Education Publishing House in Ho Chi Minh City	Unit directly under the investment company	0100108543-006 issued by the Department of Planning and Investment of HCMC	231 Nguyen Van Cu Street, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying equipment with the amount of: 26,094,330 VND.
3	Vietnam Education Publishing	Parent company	0100108543 issued by the Department	81 Tran Hung Dao Street, Cua Nam	Year 2025	Trademark usage right transfer fee with the amount of:





No.	Organization name	Relationship with the Company	Business Registration Certificate No., place of issue	Address	Time of transaction	Content, quantity, total value of transaction
	One Member Limited Liability Company		of Planning and Investment of Hanoi City	Ward, Hanoi City		51,504,818 VND
4	South Book and Educational Equipment Joint Stock Company	Common parent company	0309902130006 issued by the Department of Planning and Investment of HCMC	231 Nguyen Van Cu Street, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying books, equipment with the amount of: 10,883,060,095 VND. Purchasing books with the amount of: 85,492,700 VND.
5	Educational Materials Joint Stock Company	Common parent company	0303357513 issued by the Department of Planning and Investment of HCMC	No. 240 Tran Binh Trong, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying books, equipment with the amount of: 11,839,497 VND.
6	Central Book and Educational Equipment Joint Stock Company	Common parent company	0401345925 issued by the Department of Planning and Investment of Da Nang City	No. 223 Le Dinh Ly, Hoa Cuong Ward, Da Nang City.	Year 2025	Supplying equipment with the amount of: 3,033,689,911 VND.
7	Cuu Long Book and Educational Equipment Joint Stock Company	Common parent company	1801122682 issued by the Department of Planning and Investment of Can Tho City	162D, 3/2 Street, Ninh Kieu Ward, Can Tho City	Year 2025	Supplying equipment with the amount of: 794,076,571 VND.
8	Education Technology	Common	0104755693 issued by the	Apartment P302, plot 2,	Year	Supplying equipment with the



No.	Organization name	Relationship with the Company	Business Registration Certificate No., place of issue	Address	Time of transaction	Content, quantity, total value of transaction
	High School Development and Investment Joint Stock Company	Parent company	Department of Planning and Investment of Hanoi City	residential area for sale to officers and soldiers of An Ninh Thu Do Newspaper, Tu Liem Ward, Hanoi City, Vietnam	2025	amount of: 247,867 VND
9	Phuong Nam Education Investment and Development Joint Stock Company	Common investment company	0304952106 issued by the Department of Planning and Investment of HCMC	231 Nguyen Van Cu Street, Cho Quan Ward, Ho Chi Minh City	Year 2025	Supplying books, equipment with the amount of: 7,521,073,399 VND Purchase books with the amount of: 157,549,545,992 VND.

2. Transactions between the company and companies where members of the Board of Directors, members of the Board of Supervisors, Director (General Director) have been or are founding members or a members of the Board of Directors, Director (General Director) within the last three (03) years (calculated at the time of report preparation):

No.	Name of organization	Relationship with the Company	Business Registration Certificate number, place of issue	Address	Time of transaction	Content, quantity, total value of transaction
1	An Dong Education Joint Stock Company	Company's subsidiary. Ms. Do Thi Thanh Binh, Deputy	0309984013 first issued by the Department of Planning and Investment	780 Nguyen Kiem Street, Duc Nhuan Ward, Ho Chi Minh City, Vietnam	Year 2025	Supplying books, equipment, office rental services with the amount of: 6,549,015,993





No.	Name of organization	Relationship with the Company	Business Registration Certificate number, place of issue	Address	Time of transaction	Content, quantity, total value of transaction
		General Director of the company, serves as Director.	of HCMC on May 04, 2010			VND.
2	Hanoi Investment and Educational Development Joint Stock Company	The company is chaired by Mr. Nguyen Chi Binh (Former Chairman of the Board of Directors of STC for the term 2020 - 2025).	0102222393 issued by the Department of Planning and Investment of Hanoi City.	187B Giang Vo, O Cho Dua Ward, Hanoi City, Vietnam	Year 2025	Supplying equipment with the amount of: 175,319,996 VND.
3	Central Books and Educational Equipment Joint Stock Company	The company is chaired by Mr. Nguyen Van Cung (Member of the Board of Directors of STC).	0401345925 Department of Planning and Investment of Da Nang City.	223 Le Dinh Ly, Hoa Cuong Ward, Da Nang City.	Year 2025	Supplying equipment ... with the amount of: 3,033,689,911 VND.

## VII. OPERATIONAL DIRECTION FOR 2026

- Strengthen comprehensive inspections of all operational aspects within the Company to ensure that all operational aspects throughout the system are regularly checked to detect and promptly rectify errors.



- Strengthen direct engagement with the Company to promptly grasp the business operating activities, management and administration, and risk management to provide timely support.
- Appraise financial statements and the implementation status of the production-business plan for each quarter and for 2026 according to the Resolution of the General Meeting of Shareholders.
- Coordinate with functional departments to inspect and supervise the implementation of state documents and regulations, the Company's operational organization regulations, and financial management regulations in accordance with current provisions.
- Continue to coordinate more closely with the Board of Directors and the Company's Board of General Directors to achieve even greater operational efficiency.

This is the report for 2025 and Operational directions for 2026 of the Board of Supervisors, respectfully submitted to the 2026 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting for consideration and approval./.

**ON BEHALF OF THE COMPANY'S  
BOARD OF SUPERVISORS  
HEAD OF THE BOS**

**Nguyen Thi Hong Hanh**



BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY  
OF HO CHI MINH CITY  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS



REPORT OF THE BOARD OF MANAGEMENT FOR 2025  
AND OPERATIONAL DIRECTION FOR 2026



April 2026





## PART ONE

## SUMMARY OF ACTIVITIES FOR 2025

## I. SITUATION OVERVIEW

## 1. Advantages:

- In 2025, despite changes in macroeconomic policy regarding the selection of a set of textbooks, the Company still completed the timely, synchronized, and on-schedule distribution of books to schools. Debts were recovered, and full payments were made to the lead company.

- Inventory percentage reached the minimum planned level (6.32% compared to 7.35% in the same period).

- Preserved capital, ensured salaries and bonuses for employees, and dividends for shareholders.

## 2. Difficulties:

The impact of the policy to select 01 set of textbooks reduced revenue and the establishment of a provision fund reduced profit.

## II. RESULTS OF ACTIVITIES FOR 2025

## 1. Capital investment:

As of December 31, 2025, all companies operating in the education sector in which the company invested capital were profitable in their business operations, specifically:

Name of company	As of December 31, 2024			As of December 31, 2025		
	Number of shares	Value (million VND)	Holding percentage (%)	Number of shares	Value (million VND)	Holding percentage (%)
An Dong Education Joint Stock Company	276,000	2,760	52.77	276,000	2,760	52.77
GiaDinh Educational Publishing Services Joint Stock Company	49,000	490	4.77	49,000	490	4.77

## 2. Results of operating activities for 2025

*Business results for 2025 of the parent company:*

Some key indicators are as follows:

N O.	TARGE T	UNIT	2025 PLAN	2025 IMPELE NTATION	2024 IMPELE NTATION	2025 IMPELE NTATION/ 2025 PLAN	2025 IMPELE NTATION/ 2024 IMPELE NTATION
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## Report of the Board of Management for 2025

1	Revenue, income	Billion VND	450.000	380.164	467.158	84.48%	81.38%
2	Costs	Billion VND	435.000	367.877	451.145	84.57%	81.54%
3	Profit before tax	Billion VND	14.500	12.287	16.013	84.74%	76.73%
4	Parent company's salary unit price	(VND/1,000 VND profit)	3,000	3,000	3,000	100%	100%
5	Dividends percentage	%	14%	14%	14%	100%	100%

Of which:

NO	TARGET	UNIT	2025 PLAN	2025 IMPLEMENTATION	2024 IMPLEMENTATION	2025 IMPLEMENTATION/ 2025 PLAN
1	Revenue, income	450.000	380.164	467.158	84.48%	81.38%
	- Books of all types	250.413	190.868	267.189	76.22%	71.53%
	- Equipment	180.020	164.748	175.402	91.52%	71.44%
	- Publications, stationery, etc.	11.567	14.071	14.436	121.65%	97.47%
	- Others	8.000	10.477	10.131	130.96%	103.42%
2	Costs	435.000	367.877	451.145	84.57%	97.26%
3	Profit before tax	14.500	12.287	16.013	84.74%	76.73%
4	Dividends payout percentage	14%	14%	14%	100%	100%

### III. OTHER ACTIVITIES

#### 1. Review activities of internal regulations system

The existing system of work procedures and internal regulations (Charter, Financial regulations, Salary and Bonus regulations, Internal Audit regulations, etc.) complies with legal



provisions and job requirements. The company is currently reviewing them for regular updates to comply with newly issued legal provisions.

## **2. Repair and renovation activities of facilities**

- Renovated, upgraded, and effectively put into use Store 223 Nguyen Tri Phuong.
- Completed and put into use the automatic wall-mounted fire suppression system at the book warehouse 104/5 Mai Thi Luu, Tan Dinh Ward, Ho Chi Minh City;
- Regularly performed periodic maintenance of the fire prevention and fighting system at all facilities and cleaned the corrugated iron roof and gutters to prevent rain and leaks... Maintained book packaging equipment to serve book distribution for the 2025-2026 academic year.

- Reviewed and continued to complete the land lease renewal application at 122 Phan Van Tri, Binh Thanh Ward, Ho Chi Minh City;

- Continued to manage and monitor facilities at the headquarters 223 Nguyen Tri Phuong, An Dong Ward, and other facilities.

## **3. Organization - Labor - Salary activities**

- Consolidated the middle management team; deployed and arranged labor reasonably to maximize internal resources.
- Organized and implemented activities in accordance with internal regulations, labor rules, collective labor agreements, and company regulations.
- Fully implemented social insurance and welfare benefits for employees in accordance with the law, regulations of Vietnam Education Publishing House, and company rules.

## **4. Internal audit organization activities (according to Decree 05/2019 of the government for listed enterprises)**

- Issued the Internal Audit regulations according to Board of Directors' Resolution No. 05/NQ-HĐQT dated May 31, 2022.

- Issued and Implemented the periodic internal inspection plan for 2025 as directed by Vietnam Education Publishing House, submitted to the Board of Directors for approval.

## **5. Accounting – Financial activities**

- Focus on collecting debts to ensure resources S for production – business; strengthen debt collection measures.
- Effectively implement financial management work; strictly control operational documents, record fully and accurately in accordance with current regulations.

## **IV. SOCIAL CHARITY WORK**

In addition to production business activities, the company also accompanies and participates in other social and charitable activities:





No.	CONTENT	Unit	Quantity	Amount (VND)
1	Support for poor students and those in difficult circumstances		2,540	33,209,263
	Textbooks	books	589	13,449,000
	Other types of books	books	68	680,000
	Notebooks	notebooks	600	4,199,999
	Various types of learning tools	items/sets	1,283	14,880,264
2	Support for school libraries, educational institutions		18,340	711,658,007
	Textbooks	copies	9,697	248,798,500
	Other types of books	copies	262	4,660,000
	Educational equipment	units/sets	8,381	458,199,507
3	Other activities			29,300,000
	Scholarships			29,300,000
TOTAL			20,880	774,167,270

## V. GENERAL ASSESSMENT

The socio-economic situation in 2025 remains difficult and complex, consumer behavior has changed, and consumers are still tightening their spending; the equipment product group faces fierce price competition. At the same time, 2025 is also a year with changes in macro policies regarding the selection of 1 set of textbooks, leading to a decrease in book revenue. The company's management Implemented a review and reorganization from production to sales, launched cost-saving campaigns in production business...aiming to effectively utilize the company's resources, reduce production costs, and increase product competitiveness in the market.

Given the above advantages and difficulties, with the close guidance and attention from the leadership of Vietnam Education Publishing House, Regional Education Publishing Houses, the collective Board of Directors and employees of the company, with mutual effort and encouragement, achieved the targets assigned by the General Meeting of Shareholders.

## PART TWO

### PRODUCTION BUSINESS PLAN FOR 2026

#### I. KEY TASKS

##### 1. Management activities

- Preserve and effectively utilize capital.



- Disclose information fully and promptly as required by law.

- Organize regular meetings for the development and implementation of the General Meeting of Shareholders' Resolution, and strategic development orientation. Hold ad hoc meetings to promptly resolve other arising issues to effectively serve the implementation of assigned plan targets.

- Regularly review the Charter, the Regulations on Corporate Governance, and other regulations as required by law.

- Preparation work for the 2026 Annual General Meeting of Shareholders.

## **2. Book and educational equipment issuance activities**

- Stabilize the book and equipment market, which is the Company's strength in manufactured goods.

- Improve and shorten production processes. research and develop new products to meet Resolution 71-NQ/TW of the Politburo on breakthrough development in education and training.

- Be cautious and decisive in business, while ensuring the safety of Inventories and meeting business requirements and opportunities.

## **3. Investment activities in infrastructure, equipment & machine**

- Invest in equipment & machine to increase productivity, reduce Raw materials waste, and achieve higher product accuracy.

- Optimize the utilization of the company's infrastructure and retail store chain, to prevent waste and deterioration.

## **4. Other activities**

- Completing the legal framework for facilities, conditional business licenses, environmental licenses, fire prevention and fighting licenses, etc.

- Researching and improving policies and remuneration schemes to attract and retain employees with the unit.

- Building an effective team to well serve the unit's production and business activities.

## **II. PLAN TARGETS**

- Based on the unpredictable fluctuations in the socio-economic situation in 2026; the impact of macroeconomic policies on education on the company's business sectors;

- Based on the current issuance policy, the trend of price reductions and discounts for educational books in the coming period;

- Based on the judgment of the provision level to be handled in 2026;

- Basis for assessment of the level of provision to be recognized in 2026;





- Based on the cautiousness of the book and educational equipment market in 2026

The company develops its business plan for 2026 as follows:

No.	Indicator	2026 Plan
1	revenue, income	438 billion VND
2	Expenses	425.1 billion VND
3	Profit before tax	12.9 billion VND
4	Dividend payout percentage	12%

Above is the Report summarizing the activities for 2025 and the operational direction for 2026 of the Board of Management.

Respectfully submitted to the General Meeting of Shareholders./.

**Recipients:**

- BOD, BOS;
- BOM, Chief Accountant;
- Departments, Enterprises;
- Archive: Finance-Administration.



Nguyen Cong Dung



*Ho Chi Minh City, April 3<sup>th</sup>, 2026*

## Re: Audited financial statements for 2025 of the Company (separate + consolidated)

To: Educational Equipment Joint Stock Company of Ho Chi Minh City

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents for implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents for implementation;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;
- Pursuant to the audited financial statements for 2025 (separate + consolidated) of the Company

The Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City hereby submits to the General Meeting of Shareholders for voting and approval of the Company's audited financial statements for 2025 (separate + consolidated) by AAC Auditing and Accounting Co., Ltd.

The detailed content of the audited financial statements for 2025 (separate + consolidated) of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City is published on the website: <https://stb.com.vn/> under the Shareholder Relations section.

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely./.

ON BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD

**HÔNG TV  
GÓ PHẦN  
SÁCH VÀ THIẾT BỊ  
TRƯỜNG HỌC  
THÀNH PHỐ  
HỒ CHÍ MINH**

**QUAN 5 TP. HỒ CHÍ MINH**

**Tổng Trung Đan**



\*\*\*\*\*  
No.: 04-TTr ĐHĐCĐ

Ho Chi Minh City, April 3<sup>th</sup>, 2026

## PROPOSAL

*Re: Business results and profit distribution for 2025*

General Meeting of Shareholders of Book and  
To: Educational Equipment Joint Stock Company of Ho  
Chi Minh City

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;
- Pursuant to the audited Financial Statements for 2025 (separate + consolidated);

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the business results for 2025, the fund appropriation plan, and dividend distribution as follows:

No.	Criteria – Parent company	Unit	Amount (according to separate audited Financial Statements for 2025)
1	Net revenue	VND	378,387,071,702
2	Total revenue, income	VND	380,164,346,264
3	Profit before tax	VND	12,287,283,010
4	Profit after tax distributed this year	VND	10,945,018,985
5	Distribution of remaining profit from previous period (2024) carried forward:		
5.1	Undistributed corporate income tax profit after tax from previous period carried forward	VND	7,931,742,000
5.2	Dividend distribution for 2024	VND	7,931,742,000
5.3	Remaining corporate income tax profit after tax from previous period (after dividend distribution)	VND	

No	Criteria – Parent company	Unit	Amount (according to separate audited Financial Statements for 2025)
6	Distributable profit after tax according to audited financial statements as of December 31, 2025	VND	10,945,018,958
7	Distribution of corporate income tax profit after tax for this year. Of which:	VND	
7.1	Bonus & welfare funds	%	22.5% of Profit after tax
	+ Bonus fund	%	12.5% of Profit after tax
	+ Welfare fund	%	10% of Profit after tax
7.2	Board of Management bonus fund	%	5% of Profit after tax
7.3	Dividend distribution to shareholders		14% of par value (1,400 VND/share).
7.4	Investment and development fund		0

Sincerely!

ON BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRMAN OF THE BOD



Tu Trung Dan



**PROPOSAL**

*Re: Production and business plan for 2026*

General Meeting of Shareholders of Book and  
To: Educational Equipment Joint Stock Company of Ho Chi  
Minh City

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;


Based on the 2025 production and business situation and the Company's development orientation for 2026, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the business plan for as follows:

No.	Targets – Parent company	Unit	Actual 2025	Plan 2026	
				Value	%/2025
1	Revenue, income	Million VND	380,164	438,000	115.21%
2	Profit before tax	Million VND	12,287	12,900	104.99%
3	Dividends	%	14	12	85.71%

Respectfully submitted to the General Meeting of Shareholders.

Sincerely./.

ON BEHALF OF THE  
BOARD OF DIRECTORS,  
CHAIRMAN OF THE BOD



Tu Trung Dan

No.: 01/TTr- ĐHĐCĐ

Ho Chi Minh City, April 3<sup>th</sup>, 2026

## PROPOSAL

*Re: Remuneration for the Board of Directors and Board of Supervisors*

General Meeting of Shareholders of Book and

To: Educational Equipment Joint Stock Company of Ho  
Chi Minh City

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the remuneration and bonuses for the Board of Directors, Board of Supervisors, and company secretary, as follows:

The remuneration for the Board of Directors, Board of Supervisors, and company secretary in 2025 is 5,2% of the estimated profit after tax, amounting to: 569,000,000 VND.

- Chairman of the Board of Directors : 7,971,000 VND/month
- Member of the Board of Directors : 5,978,229 VND/month
- Head of the Board of Supervisors : 4,251,167 VND/month
- Member of the Board of Supervisors : 3,188,375 VND/month
- Company secretary : 3,188,375 VND/month

The proposed remuneration for the Board of Directors, Board of Supervisors, and company secretary in 2026 are as follows:

Proposed remuneration rate for the Board of Directors, Board of Supervisors, and company secretary in 2026: lump-sum remuneration for the Board of Directors, Board of Supervisors, and company secretary at 5% of the estimated profit after tax. This is a provisional amount used as a basis for calculating reasonable and valid expenses for the company during the year, and subsequently for re-determining the final business results.

Respectfully submitted to the General Meeting of Shareholders.

Sincerely!

ON BEHALF OF THE  
BOARD OF DIRECTORS  
CÔNG TY  
SÁCH VÀ THIẾT BỊ  
TRƯỜNG HỌC  
THÀNH PHỐ  
HỒ CHÍ MINH  
QUẬN 5 TP. HỒ CHÍ MINH  
Lu Trung Dan



No.: 05 / TTr-ĐDĐĐ

Ho Chi Minh City, April 3<sup>th</sup>, 2026

## Proposal

*Re: Selection of auditing firm for the 2026 Financial Statements*

To: General Meeting of Shareholders of Book and Educational  
Equipment Joint Stock Company of Ho Chi Minh City

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding implementation documents;
- Pursuant to Decree No. 155/2020/NĐ-CP detailing the implementation of a number of articles of the Law on Securities passed on December 31, 2020, and its amending, supplementing, and guiding implementation documents;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the content of the Selection of Auditing Firm for the Company's Separate and Consolidated Financial Statements for the year 2026 as follows:

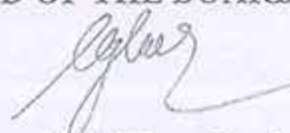
To facilitate the most effective audit of the 2026 Financial Statements, the Board of Supervisors, after reaching agreement with the Board of Directors, respectfully submits to the General Meeting of Shareholders for approval the List of auditing firms to audit the Company's Financial Statements (Separate + Consolidated) for 2026, which is a List of independent auditing organizations included in the list of auditing organizations approved by The State Securities Commission of Vietnam to conduct audits in accordance with the Law on Securities and laws on independent auditing.

Authorize the Board of Directors, based on the capacity and qualifications of the professional audit team of independent auditing firms, to proactively select and sign a contract with the auditing firm.

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely./.

ON BEHALF OF THE  
BOARD OF SUPERVISORS  
HEAD OF THE BOARD



Nguyen Thi Hong Hanh



## PROPOSAL

*Re: transactions with related parties*

To: General Meeting of Shareholders of Book and  
Educational Equipment Joint Stock Company of Ho Chi  
Minh City

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and its amending, supplementing, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019 and its amending, supplementing, and guiding documents;
- Pursuant to Decree 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and its amending, supplementing, and guiding documents;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;

Respectfully submit to the 2026 Annual General Meeting of Shareholders for approval of the transactions between the Company and its affiliated persons as follows:

1. Based on the actual situation and the projected business plan for educational products under the 2018 General Education program, to facilitate the completion of the set plan, leverage existing advantages and strengths among the Company's subsidiaries, affiliated companies, and other affiliated persons of Vietnam Education Publishing House Limited Company - the shareholder owning 52.54% of the total voting shares of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City - the parent company, and concurrently to maintain the Company's regular and continuous business operations; the Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City (STC) respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of internal contracts, related party transactions, and transactions with affiliated persons expected to arise from 2026 onwards, which are to be signed in accordance with legal regulations and where the total value of each transaction subject falls under the authority of the General Meeting of Shareholders as per the Company's Charter, including the transactions listed below between the Company and the Company's subsidiaries or affiliated companies and other affiliated persons of Vietnam Education Publishing House:

(i). Transactions for buying and selling textbooks, supplementary books, and reference books.



(ii). Transactions for buying and selling educational equipment and other educational products.

(iii). Transactions for transportation services; brand usage management fees, etc.

*Details of transactions between the Company and its affiliated persons are provided in Appendix 1 attached to this Proposal.*

2. To authorize the Company's Representative to decide on the specific terms and conditions of these contracts and transactions, including any agreements to amend, supplement, terminate, or replace related transactions (if any), and concurrently to sign and execute these transactions.

Respectfully submitted to the Annual General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF THE BOARD OF  
DIRECTORS

CHAIRMAN OF THE BOD



Lu Trung Dan



# APPENDIX 01:

Transactions between the company and related parties: attached Proposal / TTr-ĐHĐCĐ April 3<sup>th</sup>, 2026.

No.	Unit Name	Relationship with the company	Enterprise code	Time of transaction	Content of transaction	Total forecast transaction value (VND)
1	An Dong Education Joint Stock Company	Company's subsidiary 52.77%	0309984013	Year 2026	Supply of books, equipment, premises	9,000,000,000
2	Education Publishing House in Ho Chi Minh City	Subsidiary unit of the Parent company	0100108543-006	Year 2026	Supply of books, equipment; purchase of stamps, brand usage management fees	30,000,000
3	Education Publishing House in Can Tho City	Subsidiary unit of the investment company	0100108543-017	Year 2026	Supply of books, equipment, purchase of books	50,000,000
4	Education Publishing House in Da Nang City	Subsidiary unit of the investment company	0100108543-004	Year 2026	Supply of books, equipment, purchase of books	50,000,000
5	Education Publishing House in Hanoi City	Subsidiary unit of the investment company	0100108543-016	Year 2026	Supply of books, equipment, purchase of books	50,000,000
6	Vietnam Education Publishing House Limited Company	Parent company	0100108543	Year 2026	Trademark fees	51,504,800
7	South Book and Educational Equipment Joint Stock Company	Common Parent company	0309902130	Year 2026	Supply of equipment, notebooks, books...; purchase of books, equipment..	12,000,000,000
8	Educational Materials Joint Stock Company	Common Parent company	0303357513	Year 2026	Supply of equipment, books..	15,000,000
9	Central Book and Educational Equipment Joint Stock Company	Common Parent company (Company where Mr. Nguyen Van Cung – Member of the Board of	0401345925	Year 2026	Supply of equipment...	3,500,000,000



No.	Unit Name	Relationship with the company	Enterprise code	Time of transaction	Content of transaction	Total forecast transaction value (VND)
		Directors serves as Chairman of the Board of Directors				
10	Cuu Long Book and Educational Equipment Joint Stock Company	Common Parent company	1801122682	Year 2026	Supply of equipment...	2,000,000,000
11	Education Technology High School Development and Investment Joint Stock Company	Common Parent company	0104755693	Year 2026	Supply of equipment...	100,000,000
12	Phuong Nam Education Investment and Development Joint Stock Company	Common investment company	0304952106	Year 2026	Supply of equipment, books...; purchase of books, calendars and services other	230,000,000,000



## PROPOSAL

*Re: Amending and supplementing business lines*

To: **General Meeting of Shareholders of Book and  
Educational Equipment Joint Stock Company of Ho Chi  
Minh City**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to Decree 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law and its amending, supplementing, and guiding documents;
- Pursuant to Decision 36/2025/QĐ-TTg issued on September 29, 2025, by the Prime Minister of the government regarding the Decision promulgating the system of Vietnam's economic sectors ("Decision 36");
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;
- Based on the Company's operational situation and requirements,

In order to expand the Company's production and business activities, and to ensure compatibility with the new Economic Sector Classification System as prescribed in Decision No. 36 and other relevant legal regulations, the Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Company's business lines in Clause 1, Article 4 of the Company Charter, in accordance with the changes specified in Appendix 03 attached hereto.

At the same time, the legal representative of the Company – the General Director shall be assigned to organize and carry out the procedures for registering the amendment and supplementation of business lines with the Business Registration Authority in accordance with the provisions of law. In case the Business Registration Authority provides guidance for adjustments to the registered business lines based on the submitted dossier, the General Director is authorized to proactively implement such adjustments in accordance with the guidance of the competent authority without requiring further approval from the General Meeting of Shareholders.



Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely!

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN OF THE BOD



Phạm Trung Đan



### APPENDIX 03: CONTENT OF AMENDMENTS AND SUPPLEMENTS TO BUSINESS LINES

*(Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025, on the promulgation of the Vietnam Standard Industrial Classification)*

No.	Content of current business line regulations according to Clause 1 - Article 4 of the Charter	Content of amended and supplemented business line regulations in Clause 1 - Article 4 of the Charter
1	<b>Industry code: 6810</b> Industry name: Real estate business, land use rights of owners, users, or lessees Details: office leasing	<b>Industry code: 6810</b> Industry name: Real estate business, land use rights of owners, users, or lessees Details: Leasing of non-residential properties such as offices, shops, commercial centers, manufacturing workshops, exhibition areas, warehouses, commercial centers...
2	<b>Industry code: 8510</b> Industry name: Preschool education	<b>Industry code: 8511</b> Industry name: Nursery education <b>Industry code: 8512</b> Industry name: Kindergarten education
3	<b>Industry code: 8532</b> Industry name: Vocational education Details: Vocational training.	<b>Industry code: 8531</b> Industry name: Primary vocational training Details: Vocational training <b>Industry code: 8532</b> Industry name: Intermediate vocational training Details: Vocational training (not operating at head office) <b>Industry code: 8533</b> Industry name: College-level vocational training Details: Vocational training (not operating at head office)





No.	Content of current business line regulations according to Clause 1 - Article 4 of the Charter	Content of amended and supplemented business line regulations in Clause 1 - Article 4 of the Charter
		<b>Industry code: 8559</b> Industry name: Other education not elsewhere classified Details: (excluding religious education; schools of Party and mass organizations)
4	<b>Industry code: 5911</b> Production activities of motion pictures, film video, and television programs Details: Video film production (excluding broadcasting and not performing fire and explosion effects; not using explosives, flammable substances, chemicals as props, tools for artistic programs, events, films)	<b>Industry code: 5911</b> Industry name: Motion picture, video, and television program production activities Details: Video film production (excluding broadcasting and not performing fire and explosion effects; not using explosives, flammable substances, chemicals as props, tools for artistic programs, events, films)
5	<b>Industry code: 4669</b> Industry name: Other specialized wholesale not elsewhere classified Details: Trading chemicals (excluding highly toxic chemicals) (not storing chemicals)	<b>Industry code: 4679</b> Industry name: Other specialized wholesale not elsewhere classified Details: Trading chemicals (excluding highly toxic chemicals) (not storing chemicals)
6	<b>Industry code: 4651</b> Industry name: Wholesale of computers, peripheral equipment, and software Details: Trading of audiovisual equipment, computers, peripheral equipment, and computer software	<b>Industry code: 4651</b> Industry name: Wholesale of computers, peripheral equipment, and software Details: Wholesale of audiovisual equipment, computers, peripheral equipment, and computer software.
7	<b>Industry code: 8520</b> Industry name: Primary education	<b>Industry code: 8521</b> Industry name: Primary education
8	<b>Industry code: 8531</b>	<b>Industry code: 8522</b>

No.	Content of current business line regulations according to Clause 1 - Article 4 of the Charter	Content of amended and supplemented business line regulations in Clause 1 - Article 4 of the Charter
	Industry name: Secondary and high school education	Industry name: Secondary education <b>Industry code: 8523</b> Industry name: High school education
9	<b>Industry code: 3100</b> Industry name: Manufacture of beds, cabinets, tables, chairs Details: Manufacture of cabinets, tables, chairs, wooden products (without wood processing, forging, casting, metal rolling, stamping, forming, welding, painting; electroplating; waste recycling at the head office).	<b>Industry code: 3101</b> Industry name: Manufacture of beds, cabinets, tables, chairs Details: Manufacture of cabinets, tables, chairs, wooden products (without wood processing, forging, casting, metal rolling, stamping, forming, welding, painting; electroplating; waste recycling at the head office).
10		<b>Industry code: 4711</b> Industry name: General retail of food, food products, beverages, waterpipe tobacco, and waterpipe tobacco accounting for a large proportion.
11		<b>Industry code: 1075</b> Industry name: Manufacture of prepared meals and dishes
12		<b>Industry code: 1079</b> Industry name: Manufacture of other food products not elsewhere classified.
13		<b>Industry code: 1050</b> Industry name: Processing of milk and dairy products.
14		<b>Industry code: 5610</b> Industry name: Restaurants and mobile food service activities.





No.	Content of current business line regulations according to Clause 1 - Article 4 of the Charter	Content of amended and supplemented business line regulations in Clause 1 - Article 4 of the Charter
15		Industry code: 5630 Industry name: Beverage serving activities.
16		Industry code: 5640 Industry name: Intermediate service activities for food services.
17		Industry code: 9329 Industry name: Other amusement and recreation activities (excluding dance hall operations; excluding the business of prize-winning electronic games for foreigners and the business of online prize-winning electronic games).



No.: 08 / TTr- ĐHĐCĐ

Ho Chi Minh City, April 3<sup>th</sup>, 2026

## PROPOSAL

*Re: Amendment and supplementation of the Company's Charter*

To: General Meeting of Shareholders of Book and  
Educational Equipment Joint Stock Company of Ho Chi  
Minh City

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to Decree 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to Decree 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.

The Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City respectfully submits to the General Meeting of Shareholders for consideration and approval:

1. The amendment and supplementation of the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City, to comply with current legal regulations (*attached Appendix 02*).
2. Authorize the Company's Board of Directors and the Legal Representative to issue the official Charter after it has been approved by the General Meeting of Shareholders and after completing other related procedures (*including amending the business lines with the Ho Chi Minh City Department of Finance*) as prescribed by law.

Respectfully submitted to the General Meeting of Shareholders for consideration.  
Sincerely!

ON BEHALF OF THE BOARD OF  
DIRECTORS

CHAIRMAN OF THE BOD



Trần Trung Đan





## APPENDIX 02: CONTENTS OF AMENDMENT AND SUPPLEMENTATION TO THE CHARTER

No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
1	<b>Point c, Clause 1, Article 1</b> c) The Enterprise Law is Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of The Socialist Republic Of Vietnam on June 17, 2020;	<b>Point c, Clause 1, Article 1</b> c) The Enterprise Law is Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of The Socialist Republic Of Vietnam on June 17, 2020 and its amending and supplementing documents;	Updated in accordance with the provisions of Law No. 03/2022/QH15 of 2022 and Law No. 76/2025/QH15 of 2025
2	<b>Point d, Clause 1, Article 1</b> d) The Securities Law is Securities Law No. 54/2019/QH14 adopted by the National Assembly of The Socialist Republic Of Vietnam on November 26, 2019;	<b>Point d, Clause 1, Article 1</b> d) The Securities Law is Securities Law No. 54/2019/QH14 adopted by the National Assembly of The Socialist Republic Of Vietnam on November 26, 2019 and its amending and supplementing documents;	Updated in accordance with the provisions of Law No. 56/2024/QH15
3	<b>Clause 1, Article 2</b> 1. Name of company - Company name in Vietnamese: CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ TRƯỜNG HỌC THÀNH PHỐ HỒ CHÍ MINH - Name of company in foreign language: Book and Educational Equipment Joint Stock Company. - Abbreviated Name of company: STB	<b>Clause 1, Article 2</b> 1. Name of company - Company name in Vietnamese: CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ TRƯỜNG HỌC THÀNH PHỐ HỒ CHÍ MINH - Name of company in foreign language: Book and Educational Equipment Joint Stock Company of Ho Chi Minh City. - Abbreviated Name of company: STB JSC	Updated in accordance with the content of the latest Business Registration Certificate
4	<b>Clause 3, Article 2</b>	<b>Clause 3, Article 2</b>	Updated in accordance with the new

No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
	<p>3. Registered office of the Company:</p> <ul style="list-style-type: none"> <li>- Address: No. 223 Nguyen Tri Phuong, Ward 9, District 5, Ho Chi Minh City.</li> <li>- Telephone: 028 38 554 645</li> <li>- E-mail: <a href="mailto:lienhe@stb.com.vn">lienhe@stb.com.vn</a></li> <li>- Website: <a href="http://www.stb.com.vn">www.stb.com.vn</a></li> </ul>	<p>3. Registered office of the Company:</p> <ul style="list-style-type: none"> <li>- Address: 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City, Vietnam.</li> <li>- Telephone: 028 38 554 645</li> <li>- E-mail: <a href="mailto:lienhe@stb.com.vn">lienhe@stb.com.vn</a></li> <li>- Website: <a href="http://www.stb.com.vn">www.stb.com.vn</a></li> </ul>	administrative boundaries
5	<p><b>Clause 1 - Article 4:</b></p> <p><b>Industry code: 6810</b></p> <p>Name of industry, business line: Real estate business, land use rights owned, used, or leased by owners.</p> <p>Details: office leasing.</p>	<p><b>Clause 1 - Article 4:</b></p> <p><b>Industry code: 6810</b></p> <p>Business line name: Real estate business, land use rights belonging to owners, users, or leased.</p> <p>Details: Leasing non-residential houses and land such as offices, shops, commercial centers, production workshops, exhibition areas, warehouses, commercial centers...</p>	Updated to align with the Company's business orientation; Details according to Decision 36/2025/QĐ-TTg dated September 29, 2025.
	<p><b>Industry code: 8510</b></p> <p>Industry name: Preschool education.</p>	<p><b>Industry code: 8511</b></p> <p>Industry name: Nursery education.</p> <p><b>Industry code: 8512</b></p> <p>Industry name: Kindergarten education.</p>	
	<p><b>Industry code: 8532</b></p> <p>Industry name: Vocational education.</p> <p>Details: Vocational training.</p>	<p><b>Industry code: 8531</b></p> <p>Industry name: Primary vocational training.</p> <p>Details: Vocational training.</p>	



No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
		<p><b>Industry code: 8532</b>  Industry name: Intermediate vocational training.  Details: Vocational training (not operating at head office)</p> <p><b>Industry code: 8533</b>  Industry name: College-level vocational training.  Details: Vocational training (not operating at head office)</p> <p><b>Industry code: 8559</b>  Industry name: Other education not elsewhere classified  Details: (excluding religious education; schools of Party and mass organizations)</p>	
	<p><b>Industry code: 5911</b>  Production activities of motion pictures, film video, and television programs.  Details: Video film production (excluding broadcasting and not performing fire and explosion effects; not using explosives, flammable substances, chemicals as props, tools for artistic programs, events, films).</p>	<p><b>Industry code: 5911</b>  Industry name: Motion picture, video, and television program production activities.  Details: Video film production (excluding broadcasting and not performing fire and explosion effects; not using explosives, flammable substances, chemicals as props, tools for artistic programs, events, films).</p>	
	<p><b>Industry code: 4669</b></p>	<p><b>Industry code: 4679</b></p>	

No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
	<p>Industry name: Other specialized wholesale not elsewhere classified.</p> <p>Details: Trading chemicals (excluding highly toxic chemicals) (not storing chemicals).</p>	<p>Industry name: Other specialized wholesale not elsewhere classified.</p> <p>Details: Trading chemicals (excluding highly toxic chemicals) (not storing chemicals).</p>	
	<p><b>Industry code: 4651</b></p> <p>Industry name: Wholesale of computers, peripheral equipment, and software.</p> <p>Details: Trading of audiovisual equipment, computers, peripheral equipment, and computer software.</p>	<p><b>Industry code: 4651</b></p> <p>Industry name: Wholesale of computers, peripheral equipment, and software.</p> <p>Details: Wholesale of audiovisual equipment, computers, peripheral equipment, and computer software.</p>	
	<p><b>Industry code: 8520</b></p> <p>Industry name: Primary education.</p>	<p><b>Industry code: 8521</b></p> <p>Industry name: Primary education.</p>	
	<p><b>Industry code: 8531</b></p> <p>Industry name: Secondary and high school education.</p>	<p><b>Industry code: 8522</b></p> <p>Industry name: Secondary education.</p> <p><b>Industry code: 8523</b></p> <p>Industry name: High school education.</p>	
	<p><b>Industry code: 3100</b></p> <p>Industry name: Manufacture of beds, cabinets, tables, chairs.</p> <p>Details: Manufacture of cabinets, tables, chairs, wooden products (without wood processing, forging, casting, metal rolling, stamping,</p>	<p><b>Industry code: 3101</b></p> <p>Industry name: Manufacture of beds, cabinets, tables, chairs.</p> <p>Details: Manufacture of cabinets, tables, chairs, wooden products (without wood processing, forging, casting, metal rolling, stamping, forming, welding,</p>	



No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
	forming, welding, painting; electroplating; waste recycling at the head office).	painting; electroplating; waste recycling at the head office).	
		<p><b>Industry code: 4711</b> Industry name: General retail of food, food products, beverages, waterpipe tobacco, and waterpipe tobacco accounting for a large proportion.</p> <p><b>Industry code: 1075</b> Industry name: Manufacture of prepared meals and dishes</p> <p><b>Industry code: 1079</b> Industry name: Manufacture of other food products not elsewhere classified.</p> <p><b>Industry code: 1050</b> Industry name: Processing of milk and dairy products.</p> <p><b>Industry code: 5610</b> Industry name: Restaurants and mobile food service activities.</p> <p><b>Industry code: 5630</b> Industry name: Beverage serving activities.</p> <p><b>Industry code: 5640</b> Industry name: Intermediate service activities for food services.</p>	

No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
		<b>Industry code: 9329</b> Industry name: Other amusement and recreation activities (excluding dance hall operations; excluding the business of prize-winning electronic games for foreigners and the business of online prize-winning electronic games).	
6	<b>Clause 3 Article 21</b> 3. In the case of electing members of the Board of Directors and members of the Board of Supervisors, <del>if the number of candidates is less than or equal to the number of Board of members of the BOD/BOS to be elected,</del> the election of members of the BOD/BOS may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises. <del>or by voting (for, against, abstention). The Voting rate for approval by voting method shall be implemented according to Clause 2, Article 21 of this Charter.</del>	<b>Clause 3 Article 21</b> 3. In the case of electing members of the Board of Directors and members of the Board of Supervisors, the election of members of the BOD/BOS may be conducted by cumulative voting as stipulated in Clause 3, Article 148.	According to the proposal from the Vietnam Education Publishing House.
7	<b>Clause 1, 2 Article 22</b> 1. Resolutions of the General Meeting of Shareholders on the following matters must be approved by voting at the General Meeting of Shareholders:	<b>Clause 1 Article 22</b> Authority and procedures for collecting shareholders' written comments to approve the Resolution of the General Meeting of Shareholders	Updated according to the provisions of Article 149 of the Enterprise Law and to better suit the Enterprise's reality and According to the



No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
	<p>a) Amending, supplementing the contents of this Charter;</p> <p>b) Company development orientation;</p> <p>c) Electing, dismissing, removing Member of the Board of Directors and Board of Supervisors;</p> <p>d) Approving annual financial statements;</p> <p>e) Dividing, separating, consolidating, merging, or converting the company.</p> <p>2. Except for the contents and matters that must be approved by the General Meeting of Shareholders by voting at the General Meeting of Shareholders as stipulated in Clause 1, Article 22 of this Charter, the Board of Directors has the right to collecting shareholders' written comments to approve the Decision of the General Meeting of Shareholders at any time if deemed necessary for the company's benefit.</p>	<p>shall be carried out according to the following provisions:</p> <p>1. The Board of Directors has the right to collecting shareholders' written comments to approve the Resolution of the General Meeting of Shareholders on the following matters:</p> <p>a) Amending, supplementing the contents of this Charter;</p> <p>b) Approving/amending, supplementing the Regulations on corporate governance; the Regulations on operation of the Board of Directors; the Regulations on operation of the Board of Supervisors;</p> <p>c) Company development orientation;</p> <p>d) Share classes and total number of shares of each class;</p> <p>e) Electing, dismissing, removing members of the Board of Directors and Board of Supervisors;</p> <p>f) Investment projects or selling assets with a value equal to or greater than 35% of the total value of assets recorded in the company's latest financial statements;</p> <p>g) Reorganizing, dissolving the company;</p> <p>h) Changing business lines, occupations, and fields;</p>	<p>proposal from the Vietnam Education Publishing House.</p>

No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
		i) Changing the company's organizational management structure; j) Other matters under the authority of the General Meeting of Shareholders when deemed necessary for the Company's benefit (excluding the provisions of Clause 6, Article 148 of the Enterprise Law).	
8	<b>Clause 3 Article 22</b> 3. The opinion ballot must include the following main content: a) Name, address, enterprise code; b) Purpose of collecting comments; c) Full name, contact Address, nationality, personal legal document number for individual shareholders; name, enterprise code or organizational legal document number, Address for institutional shareholders or full name, contact Address, nationality, personal legal document number for the representative of an institutional shareholder; number of shares of each type and the shareholder's voting shares; d) Matter for which comments are needed to approve a decision;	<b>Clause 3 Article 22</b> 3. The opinion ballot must include the following main content: a) Name, address, enterprise code; b) Purpose of collecting comments; c) Full name, contact Address, nationality, personal legal document number for individual shareholders; name, enterprise code or organizational legal document number, Address for institutional shareholders or full name, contact Address, nationality, personal legal document number for the representative of an institutional shareholder; number of shares of each type and the shareholder's voting shares; d) Matter for which comments are needed to approve a decision;	According to the proposal from the Vietnam Education Publishing House.



No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
	e) Voting options including approval, disapproval, and no opinion for each matter on which comments are collected; f) Deadline for returning the answered opinion ballot to the Company; g) Full name, signature of the Chairman of The Board of Directors.	e) Voting options including approval, disapproval, and no opinion for each matter on which comments are collected; f) Deadline for returning the answered opinion ballot to the Company; g) Full name, signature of the Chairman of The Board of Directors; h) Ballots for The Board of Directors/Board of Supervisors using cumulative voting method (if any).	
9	<b>Clause 8 Article 22</b> 8. A Resolution passed by collecting shareholders' written comments if approved by shareholders owning more than 50% of the total voting rights of all shareholders with voting rights and has the same validity as a Resolution passed at a General Meeting of Shareholders.	<b>Clause 8 Article 22</b> 8. The resolution was passed through the method of obtaining shareholders' opinions in writing, which is equivalent to a resolution passed at a General Shareholders' Meeting. The resolution was adopted with the contents specified in points d, f, h, i, and j, Clause 1 of this Article, through the written opinion method if the number of shareholders holding 65% of the total voting shares of all shareholders entitled to vote agrees. For other matters, the resolution is adopted if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.	According to the proposal from the Vietnam Education Publishing House.
10	<b>Clause 4 Article 25</b>	<b>Clause 4 Article 25</b>	Updated for a more complete basis



No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
	4. Members of the Board of Directors must meet the standards and conditions as stipulated in Clause 1, Clause 2, Article 155 of the Enterprise Law and this Charter.	4. Members of the Board of Directors must meet the standards and conditions as stipulated in Clause 1, Clause 2, Article 155 of the Enterprise Law, this Charter, and the Regulations on Corporate Governance.	
11	<p><b>Clause 3 Article 26</b></p> <p>3. The structure of the Board of Directors is as follows:</p> <p>The structure of the company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.</p> <p>The number of Independent members of the Board of Directors must comply with the regulation that there shall be at least 01 independent member.</p> <p>The rights, obligations, and methods of organizing and coordinating the activities of the Independent member of the Board of Directors shall be specifically stipulated in the Regulations on operation of the Board of Directors.</p>	<p><b>Clause 3, Article 26</b></p> <p>3. The structure of members of the Board of Directors is as follows:</p> <p>The structure of the company's Board of Directors must ensure that at least 01 member of the Board of Directors is a non-executive member.</p> <p>The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.</p> <p>The number of Independent members of the Board of Directors must comply with the regulation that there shall be at least 01 independent member.</p> <p>The rights, obligations, and methods of organizing and coordinating the activities of the Independent member of the Board of Directors shall be specifically stipulated in the Regulations on operation of the Board of Directors.</p>	Updated according to Point 79 of Decree 245/2025/NĐ-CP



No.	Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
12	<p><b>Clause 3 - Article 27</b></p> <p>3. The Board of Directors must report the operational results of the Board of Directors to the General Meeting of Shareholders as stipulated in Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities.</p>	<p>3. The Board of Directors must report the operational results of the Board of Directors to the General Meeting of Shareholders as stipulated in Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/NĐ-CP of the government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities dated September 11, 2025.</p>	<p>Updated according Decree 245/2025/NĐ-CP</p>

No.: 09 / TT-ĐHĐCĐ

Ho Chi Minh City, April 3<sup>th</sup> 2026

## PROPOSAL

*Re: Amending and supplementing the Regulations on Corporate Governance*

To: General Meeting of Shareholders of Book and  
Educational Equipment Joint Stock Company of Ho Chi  
Minh City

- Pursuant to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter on Organization and Operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;

The Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Regulations on Corporate Governance of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City, to comply with current legal provisions (Attached document).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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



Tu Tung Dan



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

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**INTERNAL REGULATIONS**  
**ON CORPORATE GOVERNANCE**  
**BOOK AND EDUCATIONAL EQUIPMENT JOINT**  
**STOCK COMPANY OF HO CHI MINH CITY**

Ho Chi Minh City, April 03, 2026

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## **CHAPTER 1 – GENERAL PROVISIONS**

### **Article 1. Scope of Adjustment and Applicable Subjects**

1. Scope of Adjustment: These Regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of Board of Directors' members, Board of Supervisors' members, the General Director, and other activities as stipulated in the Company Charter and other current legal provisions.
2. Applicable Subjects: These Regulations apply to Board of Directors' members, Board of Supervisors' members, the General Director, and related persons mentioned in these Regulations.

### **Article 2. Explanation of Terms and Abbreviations**

1. A non-executive Board of Directors' member is a Board of Directors' member who is not the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated by the Company Charter.

An Independent Board of Directors' member (hereinafter referred to as an independent member) is a member stipulated in Clause 2, Article 155 of the Enterprise Law.

2. Company: is Book and Educational Equipment Joint Stock Company of Ho Chi Minh City
3. BOD: is the Board of Directors
4. Candidacy: is self-nomination
5. BOS: is the Board of Supervisors
6. VSD: is Vietnam Securities Depository and Clearing Corporation
7. Delegate: is a Shareholder, a representative (a person authorized by the shareholder)
8. Person in charge of corporate governance: is the person with responsibilities and powers stipulated in Article 281 of Decree 155/2020/ND-CP.



## CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

### I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS BY VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

#### Section 1. Role, rights and obligations of the General Meeting of Shareholders

The role, rights and obligations of the General Meeting of Shareholders are stipulated in accordance with Article 138 of Enterprise Law No. 59/2020/QH14, Securities Law No. 54/2019/QH14 and Articles 14, Article 15 of the Company's Charter.

#### Section 2. Regulations on the order and procedures for convening and voting at the General Meeting of Shareholders

#### Article 3. Authority to convene the General Meeting of Shareholders

*1. Authority to convene the Annual General Meeting of Shareholders: The General Meeting of Shareholders shall be held annually once a year and within four (04) months from the Date of the end of the fiscal year. The Board of Directors shall Decision to extend the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the Date of the end of the fiscal year.*

*2. Authority to convene the Extraordinary General Meeting of Shareholders:*

- a. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the Date the remaining number of Board of Directors' members or Supervisors is as stipulated in point b, clause 3, Article 14 of the Company's Charter or upon receiving a request stipulated in points c and d, clause 3, Article 14 of the Company's Charter;

The Board of Directors must announce the case where an independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replace an independent Member of the Board of Directors within 06 months from the Date of receiving notification from the relevant independent Member of the Board of Directors;

- b. If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, clause 4, Article 14 of the Company's Charter, then within the next thirty (30) days, the Board of Supervisors must replace the Board of Directors in convening a General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;
- c. If the Board of Supervisors fails to convene a General Meeting of Shareholders as stipulated in point b, clause 4, Article 14 of the Company's Charter, then a shareholder or group of shareholders stipulated in point c, clause 3, Article 14 of the Company's Charter has the right to request the Company's representative to convene a General Meeting of Shareholders as stipulated in the Enterprise Law.





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 the meeting, and making Decision by the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. Procedures for organizing a General Meeting of Shareholders as stipulated in clause 5, Article 140 of the Enterprise Law.

#### **Article 4. Personnel of the General Meeting of Shareholders**

##### **1. Chairperson and Presiding Board:**

- a. The Chairman of the Board of Directors shall act as chairperson or authorize another Member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily lost working capacity, the remaining Board of Directors' members shall elect one of them to chair the meeting by majority rule. If a chairperson cannot be elected, the Head of the Supervisors shall preside to allow the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest votes shall be the chairperson of the meeting;
- b. Except as stipulated in point a of this clause, the person who signed the convocation for the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall be the chairperson of the meeting;
- c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
- d. The chairperson of the General Meeting of Shareholders has the following rights:
  - To require all attendees to undergo inspection or other legal and reasonable security measures;
  - To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.
- e. The chairperson has the right to postpone the General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of no more than 03 working days from the scheduled opening Date of the meeting, and may only postpone the meeting or change the meeting venue in the following cases:





- The meeting venue does not have enough convenient seating for all attendees;
  - Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
  - An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.
- f. Other rights and obligations of the Chairperson as stipulated by current law.
- g. The Presiding Board consists of 01 Chairperson and members.
- h. Duties of the Presiding Board:
- To manage the Activities of the General Meeting of Shareholders of the Company according to the agenda proposed by the Board of Directors and approved by the General Meeting of Shareholders;
  - To guide delegates and the General Meeting in discussing the Content on the agenda;
  - To present drafts and conclude on necessary matters for the General Meeting to vote on;
  - To answer questions requested by the General Meeting;
  - To resolve issues arising during the entire General Meeting.
- i. Working principles of the Presiding Board: The Presiding Board operates on the principles of collectivity, democratic centralism, and majority Decision.

## **2. Meeting Secretary:**

- a. The chairperson appoints one or more persons to serve as meeting secretary;
- b. Duties of the Meeting Secretary:
- To fully and accurately record the Content of the General Meeting;
  - To receive registration forms for shareholders/delegates to speak;
  - To prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
  - To assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with legal regulations and the company's Charter;
  - Other duties as requested by the Chairperson.

## **3. Vote Counting Committee:**

- a. The General Meeting of Shareholders elects one or more persons to the Vote Counting Committee upon the proposal of the chairperson of the meeting;





b. Duties of the Vote Counting Committee:

- To disseminate principles, regulations, and instructions on voting procedures.
- To check and record ballot papers, prepare the vote counting minutes, announce the results; and submit the minutes to the Chairperson for approval of the voting results.
- To promptly inform the secretary of the voting results.
- Review and report to the General Meeting of Shareholders cases of violations of voting regulations or complaints regarding voting results.

4. Shareholder/Delegate Eligibility Verification Committee:

a. The Chairperson shall appoint one or more individuals to serve on the Shareholder/Delegate Eligibility Verification Committee for the meeting. The Delegate Eligibility Verification Committee of the General Meeting of Shareholders shall consist of 01 Head and its members.

b. Duties of the Shareholder/Delegate Verification Committee:

- Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
- The Head of the Delegate Eligibility Verification Committee shall report to the General Meeting of Shareholders on the attendance of shareholders. If the meeting has a sufficient number of shareholders and authorized representatives entitled to attend, representing over 50% of the total voting shares, the Company's General Meeting of Shareholders shall be convened.
- Participate in counting votes for other matters before the establishment of the Vote Counting Committee.

**Article 5. Prepare the list of shareholders entitled to attend the meeting and announce the closing of the list of shareholders entitled to attend the General Meeting of Shareholders.**

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The Company shall carry out the procedure for preparing the shareholder list and related procedures in accordance with the regulations on rights exercise of the Vietnam Securities Depository and Clearing Corporation.

**Article 6. Notice of Convening the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders must send a notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date, unless the company's Charter stipulates a longer period. The notice of





invitation must include the name, Address, enterprise code; name, contact address of the shareholder, time, venue of the meeting, and other requirements for attendees.

2. The notice of invitation shall be sent by a method ensuring delivery to the shareholder's contact address and posted on the company's website; if the company deems it necessary, it shall be published in a central or local daily newspaper as stipulated by the company's Charter.
3. The notice of invitation must be accompanied by the following documents:
  - a. Meeting agenda, documents used at the meeting, and draft Resolution for each item on the agenda;
  - b. Voting slip/ballot paper.
4. If the company has a website, the sending of meeting documents accompanying the notice of invitation as stipulated in Clause 3 of this Article may be replaced by posting them on the company's website. In this case, the notice of invitation must clearly state where and how to download the documents.

**Article 7. . Agenda, Content of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened in the cases stipulated in Article 3 of this Regulation.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare the list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the Date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date. The order and procedures shall be carried out in accordance with the provisions of Article 6 of this Regulation;
  - b. Prepare the agenda and Content of the General Meeting of Shareholders;
  - c. Prepare documents for the General Meeting;
  - d. Draft the Resolution of the General Meeting of Shareholders according to the proposed Content of the meeting;
  - e. Determine the time and place for holding the General Meeting;
  - f. Announce and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
  - g. Other tasks serving the General Meeting.





3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's website and The State Securities Commission, The Stock Exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening Date of the meeting (calculated from the Date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the General Meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents for shareholders to access, including:
  - a. Meeting agenda, documents used in the meeting;
  - b. List and detailed information of candidates in case of electing a Member of the Board of Directors, Member of the Board of Supervisors;
  - c. Voting/election ballot;
  - d. Draft Resolution for each issue on the meeting agenda.
4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening Date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, contact address, nationality, ID card number, Citizen Identification Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment Decision number, Address for organizational shareholders; the number and type of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse proposals stipulated in Clause 4 of this Article if they fall into one of the following cases:
  - a. The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the Common shares as stipulated in Clause 2, Article 12 of the Company's Charter;
  - c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as stipulated by law and the Company's Charter.



6. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article into the proposed agenda and Content of the meeting, except for cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and Content of the meeting if approved by the General Meeting of Shareholders.

**Article 8. Method of registration and authorization to attend the General Meeting of Shareholders**

1. Method of registration to attend the General Meeting of Shareholders before the opening Date of the General Meeting of Shareholders:
  - a. The method of registration to attend the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for General Meeting Attendance (enclosed with the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
  - b. Shareholders shall choose the method of registering to attend the General Meeting of Shareholders as stated in the notice, including:
    - Attending and voting/electing directly at the meeting;
    - Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article; (If more than one representative is appointed, the specific number of shares and votes/ballots authorized for each representative must be specified).
    - Attending and voting/electing via online conference, electronic voting, or other electronic forms;
    - Sending voting slips/ballots to the meeting via mail, fax, email;
    - Other forms of registering to attend the General Meeting of Shareholders in accordance with the provisions of the Law.
    - The Company must make every effort to apply modern information technologies so that shareholders can best attend and express their opinions at the General Meeting of Shareholders, including guiding shareholders to vote via online General Meeting of Shareholders, electronic voting, or other electronic forms as stipulated in Article 144 of the Enterprise Law and the Company's Charter.
2. Regulations on authorization to attend the meeting
  - a. Shareholders and authorized representatives of shareholders shall carry out authorization in accordance with the provisions of Article 16 of the Company's Charter;
  - b. The authorization for an individual or Organization to represent attending the General Meeting of Shareholders as stipulated in Point a, Clause 2 of this Article must be made





in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or Organization, the number of authorized shares, the Content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of sub-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the shareholder that is a Organization (if not previously registered with the Company).

- c. The voting slip/ballot of the authorized person attending the meeting, within the scope of authorization, remains valid if one of the following events occurs:
  - The authorizing person is Deceased, has restricted civil act capacity, or has lost civil act capacity;
  - The authorizing person has revoked the authorization;
  - The authorizing person has revoked the authority of the person performing the authorization.
  - This clause does not apply if 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.
3. Method of registering to attend the General Meeting of Shareholders and checking delegate eligibility on the Date of the General Meeting of Shareholders

Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend who are present have registered, in the following order:

- a. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/voting slip/ballot, on which the registration number, the Name of the shareholder, the Name of the authorized representative, and the number of votes/ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each item in the agenda's Content. Voting shall be conducted by affirmative vote, negative vote, and abstention. The vote counting results shall be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for vote counting or supervising vote counting at the proposal of the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;



- b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote/elect at the General Meeting of Shareholders immediately after registration. The Chairperson is not responsible for pausing the General Meeting of Shareholders to allow late-arriving shareholders to register, and the validity of previously voted/elected matters remains unchanged.

**Article 9. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent over 50% of the total voting shares.
2. If the first meeting does not meet the conditions for conduct as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the Date of the first scheduled meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent 33% or more of the total voting shares.
3. If the second meeting does not meet the conditions for conduct as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the Date of the second scheduled meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

**Article 10. Forms of adopting the Resolution of the General Meeting of Shareholders**

1. The General Meeting of Shareholders adopts Resolutions within its authority by voting at the meeting, collecting written opinions, and other forms as stipulated by current law.

**Article 11. Contents adopted at the General Meeting of Shareholders**

1. Adopting the Company's development orientation;
2. Reviewing and addressing violations by Member of the Board of Directors, Member of the Board of Supervisors causing damage to the Company and its shareholders;
3. Approving the list of approved auditing firms; Decision on the approved auditing firm to conduct audits of the Company's operations, dismissing approved auditors when deemed necessary;
4. The Company's annual business plan;
5. Audited annual financial statements;
6. Report of the Board of Directors on the governance and performance of the Board of Directors and each Member of the Board of Directors;
7. Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director;





8. Self-assessment report on the performance of the Board of Supervisors and Member of the Board of Supervisors;
9. Dividends rate for each type of share;
10. Number of members of the Board of Directors, Board of Supervisors;
11. Electing, relieving from duty, dismissing Member of the Board of Directors, Member of the Board of Supervisors;
12. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;
13. Supplementing and amending the Company's Charter;
14. The type and quantity of new shares issued for each share type and the transfer of shares by founding members within the first 03 years from the Date of establishment;
15. Dividing, separating, consolidating, merging, or converting the Company;
16. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
17. Decision to invest in or sell ASSETS with a value of 35% or more of the total ASSETS value recorded in the Company's latest financial statements;
18. Decision to repurchase over 10% of the total outstanding shares of each type;
19. The Company enters into contracts and transactions with the subjects specified in Clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of the Company's total ASSETS recorded in the most recent financial statement;
20. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Securities Law;
21. Approving, supplementing, and amending the Regulations on Corporate Governance, the Regulations on the operation of the Board of Directors, and the Regulations on the operation of the Board of Supervisors;
22. Other matters as prescribed by law and the Company's Charter.

#### **Article 12. Voting to approve matters at the General Meeting**

##### **1. General Principles**

- a. All matters on the agenda and Content of the General Meeting must be discussed and openly voted on by the General Meeting of Shareholders.
- b. Voting Cards, Voting Slips, and Ballot Papers are printed by the Company, affixed with a seal, and directly distributed to delegates at the General Meeting (along with the set of documents for attending the General Meeting of Shareholders). Each delegate is issued a Voting Card, Voting Slip, and Ballot Paper. The Voting Card, Voting Slip, and Ballot

Paper clearly state the delegate's code, full name, number of shares owned, and authorized voting shares of that delegate.

## 2. Regulations on the validity of voting slips and ballot papers

### a. Voting Slip

- A valid Voting Slip is a pre-printed slip issued by the organizing committee, without erasures, alterations, tears, damage, etc., with no other Content written on it beyond what is stipulated for this slip, and it must bear the handwritten signature and full name of the attending delegate below the signature, and must be submitted to the Vote Counting Committee before the ballot box is unsealed.

On the voting slip, the voting Content is valid when the delegate marks one (01) of the three (03) voting squares.

- Invalid Voting Slips:

- Content not in accordance with the regulations for a valid Voting Slip

### b. Ballot Paper

- A valid Ballot Paper is a pre-printed ballot issued by the organizing committee, without erasures or alterations, with no other Content written on it beyond what is stipulated for the ballot; it must bear the signature and full name of the attending delegate and must be submitted to the Vote Counting Committee before the ballot box is unsealed.

- Invalid Ballot Papers:

- Content not in accordance with the regulations for a valid Ballot Paper;
  - A ballot where the total number of votes for the candidates of a shareholder or representative is greater than the total number of votes allowed;
  - Other regulations according to the Election Regulations.

## Article 13. Other regulations according to the Election Regulations Method of casting votes

### 1. General Principles

- The General Meeting of Shareholders discusses and votes on each matter on the agenda. Voting is conducted by raising cards, direct ballot, electronic voting, or other electronic forms.
- Delegates cast their votes to Approve, Disapprove, or Abstain on a matter put to a vote at the General Meeting by raising their Voting Cards or filling in the options on the Voting Slips.

### 2. Forms of casting votes





- a. Voting by voting card: When voting by raising the Voting Card, the front side of the Voting Card must be raised high towards the Presidium. If a delegate does not raise their Voting Card during all three voting rounds (Approve, Disapprove, or Abstain) on a matter, it shall be considered as a vote to approve that matter. If a delegate raises their Voting Card more than one (01) time when voting to Approve, Disapprove, or Abstain on a matter, it shall be considered an invalid vote. In the form of voting by raising the Voting Card, members of the Delegate Eligibility Verification Committee/Vote Counting Committee shall mark the delegate code and the corresponding number of votes for each shareholder for Approve, Disapprove, Abstain, and Invalid.
- b. Voting by ballot paper: When voting by filling out the Ballot Paper, for each Content, delegates select one of three options: "Approve", "Disapprove", or "No opinion" pre-printed on the Ballot Paper by marking "X" or "v" in their chosen box. After completing all Contents to be voted on by the General Meeting, delegates submit the Ballot Paper to the sealed ballot box at the General Meeting as instructed by the Vote Counting Committee. The Ballot Paper must bear the delegate's signature and full name.
- c. Electronic voting is similar to the provisions in Article 31 of this regulation.

#### **Article 14. Method of Election Voting**

##### **1. General Principles**

- Strictly comply with legal provisions and the Company Charter;
- Members of the Vote Counting Committee must not be named in the list of nominations or self-nominations for the Board of Directors and the Board of Supervisors.

##### **2. Forms of Election Voting**

###### **a. Cumulative Voting Method**

- Accordingly, each delegate has a total number of voting shares corresponding to the total number of shares owned or represented, multiplied by the number of members to be elected;
- Attending delegates have the right to cumulate all their voting shares for one or several candidates;
- Should additional candidates arise on the day of the General Meeting, delegates may contact the Vote Counting Committee to request a new ballot paper and must return the old ballot paper (before depositing it into the ballot box);
- In case of a mistake in selection, delegates shall contact the Vote Counting Committee to be re-issued a new ballot paper and must return the old ballot paper;
- How to Mark Ballot Papers: Each delegate is issued ballot papers. The method for marking ballot papers is instructed as follows:





- + If cumulating all votes for one or more candidates, delegates shall mark the "Cumulative Voting" box of the corresponding candidates;
- + If distributing votes unevenly among several candidates, delegates shall clearly write the number of votes in the "Number of Votes" box of the corresponding candidates.
- + Other Content as stipulated in the election regulation.

**Note:** In cases where a delegate both marks the "Cumulative Voting" box and writes a quantity in the "Number of Votes" box, the result will be based on the number of votes in the "Number of Votes" box.

- Principle of Election Success:

- + Successful candidates are determined by the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members to be elected is met.
- + If two (02) or more candidates receive the same number of votes for the last member position, a re-election will be conducted among the candidates who received an equal number of votes.
- + If the first election result does not yield the required number of members, elections will continue until the required number of members is elected.

b. Voting by Resolution Method: Implemented according to the provisions at Point b, Clause 2, Article 13 of this Regulation.

c. Electronic voting is similar to the provisions in Article 31 of this regulation.

**Article 15. Vote Counting Method**

The vote counting method is carried out by tabulating the approval, disapproval, and no opinion cards/ballot papers.

For sensitive issues and if shareholders request, the Company must appoint an independent organization to collect and count votes.

**Article 16. Conditions for a Resolution to be Approved**

1. A Resolution on the following Content shall be approved if supported by shareholders representing 65% or more of the total voting shares of all attending and approving shareholders, except for cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a. Type of shares and total number of shares of each type;
- b. Changes to business lines, professions, and areas;
- c. Changes to the company's organizational management structure;





- d. Investment projects or sale of 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, dissolution of the company;
  - f. Extension of the company's operation period;
2. Resolutions are passed when approved by shareholders holding more than 50% of the total voting rights of all attending and voting shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

In case of electing Board of Directors' members and Member of the Board of Supervisors, the election of Board of Directors' members/Member of the Board of Supervisors may be conducted by cumulative voting as stipulated in Clause 3 of Article 148.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such Resolution violate the provisions of the Enterprise Law and the company's Charter.

**Article 17. Announcement of vote counting results**

The Vote Counting Committee will check, summarize, and report the results for each issue to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

**Article 18. Method of objecting to Decision of the General Meeting of Shareholders**

1. Shareholders who voted against the Resolution on the reorganization of the company or changes to the rights and obligations of shareholders stipulated in the company's Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name, address, number of shares of each type, intended selling price, and Reasons for requesting the company to repurchase. The request must be sent to the company within 10 days from the Date the General Meeting of Shareholders passed the Resolution on the matters specified in this clause.
2. The company must repurchase shares at the request of the shareholder specified in Clause 1 of this Article at market price or a price calculated according to the principles stipulated in the company's Charter within 90 days from the Date of receiving the request. If the parties cannot agree on the price, they may request a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final Decision.
3. Within 90 days from the Date of receiving the Resolution or minutes of the General Meeting of Shareholders or minutes of the vote counting results for the General Meeting of Shareholders' opinion, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to review and





annul the Resolution or a part of the Content of the Resolution of the General Meeting of Shareholders in the following cases:

- a. The order and procedures for convening meetings and making Decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's Charter, except for cases specified in Clause 2, Article 152 of the Enterprise Law;
- b. The Content of the Resolution violates the law or the company's Charter.

**Article 19. Preparation of minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be minuted and may be recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and shall include the following main Content:
  - c. Name, Address, enterprise code;
  - d. Time and venue of the General Meeting of Shareholders;
  - e. Meeting agenda and Content of the meeting;
  - f. Full name of the chairperson and secretary;
  - g. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - h. Number of shareholders and total voting shares of attending shareholders, appendix of the shareholder registration list, shareholder representatives attending the meeting with the corresponding number of shares and votes;
  - i. Total votes for each voting issue, specifying the voting method, total valid and invalid votes, affirmative, negative, and abstaining votes; the corresponding Percentage of the total votes of attending shareholders;
  - j. Summary of votes for each candidate (If any);
  - k. Issues approved and the corresponding Percentage of approval votes;
  - l. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other Member of the Board of Directors attending the meeting and contain full Content as stipulated in this clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign the minutes.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other signatories in the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the Content of the minutes.





3. Minutes prepared in Vietnamese and foreign languages shall have equal legal validity. In case of any discrepancy in Content between the Vietnamese and foreign language versions of the minutes, the Content in the Vietnamese version shall prevail.

**Article 20. Disclosure of Resolution, Minutes of the General Meeting of Shareholders**

Resolution, Minutes of the General Meeting of Shareholders, appendix of the shareholder registration list for the meeting, proxy forms for attending the meeting, all documents attached to the Minutes (If any) and related documents accompanying the notice of meeting must be kept at the Company's head office.

Resolution, Minutes of the General Meeting of Shareholders and accompanying documents in the minutes and resolution must be disclosed in accordance with the law on information disclosure in the securities market.

**II. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS  
APPROVING RESOLUTIONS BY collecting shareholders' written comments**

**Article 21. Cases where collecting shareholders' written comments is allowed**

The following Content may be approved by collecting shareholders' written comments:

- a. Amending and supplementing the Content of this Charter;
- b. Approving/amending and supplementing the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; the Regulations on Operation of the Board of Supervisors;
- c. Company development orientation;
- d. Share types and total shares of each type;
- e. Electing, dismissing, removing Member of the Board of Directors and Board of Supervisors;
- f. Investment projects or sale of ASSETS with a value equal to or greater than 35% of the total value of ASSETS recorded in the company's most recent financial statements;
- g. Reorganization, dissolution of the company;
- h. Changing the industry, profession, and business sectors;
- i. Change the company's organizational and management structure;
- j. Other matters falling under the authority of the General Meeting of Shareholders when deemed necessary for the Company's benefit (excluding the provisions of Clause 6, Article 148 of the Enterprise Law).

**Article 22. Cases where collecting shareholders' written comments is not allowed**

The Board of Directors is not allowed to collect shareholders' written comments when organizing the Annual General Meeting of Shareholders.





**Article 23. Order and procedures for the General Meeting of Shareholders to pass a Resolution by collecting written comments**

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record Date.
2. The Board of Directors must prepare opinion forms, the draft Resolution of the General Meeting of Shareholders, explanatory documents for the draft Resolution, and send them to all shareholders with voting rights no later than 15 days before the deadline for returning the opinion forms. The requirements and method for sending opinion forms and accompanying documents shall comply with the provisions of Clause 3, Article 18 of the Company Charter.
3. Regulations on Opinion Forms
  - a. The Opinion Form must contain the following main Content:
    - Name, Address, enterprise code;
    - Purpose of collecting comments;
    - Full name, contact Address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, Address for institutional shareholders, or full name, contact Address, nationality, legal document number of the individual for the representative of institutional shareholders; number of shares of each type and the shareholder's number of votes/ballots;
    - Issue for which comments are needed to pass a Decision;
    - Voting options including approval, disapproval, and no opinion for each issue on which comments are collected;
    - Election options (If any);
    - Deadline for returning the answered opinion forms to the Company;
    - Full name, signature of the Chairman of the Board of Directors;
    - Ballots for The Board of Directors/Board of Supervisors using cumulative voting method (if any).
  - b. Shareholders may send the answered opinion forms to the Company by mail, fax, or email in accordance with the following provisions:
    - In case of sending by mail, the answered opinion form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before the vote counting;
    - In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;





- Opinion forms sent to the Company after the deadline specified in the Content of the opinion form, or opened in the case of mail, or disclosed in the case of fax or email, are invalid. An opinion form that is not returned is considered a non-participating vote.

4. Vote Counting and Preparation of Vote Counting Minutes

The Board of Directors shall count the votes and prepare the vote counting minutes under the supervision of the Board of Supervisors or a shareholder not holding a management Position in the Company. The vote counting minutes must contain the following main Content:

- Name, Address, enterprise code;
- Purpose and issues for which comments are needed to pass a Resolution;
- Number of shareholders with the total number of votes/ballots cast, distinguishing between valid and invalid votes/ballots, and the method of sending votes/ballots, accompanied by an appendix listing shareholders participating in the voting/election;
- Total number of votes for, against, and abstentions for each issue, total number of votes for each candidate (If any);
- Issues that have been approved and the corresponding Voting rate of approval;
- Full name, signature of the Chairman of the Board of Directors, vote counter and vote supervisor.

The Members of the Board of Directors, the vote counter and the vote supervisor shall be jointly responsible for the honesty and accuracy of the vote counting record; shall be jointly responsible for damages arising from Decisions approved due to dishonest or inaccurate vote counting.

5. Resolution and Vote Counting Record

- a. The vote counting record and Resolution must be sent to shareholders within 15 days from the Date of the end of vote counting. The sending of the vote counting record and Resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote counting ends.
- b. A Resolution approved by collecting shareholders' written comments shall have the same value as a Resolution approved at a General Meeting of Shareholders. The resolution was adopted with the contents specified in points d, f, h, i, and j, Clause 1 of this Article, through the written opinion method if the number of shareholders holding 65% of the total voting shares of all shareholders entitled to vote agrees. For other matters, the resolution is adopted if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.

6. Document retention:



Answered opinion forms, vote counting records, approved Resolutions, and related documents sent with the opinion forms must all be retained at the Company's head office.

7. Request to annul a Decision of the General Meeting of Shareholders approved by collecting written comments

Within 90 days from the Date of receiving the Resolution or the minutes of the General Meeting of Shareholders or the vote counting record of the General Meeting of Shareholders' opinions, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request a Court or Arbitration to review and annul the Resolution or part of the Content of the General Meeting of Shareholders' Resolution in the following cases:

- a. The order and procedures for convening and making Decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's Charter, except for cases specified in Clause 3, Article 21 of the company's Charter.
- b. The Content of the Resolution violates the law or the company's Charter.

### **III. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS VIA ONLINE CONFERENCE**

#### **Article 24. Notice of convening an online General Meeting of Shareholders**

Implemented in accordance with the provisions of Article 6 of this Regulation.

Note: Voting/election ballots do not need to be sent with the notice of meeting.

#### **Article 25. Method of registration for attending the online General Meeting of Shareholders**

The method of registration for attending the online General Meeting of Shareholders before the opening Date of the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including:

##### **1. Conditions for participation:**

- Be named in the shareholder list entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of rights exercise.
- Authorized representative qualified to attend in accordance with the provisions of law and the company's Charter.

##### **2. Technical requirements:**

Delegates need to have internet-connected electronic devices (e.g., computers, tablets, mobile Telephones, other internet-connected electronic devices...).

##### **3. Method of recording Delegates attending the online General Meeting of Shareholders:**





A delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that delegate accesses the system using the access information provided in accordance with the provisions of Article 26 of this Regulation and has Implemented electronic voting on any issue of the Content of the online General Meeting of Shareholders' agenda.

**Article 26. Provide login information and conduct electronic voting**

1. Information regarding the access link to the electronic voting system, username, access password, and other identification factors (If any) for attending the online General Meeting of Shareholders will be provided in the notice of meeting (or the form of login information notification stipulated by the Board of Directors). Delegates are responsible for keeping the username, password, and other identification factors provided confidential to ensure that only the Delegate has the right to cast votes on the electronic voting system and bears full responsibility for this registered information.
2. When a Delegate requests a re-provision of login information, the Meeting Organizing Committee may notify through the following forms: in person or via email/Telephone. The provision of login information via email or Telephone shall only be carried out based on shareholder information from the list of shareholders entitled to vote, compiled by the Vietnam Securities Depository according to the Company's notice of rights exercise.
3. Delegates shall use their username, access password, or other identification factors (If any) to access the electronic voting system and conduct electronic voting according to the Content of the online General Meeting of Shareholders agenda.

**Article 27. Authorization for a representative to attend the online General Meeting of Shareholders**

1. Shareholders shall carry out authorization as stipulated in Clause 2, Article 8 of these Regulations.
2. Some regulations to note when performing online authorization:

Shareholders must comply with providing full information for online authorization, especially providing information of the authorized party: Telephone number, contact address, and email address. This serves as the basis for issuing a username, access password, and other identification factors (If any) to the authorized party.

Validity of online authorization: the authorization is legally valid only when the following conditions are met:

- When the shareholder fully completes the information according to the online authorization form and finishes the online authorization process.





- The power of attorney printed from the online authorization form must bear the full signature, clearly state the full name, and be stamped (if it is an organization) by both the authorizing party and the authorized party.
- The Company receives the original Power of Attorney submitted before the official opening of the meeting.

Revocation of authorization for shareholders who have authorized online: shareholders must send a formal written request to the company to revoke online authorization before the official opening of the meeting. Note that the effective time for recording the revocation of authorization is calculated based on the time the Company receives the formal written request for online authorization revocation.

Revocation of authorization will be invalid if the authorized representative has proceeded to cast votes/elections on any matter within the Content of the online General Meeting of Shareholders agenda.

#### **Article 28. Conditions for Proceeding**

To be carried out in accordance with the provisions of Article 9 of these Regulations.

#### **Article 29. Discussion at the Online General Meeting of Shareholders**

##### **a. Principles:**

- Discussions shall only be conducted within the stipulated time and pertain to the issues presented in the Content of the General Meeting of Shareholders agenda;
- Only Delegates are allowed to participate in discussions;
- Delegates with opinions shall register the Content for discussion in the specific form stipulated in the meeting's working regulations;
- The Secretariat will arrange the discussion contents of the Delegates in the order of registration and submit them to the Chairperson.

##### **b. Answering Delegates' questions:**

- Based on the discussion contents of the Delegates, the Chairperson or a member designated by the Chairperson will answer the Delegates' questions;
- In cases of time constraints for the General Meeting, questions not answered directly at the General Meeting will be answered by the Company later.

#### **Article 30. Form of online approval of the Resolution of the General Meeting of Shareholders**

The General Meeting of Shareholders approves the Resolution within its authority by means of electronic voting.

#### **Article 31. Online Voting Method**





a. Method of casting votes for resolutions:

- Delegates choose one of three voting options: Approve, Disapprove, or Abstain for each issue put to a vote at the General Meeting, as configured in the electronic voting system.
- Afterwards, Delegates proceed to confirm their vote for the electronic voting system to record the result.

b. Method of casting votes for elections:

- Cumulative voting method for elections: Unless otherwise stipulated in the Company's charter, the voting for Members of the Board of Directors and Board of Supervisors must be conducted by cumulative voting (equal cumulative voting or numerical cumulative voting). Accordingly, Delegates cast their votes by marking the "Cumulative Voting" box or clearly writing the number of votes in the "Number of Votes" box for the respective candidates on the Ballot configured in the electronic voting system. Afterwards, Delegates proceed to confirm their election vote for the electronic voting system to record the result.
- Election by resolution voting method (If any): Implemented according to the resolution voting regulations stated in Clause a of this Article.

c. Some other regulations when conducting electronic voting:

- If Delegates do not complete all voting and election issues according to the agenda of the General Meeting, then the issues not voted on or elected are considered as if the Delegates did not cast votes or elect on that issue.
- In case issues arise outside the submitted General Meeting agenda, Delegates may cast additional votes or elections. If Delegates do not cast votes or elect on the arising issues, it is considered as if the Delegates did not cast votes or elect on that arising issue.
- Delegates may change their voting and election results (but cannot cancel the voting and election results); including additional voting and election results for issues arising outside the General Meeting agenda. The online system only records vote counts for the final voting and election results at the time of electronic voting closure for each counting round, as stipulated in the General Meeting's operating regulations.
- In the event that Delegates cast numerical votes: invalid ballots are as stipulated in the election regulations.
- The electronic voting period is specifically stipulated in the General Meeting's operating regulations. Delegates can access the electronic voting system and cast votes 24 hours a day, 07 days a week, except for system maintenance or other Reasons beyond the Company's control. Upon the end of the voting period, the system will not record any further electronic voting results from Delegates.

**Article 32. Online Vote Counting Method**

When Delegates cast votes/elect, the number of votes for resolutions and election ballots are all recorded in the system based on the principle of votes for approval, votes for disapproval, and abstentions.





**Article 33. Announcement of Vote Counting Results**

Based on the vote counting minutes recorded as stipulated in Article 32 of these Regulations, the Vote Counting Committee will check, synthesize, and report to the Chairperson the vote counting results for each issue according to the agenda of the General Meeting. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting

**Article 34. Preparation of the General Meeting of Shareholders' Minutes**

- Implemented as stipulated in Article 19 of these Regulations.
- The venue recorded in the online General Meeting of Shareholders' minutes is the location where the Chairperson of the General Meeting is present to preside over the General Meeting. This location must be within the territory of Vietnam.
- The form of approval for the General Meeting of Shareholders' minutes is specifically stipulated in the company's working regulations for the General Meeting of Shareholders.

**Article 35. Announcement of the Resolution, General Meeting of Shareholders' Minutes**

Implemented as stipulated in Article 20 of these Regulations.

**IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS  
APPROVING RESOLUTIONS THROUGH A COMBINED IN-PERSON AND  
ONLINE MEETING FORMAT**

**Article 36. Notice of Convening the General Meeting of Shareholders**

Implemented as stipulated in Article 6 of these Regulations.

**Article 37. Method of Registration for Attending the General Meeting of Shareholders**

Implemented as stipulated in Clause 1, Article 8 and Article 25 of these Regulations.

**Article 38. Authorization for a Representative to Attend the General Meeting of Shareholders**

Implemented as stipulated in Clause 2, Article 8 and Article 27 of these Regulations.

**Article 39. Conditions for Proceeding**

Implemented as stipulated in Article 9 of these Regulations.

**Article 40. Form of Approval for Resolutions of the General Meeting of Shareholders**

Implemented as stipulated in Article 10, Article 30 of these Regulations.

**Article 41. Voting Method**

Implemented as stipulated in Article 13, Article 14 and Article 31 of these Regulations.

**Article 42. Vote Counting Method**

Implemented as stipulated in Article 15 and Article 32 of these Regulations.

**Article 43. Announcement of Vote Counting Results**

Implemented as stipulated in Article 17 and Article 33 of these Regulations.

**Article 44. Preparation of the General Meeting of Shareholders' Minutes**





Implemented as stipulated in Article 19 and Article 34 of these Regulations.

**Article 45. Announcement of the Resolution, General Meeting of Shareholders'  
Minutes**

Implemented as stipulated in Article 20 of these Regulations.

## CHAPTER 3 – BOARD OF DIRECTORS

### Section 1. General Provisions

#### Article 46. Roles, Rights, and Obligations of the Board of Directors

The Board of Directors must fully comply with the responsibilities and obligations stipulated by the Law on Enterprises and the Company Charter; additionally, the Board of Directors has the following responsibilities and obligations:

1. Be accountable to shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of stakeholders related to the company;
3. Ensure the company's operations comply with legal regulations, the Charter, and the company's internal regulations;
4. Develop the Regulations on Operation of the Board of Directors for approval by the General Meeting of Shareholders and publicize them on the company's website as guided by Circular 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities and Decree No. 245/2025/ND-CP of the government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities dated September 11, 2025;
5. Supervise and prevent conflicts of interest of Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and abuse of related party transactions;
6. Develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval as stipulated in Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities and Decree No. 245/2025/ND-CP of the government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities dated September 11, 2025;
7. Appoint the Person in charge of corporate governance;
8. Organize training and workshops on corporate governance and necessary skills for Members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the company;
9. Report on the operating activities of the Board of Directors at the General Meeting of Shareholders as stipulated by current law.

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10. Pay dividends to shareholders in accordance with legal regulations after approval by the annual General Meeting of Shareholders.
11. Other rights and obligations as stipulated by the Company's Charter and internal corporate governance regulations.

**Article 47. Rights, obligations, and responsibilities of Board of Directors' members.**

1. Members of the Board of Directors have full rights as stipulated by the Law on Securities, relevant laws, the company's Charter, and internal corporate governance regulations, including the right to be provided with information and documents regarding the financial situation and operating activities of the company and its units.
2. Members of the Board of Directors have obligations as stipulated in the company's Charter and the following obligations:
  - a. Perform their duties honestly and diligently for the highest interests of shareholders and the company;
  - b. Fully attend meetings of the Board of Directors and provide opinions on matters presented for discussion;
  - c. Report promptly and fully to the Board of Directors on remuneration received from Company's subsidiaries, Affiliated companies, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting on transactions between the company, Company's subsidiaries, companies in which the public company holds control of 50% or more of the Charter capital, and Members of the Board of Directors and their affiliated persons; transactions between the company and companies in which a Member of the Board of Directors is a founding member or a business manager within the last 03 years prior to the Time of transaction;
  - e. Disclose information when conducting transactions involving company shares in accordance with legal regulations.

Each Independent member of the Board of Directors must prepare an assessment report on the activities of the Board of Directors.

**Section 2 – Regulations on Nomination, Candidacy, Election, Dismissal, and Removal of Board of Directors' members.**

**Article 48. Number, term, and structure of Members of the Board of Directors.**

1. The number of Members of the Board of Directors is 05.
2. The term of a Member of the Board of Directors shall not exceed 05 years and they 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 cases where all Members of the Board of Directors simultaneously



conclude their terms, those members shall continue to serve as Members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of Board of Directors' members is as follows:
  - a. The company's Board of Directors structure must ensure a minimum of 01 Member of the Board of Directors is a non-executive member.

The Company shall minimize the number of Members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The number of Independent members of the Board of Directors must comply with the regulation requiring a minimum of 01 independent member.

The rights, obligations, and methods of organizing and coordinating the activities of the Independent members of the Board of Directors shall be specifically stipulated in the Regulations on Operation of the Board of Directors.

- b. A Member of the Board of Directors shall cease to be a Member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Law on Enterprises.
    - c. The appointment of a Member of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
    - d. A Member of the Board of Directors is not necessarily a shareholder of the Company.

#### **Article 49. Standards and conditions for Board of Directors' members**

1. A Member of the Board of Directors must meet the standards and conditions stipulated in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the company's Charter.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.
3. A Member of the Board of Directors of the Company may only concurrently be a Member of the Board of Directors or Members' Council in a maximum of 05 other companies.

#### **Article 50. Nomination and candidacy for Member of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total Common shares have the right to nominate Board of Directors candidates in accordance with the Law on Enterprises and the company's Charter. Shareholders holding Common shares have the right to cumulate their voting rights to nominate Board of Directors candidates. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate 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 65% may nominate a maximum of five (05) candidates; from 65% or more may nominate a maximum of seven (07) candidates.

2. In case the number of Board of Directors candidates through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Regulations on 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 the law.

**Article 51. Method of electing Board of Directors' members**

The voting for Members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to cast all or part of their total votes for one or more candidates. The elected Member of the Board of Directors shall be determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the company's Charter is reached. In case two (02) or more candidates receive the same number of votes for the last Member of the Board of Directors, a re-election shall be conducted among the candidates with equal votes or selection shall be made according to the criteria stipulated in the election regulations or the company's Charter.

**Article 52. Cases of dismissal, removal, replacement, and addition of Member of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a Member of the Board of Directors in the following cases:
  - a. Does not meet the standards and conditions as stipulated in Article 155 of the Law on Enterprises;
  - b. Submits a resignation letter and it is accepted;
  - c. Other cases stipulated in the Company's Charter.
2. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:
  - a. Does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
  - b. Other cases stipulated in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall make a Decision to replace Member of the Board of Directors; dismiss, remove Member of the Board of Directors in addition to the cases stipulated in Clause 1 and Clause 2 of this Article.





4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Member of the Board of Directors in the following cases:
- a. The number of Member of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the Date the number of members is reduced by more than one-third;
  - b. The number of independent Member of the Board of Directors decreases, failing to ensure the Percentage as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises;
  - c. Except for the cases stipulated in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace Member of the Board of Directors who have been dismissed or removed at the nearest meeting.

**Article 53. Announcement on the election, dismissal, removal of Member of the Board of Directors**

After a Decision on the election, dismissal, or removal of Board of Directors' members, the Company is responsible for disclosing information within the Company and to relevant authorities, in the mass media, and on the Company's website in accordance with the procedures and provisions of the current Law.

**Article 54. Method of nominating candidates for Member of the Board of Directors**

If candidates for the Board of Directors have been identified, the company must disclose information related to these candidates at least 10 days before the opening Date of the General Meeting of Shareholders on the company's electronic information page so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully, and for the best interests of the company if elected as Member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, Date of birth;
- b. Qualification;
- c. Work experience;
- d. Other management positions (including Board of Directors positions in other companies);
- e. Related interests with the company and its related parties;
- f. Other information (If any) as stipulated in the Company's Charter.

The Company shall be responsible for disclosing information about companies where the candidate holds the Position of Member of the Board of Directors, other management positions, and interests related to the company of the Board of Directors candidate (If any).







**Article 55. Elect, remove, dismiss the Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, removed by the Board of Directors from among the Members of the Board of Directors, and one of the remaining Members shall be elected as Vice Chairman of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the Position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Prepare the agenda and operational plan of the Board of Directors;
  - b. Prepare the agenda, Content, and documents for the meeting; convene, preside over, and chair the meeting of the Board of Directors;
  - c. Organize the adoption of Resolutions and Decisions of the Board of Directors;
  - d. Supervise the implementation process of the Resolutions and Decisions of the Board of Directors;
  - e. Chair the meeting of the General Meeting of Shareholders;
  - f. Other rights and obligations as stipulated by the Law on Enterprises and the Company's Charter.
4. The Vice Chairman of the Board of Directors has the same rights and obligations as the Chairman of the Board of Directors when authorized by the Chairman and when the Chairman has informed the Board of Directors of their absence. In case the Chairman of the Board of Directors is absent due to force majeure or no longer has sufficient civil capacity to perform their duties, the Vice Chairman shall perform the rights and obligations of the Chairman.
5. In case the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the Date of receiving the resignation letter or being dismissed or removed.
6. In case the Chairman of the Board of Directors is absent or is impracticable to perform their duties, they must authorize another Member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is Deceased, missing, temporarily detained, serving a prison sentence, serving an administrative sanction at a compulsory detoxification center, compulsory education institution, has fled from their place of residence, has restricted or lost civil capacity, has difficulty in perception, controlling behavior, or is prohibited by the Court from holding a Position, practicing a profession, or performing certain work, the remaining Members shall elect one of the Members to hold the Position of Chairman of the





Board of Directors based on the principle of majority approval of the remaining Members until a new Decision of the Board of Directors is issued.

### **Section 3 – Remuneration, salaries, bonuses, and other benefits of Members of the Board of Directors**

#### **Article 56. Remuneration, bonuses, and other benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors shall receive work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each Member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration of each Member of the Board of Directors shall be charged to the Company's business expenses in accordance with the law on corporate income tax, presented 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 on sub-committees of the Board of Directors or performing other tasks outside the normal scope of duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, Percentage of profit, or in other forms as decided by the Board of Directors.
5. A Member of the Board of Directors has the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred by them while performing their responsibilities as a Member of the Board of Directors, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. A Member of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover liabilities of the Member of the Board of Directors related to violations of law and the company's Charter.

### **Section 4 – Regulations on the order and procedures for organizing Board of Directors meetings**

#### **Article 57. Minimum number of meetings per month/quarter/year**





1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the Date of conclusion of that Board of Directors election. This meeting shall be 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 Member with the highest and equal number of votes or Percentage of votes, the Members shall vote by majority principle to select 01 person among them to convene the Board of Directors meeting.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

**Article 58. Cases requiring the convening of extraordinary Board of Directors meetings**

1. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:
  - a. Upon request by the Board of Supervisors or an independent Member of the Board of Directors;
  - b. Upon request by the General Director or at least 05 other managers;
  - c. Upon request by at least 02 Members of the Board of Directors.
2. The request specified in Clause 1 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and Decisions within the authority of the Board of Directors.
3. The Chairman of the Board of Directors must convene a Board of Directors meeting within 07 working days from the Date of receiving the request specified in Clause 1 of this Article. If the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requesting party has the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.

**Article 59. Notice of Board of Directors meeting and the right of Member of the Board of Supervisors to attend Board of Directors meetings**

1. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the notice of meeting at least 03 working days before the Date of the meeting. The notice of meeting must specify the exact time and place of the meeting, the agenda, issues for discussion, and Decisions. The notice of meeting must be accompanied by documents to be used at the meeting and the Member's voting slip.

Notice of Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means or other methods as stipulated by the Company's Charter and must ensure delivery to the contact address of each Member of the Board of Directors registered with the Company.



2. Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the Members of the Board of Supervisors as to the Members of the Board of Directors.

A Member of the Board of Supervisors has the right to attend Board of Directors meetings; has the right to discuss but not to vote.

**Article 60. Conditions for holding a Board of Directors meeting**

A Board of Directors meeting shall be conducted when at least 3/4 of the total Members are present. If a meeting convened in accordance with this clause does not have the required number of Members present, a second meeting shall be convened within 07 days from the Date of the first scheduled meeting. In this case, the meeting shall be conducted if more than half of the Members of the Board of Directors are present.

**Article 61. Voting method**

1. A Member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote as stipulated in this Article;
  - c. Attending and voting via online conference, electronic ballot or other electronic forms;
  - d. Sending voting ballots to the meeting via mail, fax, or email.
2. If voting ballots are sent to the meeting via mail, the voting ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. Voting ballots shall only be opened in the presence of all attendees.
3. Voting
  - a. Except as stipulated in point b, clause 3 of this Article, each Member of the Board of Directors or authorized person as stipulated in clause 1 of this Article personally present at the Board of Directors meeting shall have one (01) vote;
  - b. A Member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that Member or a person related to that Member has an interest, and such interest conflicts or may conflict with the Company's interests. A Member of the Board of Directors shall not be counted towards the minimum Percentage of Members present required to hold a Board of Directors meeting for Decisions on which that Member does not have the right to vote;
  - c. As stipulated in point d, clause 11, Article 30 of the Company's Charter, when an issue arises at the meeting related to the interest or voting right of a Member of the Board of Directors, and that Member does not voluntarily relinquish the voting right, the chairperson's ruling



- shall be the final Decision, unless the nature or extent of the related Member of the Board of Directors' interest has not been fully disclosed;
- d. A Member of the Board of Directors benefiting from a contract as stipulated in point a and point b, clause 6, Article 43 of the Company's Charter shall be deemed to have a significant interest in that contract;
  - e. A Supervisor has the right to attend Board of Directors meetings, has the right to discuss but not to vote.
4. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is intended to be entered into with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first Board meeting discussing the execution of such contract or transaction. If a Member of the Board of Directors does not know that they and related persons have an interest at the time the contract or transaction is entered into with the Company, this Member of the Board of Directors must disclose the related interests at the first Board of Directors meeting held after this Member becomes aware that they have or will have an interest in the aforementioned transaction or contract.
5. The Board of Directors has the right to solicit opinions from Members of the Board of Directors in writing to pass a Board of Directors Resolution when approving matters within the authority of the Board of Directors as stipulated in Clause 2, Article 27 of the Company's Charter.

A Resolution adopted through written consultation is passed based on the affirmative votes of the majority of Members of the Board of Directors with voting rights. This Resolution has the same effect and value as a resolution passed at a meeting.

6. Meetings of the Board of Directors may be held as online conferences among Members of the Board of Directors when all or some members are in different locations, provided that each participant can:
- a. Hear each other Member of the Board of Directors participate and speak during the meeting;
  - b. Speak simultaneously with all other participating members. Discussions among members may be conducted directly via telephone or other communication means, or a combination of these methods. A Member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location where the meeting is held under this provision is the location with the most Members of the Board of Directors present, or the location where the Chairman of the meeting is present.
  - c. Decisions passed in a telephone meeting that is formally organized and conducted are effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Members of the Board of Directors attending this meeting.



7. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work conducted in the meeting, unless there is an objection to the Content of the minutes within ten (10) days from the Date of dispatch. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairman and the minute-taker.

**Article 62. Method for passing Board of Directors Resolutions**

Resolutions and Decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting; in case of a tie vote, the final Decision rests with the side supported by the Chairman of the Board of Directors.

**Article 63. Authorization for a Member of the Board of Directors to appoint another person to attend a meeting**

Members must fully attend all Board of Directors meetings. A Member may authorize another person to attend and vote at a meeting if approved by a majority of the Members of the Board of Directors.

**Article 64. Preparation of Board of Directors Meeting Minutes**

Board of Directors meetings must be minuted and may be recorded, transcribed, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main Content:

- a. Name, Address, enterprise code;
- b. Time, meeting venue;
- c. Purpose, agenda, and Content of the meeting;
- d. Full names of each member present at the meeting or authorized representative and method of attendance; full names of members not present and Reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summary of remarks by each member present at the meeting in the order of the meeting's proceedings;
- g. Voting results, clearly stating members who voted for, against, and abstained;
- h. Issues passed and the corresponding approval Voting rate;
- i. Full name, signature of the chairman and the minute taker, except for cases specified in Article 65 of this Regulation.

Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.





Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancies in Content between the Vietnamese and foreign language minutes, the Content in the Vietnamese minutes shall apply.

The chairman, minute taker, and those who sign the minutes must be responsible for the truthfulness and accuracy of the Content of the Board of Directors meeting minutes.

Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the company's head office.

**Article 65. In case the chairman and/or secretary refuse to sign the Minutes of the Board of Directors meeting**

In case the chairman, minute taker refuse to sign the meeting minutes, but if signed by all other attending members of the Board of Directors and containing full Content as stipulated in points a, b, c, d, dd, e, g, and h of Article 64 of this Regulation, then these minutes shall be valid. The meeting minutes shall clearly state that the chairman and minute taker refused to sign the minutes. The signatories of the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the Content of the Board of Directors meeting minutes. The chairman and minute taker shall be personally responsible for damages incurred by the enterprise due to their refusal to sign the meeting minutes in accordance with the provisions of the Enterprise Law, the Company's Charter, and relevant laws.

**Article 66. Announcement of resolutions, decisions of the Board of Directors**

After issuing the Board of Directors Resolution/Decision, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with current procedures and regulations.

**Section 6 - Selection, appointment, dismissal of the Person in charge of corporate governance**

**Article 67. Standards for the Person in charge of corporate governance**

The Person in charge of corporate governance must not simultaneously work for an approved auditing organization that is auditing the Company's financial statements.

**Article 68. The appointment of the Person in charge of corporate governance**

The Company's Board of Directors must appoint at least 01 Person in charge of corporate governance to support corporate governance activities within the enterprise. The Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Enterprise Law.

**Article 69. Cases of dismissal of the Person in charge of corporate governance**

1. The Board of Directors may remove/dismiss the Person in charge of corporate governance when necessary, but not contrary to current labor laws.



2. The Person in charge of corporate governance may be removed by a Resolution of the General Meeting of Shareholders.

**Article 70. Announcement of appointment, dismissal of the Person in charge of corporate governance**

After the Decision on appointment, dismissal of the Person in charge of corporate governance, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with current procedures and legal provisions.

**Article 71. Rights and Obligations of the Person in charge of corporate governance**

The Person in charge of corporate governance has the following rights and obligations:

- a. Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and other related matters between the Company and shareholders;
- b. Prepare for meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders as required by the Board of Directors or Board of Supervisors;
- c. Advise on meeting procedures;
- d. Attend meetings;
- e. Advise on the procedures for preparing Resolutions of the Board of Directors in accordance with legal provisions;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to Members of the Board of Directors and Members of the Board of Supervisors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as the focal point for communication with relevant stakeholders;
- i. Maintain information confidentiality in accordance with legal provisions and the Company's Charter;
- j. Other rights and obligations as stipulated by law and the Company's Charter.





## CHAPTER 4 – BOARD OF SUPERVISORS

### Section 1. General Provisions

#### Article 72. Roles, rights, obligations of the Board of Supervisors, responsibilities of Members of the Board of Supervisors

1. Members of the Board of Supervisors have the rights stipulated by the Law on Enterprises, relevant laws, the Company's Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing timely and complete information at the request of Members of the Board of Supervisors.
2. Members of the Board of Supervisors are responsible for complying with legal provisions, the Company's Charter, the Regulations on Operation of the Board of Supervisors, and professional ethics in performing their assigned rights and obligations.
3. The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:
  - a. Propose and recommend to the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on approved auditing organizations to inspect the Company's operations, and dismiss approved auditors when deemed necessary.
  - b. Be responsible to shareholders for its supervisory activities.
  - c. Supervise the Company's financial situation, and the compliance with law in the operations of Members of the Board of Directors, the General Director, and other managers.
  - d. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
  - e. In case of detecting a violation of law or the Company's Charter by a Member of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement remedial solutions.
  - f. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval. The Minister of Finance shall provide a sample of the Regulations on Operation of the Board of Supervisors for public companies to refer to when developing their Regulations on Operation of the Board of Supervisors.
  - g. Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree 155/2020/ND-CP.





**Section 2. Provisions on Term, Number, Composition, and Structure of Members of the Board of Supervisors**

**Article 73. Number, term, composition, and structure of Members of the Board of Supervisors**

1. The Company's Board of Supervisors shall consist of 03 Members.
2. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
3. Member of the Board of Supervisors is not necessarily a shareholder of the company.
4. The Head of the Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The rights and obligations of the Head of the Supervisors are stipulated by the company's Charter. The Board of Supervisors must have more than half of its Supervisors residing in Vietnam. The Head of the Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the operating activities of the enterprise, unless the company's Charter stipulates other higher standards.
5. In case the term of a Supervisor ends but a new Supervisor has not yet been elected, the Supervisor whose term has expired shall continue to exercise their rights and obligations until a new Supervisor is elected and assumes duties.

**Article 74. Standards and conditions for Member of the Board of Supervisors**

1. Supervisors must meet the following standards and conditions:
  - a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
  - b. Trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the operating activities of the enterprise;
  - c. Not a family member of a Member of the Board of Directors, General Director, and other managers;
  - d. Not a company manager; not necessarily a shareholder or employee of the company;
  - e. Not working in the accounting or finance department of the Company;
  - f. Not a member or employee of an independent auditing firm that audited the company's financial statements in the immediately preceding 03 years.
  - g. Other standards and conditions as stipulated by other relevant laws and the company's Charter.
2. In addition to the standards and conditions stipulated in Clause 1 of this Article, a company Supervisor must ensure compliance with the conditions stipulated in Clause 2, Article 169 of the Law on Enterprises;





3. The Head of the Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the operating activities of the enterprise.

**Article 75. Nomination, self-nomination for Member of the Board of Supervisors**

1. The self-nomination and nomination of Members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 25 of the Company's Charter. Shareholders holding voting shares have the right to combine their voting rights to nominate Supervisors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate 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 65% may nominate a maximum of five (05) candidates; from 65% or more may nominate a maximum of seven (07) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations similarly to the provisions of Clause 3, Article 50 of this Regulation. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Supervisors in accordance with the law.

**Article 76. Method of election for Member of the Board of Supervisors**

The voting to elect Members of the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of Members of the Board of Supervisors to be elected, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The successful candidate for Member of the Board of Supervisors is determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is met. In case there are 02 or more candidates achieving the same number of votes for the last Member of the Board of Supervisors, a re-election will be conducted among the candidates with equal votes or selection will be made according to the criteria specified in the election regulations, Operating Regulations of the Board of Supervisors, or the Company Charter.

**Article 77. Cases of removal from office and dismissal of Members of the Board of Supervisors**

1. The General Meeting of Shareholders removes a Member of the Board of Supervisors from office in the following cases:
  - a. No longer meeting the standards and conditions to be a Member of the Board of Supervisors as stipulated in Article 169 of the Law on Enterprises;
  - b. Has submitted a resignation letter and it has been approved;





- c. Other cases as stipulated by the Company Charter.
- 2. The General Meeting of Shareholders dismisses a Member of the Board of Supervisors in the following cases:
  - a. Failure to complete assigned tasks and duties;
  - b. Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c. Repeatedly and seriously violates the obligations of a Member of the Board of Supervisors as stipulated by the Law on Enterprises and the Company Charter;
  - d. Other cases according to a Resolution of the General Meeting of Shareholders.

**Article 78. Notice of election, removal from office, dismissal of Members of the Board of Supervisors**

After a Decision on the election, removal from office, or dismissal of a Supervisor, the Company is responsible for disclosing information within the Company and to relevant authorities, in the mass media, and on the Company's website according to the procedures and provisions of current law.

**Article 79. Salary and other benefits of Members of the Board of Supervisors**

- 1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits according to the Decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors;
- 2. Members of the Board of Supervisors shall be reimbursed for accommodation, travel, and living expenses, as well as reasonable costs for using independent consulting services. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has a different Decision;
- 3. The salary and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the company according to the provisions of the law on corporate income tax, other relevant legal provisions, and must be presented as a separate item in the company's annual financial statements.

**CHAPTER 5 - GENERAL DIRECTOR**

**Article 80. Roles, responsibilities, rights, and obligations of the General Director**

- 1. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible before the Board of Directors and before the law for the exercise of assigned rights and obligations.
- 2. The General Director has the following rights and obligations:





- a. Decides on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors;
- b. Organizes the implementation of the Resolutions, Decisions of the Board of Directors;
- c. Organizes the implementation of the Company's business plan and investment plan;
- d. Proposes the Company's organizational structure plan and internal management regulations;
- e. Appoints, relieves from duty, and dismisses management positions within the Company, except for those under the authority of the Board of Directors;
- f. Decides on salaries and other benefits for employees within the Company, including managers appointed by the General Director;
- g. Recruits employees;
- h. Proposes a plan for paying dividends or handling business losses;
- i. Other rights and obligations as prescribed by law, the Company Charter, and the Resolutions, Decisions of the Board of Directors.

**Article 81. Term of office, standards, and conditions of the General Director**

The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms.

The General Director must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b. Must not be a family member of enterprise managers, Supervisors of the company and Parent company; Representative for State capital, Capital Representative of the enterprise at the company and Parent company;
- c. Has Qualification and experience in the company's business administration.

**Article 82. Candidacy and Nomination of General Director**

The Management Board, Board of Directors' members have the right to nominate Director candidates in accordance with the standards and conditions stipulated in Article 82 of this Regulation and submit them to the Board of Directors for consideration when the Company needs to search for a General Director.

**Article 83. Appointment, dismissal, signing contracts, and termination of contracts for the Director**

The Board of Directors appoints 01 Member of the Board of Directors or hires another person to be the General Director.

The Board of Directors may dismiss the General Director when the majority of Member of the Board of Directors with voting rights attending the meeting approve and appoint a new General Director as replacement.

The Board of Directors has the authority to sign/terminate contracts and decide the terms of employment contracts as stipulated in Point i, Clause 2, Article 27 and Article 35 of the Company Charter.

**Article 84. Announcement of appointment, dismissal, signing contracts, and termination of contracts for the Director**

After the Decision to elect, relieve from duty, or dismiss the General Director, the Company is responsible for disclosing information internally within the Company and to relevant authorities, in the mass media, and on the Company's website in accordance with the procedures and provisions of current law.

**Article 85. Salary and other benefits of the General Director**

1. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
2. The salary of the executive shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shall be presented 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.





## CHAPTER 6 – OTHER ACTIVITIES

### Section 1 – Regulations on operational coordination between the Board of Directors, the Board of Supervisors, and the General Director

**Article 86.** Procedures and order for convening, sending meeting notices, recording minutes, and notifying meeting results between the Board of Directors, the Board of Supervisors, and the General Director

The procedures and order for convening, sending meeting notices, recording minutes, and notifying meeting results between the Board of Directors, the Board of Supervisors, and the General Director shall be carried out according to the procedures and order for convening Board of Directors' meetings stipulated in Section 4, Chapter 3 of these Regulations.

**Article 87.** Notification of Resolutions/Decisions of the Board of Directors to the Board of Supervisors

Resolutions/Decisions and minutes of Board of Directors' meetings, after being issued, must be sent to the Supervisors at the same time and in the same manner as for Board of Directors' members.

**Article 88.** Notification of Resolutions/Decisions of the Board of Directors to the Director

Resolutions/Decisions of the Board of Directors (with content related to the responsibilities, powers, and duties of the General Director), after being issued, must be sent to the General Director at the same time and in the same manner as for Board of Directors' members.

**Article 89.** Cases where the Board of Supervisors and the General Director propose to convene a Board of Directors' meeting and matters requiring the Board of Directors' opinion

1. Cases for proposing to convene a Board of Directors' meeting
  - a. The Board of Supervisors may propose to convene a Board of Directors' meeting in the following cases:
    - Upon request from a shareholder/group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.
    - When it is deemed that the Supervisor's right to access information and documents related to the company's operating activities is not fully exercised in accordance with current law and the company's Charter;
    - When a violation of law or the company's Charter is discovered by a Board of Directors' member, the General Director, or other enterprise managers, after written notification has been made to the Board of Directors as stipulated in Clause 5, Article 40 of the company's Charter, but the violator has not ceased the violation or provided a solution to remedy the consequences;





- b. The General Director may propose to convene a Board of Directors' meeting in the following cases:
  - When it is deemed that the General Director's rights as stipulated in Article 35 of the company's Charter are not exercised;
  - When a violation of law or the company's Charter is discovered by other enterprise managers, after written notification has been made to the Board of Directors, but the violator has not ceased the violation or provided a solution to remedy the consequences;
- 2. Matters requiring the Board of Directors' opinion:
  - a. Proposing to the Board of Directors regarding the organizational structure plan and internal management regulations of the Company;
  - b. Proposing measures to enhance the Company's operating activities and management;
  - c. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, Social insurance, benefits, rewards, and disciplinary actions for employees and enterprise managers.
  - d. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade unions in accordance with best management standards, practices, and policies, the practices and policies stipulated in the Company's Charter, the Company's regulations, and current legal provisions.
  - e. Seeking the Board of Directors' opinion on the Audited Financial Statements (including the Balance Sheet, operating activities results report, and projected Cash Flows Statement) for each fiscal year must be submitted for the Board of Directors' approval;
  - f. Propose a plan for paying dividends or handling business losses;
  - g. Seek approval from the Board of Directors for the detailed business plan for the next fiscal year;
  - h. Other Content when deemed to be in the Company's interest.

**Article 90. Report of the General Director to the Board of Directors on the performance of assigned duties and powers**

- 1. Report on the implementation status of Resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
- 2. Quarterly and annual periodic reports evaluating the Company's financial situation and production and operating activities;
- 3. Report on improvements in organizational structure, policies, and management;
- 4. Annual report on the development and implementation of obligations towards the environment, community, and employees;





5. Report on the implementation status of other Content authorized by the Board of Directors and the General Meeting of Shareholders;
6. Submit reports on other matters as requested by the Board of Directors.

**Article 91. Review the implementation of Resolutions and other authorized matters of the Board of Directors by the General Director**

Based on the report of the General Director on the performance of assigned duties and powers as stipulated in Article 81 of this Regulation, the Board of Directors will review the results of implementing Resolutions and other matters authorized by the Board of Directors with the General Director.

**Article 92. Matters that the General Director must report, provide information, and the method of notification to the Board of Directors, Board of Supervisors**

1. Matters that the General Director must report, provide information, and the method of notification to the Board of Directors
  - a. The Content as per Article 90 of this regulation;
  - b. The General Director has the obligation to notify the Board of Directors of transactions between the Company, Company's subsidiaries, or other companies in which the Company holds control of 50% or more of the Charter capital, with that entity itself or with affiliated persons of that entity as stipulated by law.
  - c. Other Content requiring consultation or reporting to the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.
2. Specifically, in cases of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Enterprise Law and having a value less than 35% of the total ASSETS of the enterprise recorded in the latest financial statement or a smaller Percentage or value as stipulated in the company's Charter, the company's representative signing the contract or transaction must notify the Member of the Board of Directors, Supervisor about the affiliated persons related to that contract or transaction and attach the draft contract or the main Content of the transaction. The Board of Directors will decide on the approval of the contract or transaction within 15 days from the Date of receiving the notification, unless the company's Charter stipulates a different period; a Member of the Board of Directors with an interest related to the parties in the contract or transaction shall not have voting rights.
3. Matters that the General Director must report, provide information, and the method of notification to the Board of Supervisors
  - a. Reports of the General Director submitted to the Board of Directors or other documents issued by the company shall be sent to the Supervisors at the same time and in the same manner as for Board of Directors' members.





- b. The General Director and other enterprise executives must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the company at the request of the Supervisor or the Board of Supervisors.
- c. The method of notification to the Board of Supervisors shall be carried out as for the Board of Directors.

**Article 93. Coordinate control, operational, and supervisory activities among Board of Directors' members, supervisors, and the General Director according to the specific duties of the aforementioned members**

- 1. Coordination of activities between the Board of Supervisors and the Board of Directors:  
The Board of Supervisors has the role of supervising, coordinating, advising, and providing full, timely, and accurate information. Specifically as follows:
  - a. Regularly inform the Board of Directors about the operating results, consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
  - b. In the meetings of the Board of Supervisors, the Board of Supervisors has the right to request Member of the Board of Directors, Director, and representatives of the approved auditing organization to attend and answer questions that need clarification;
  - c. Periodic and extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of conclusion) sent to the Board of Directors to provide additional grounds to assist the Board of Directors in the Company's management. Depending on the extent and results of the aforementioned inspection, the Board of Supervisors must discuss and agree with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions, which shall be recorded in the minutes, and the Head of the BoS is responsible for reporting to the nearest General Meeting of Shareholders;
  - d. In case the Board of Supervisors discovers acts violating the law or violating the Company's Charter by Board of Directors' members, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and implement solutions to remedy the consequences;
- d. The supervisor has the obligation to notify the Board of Directors of transactions between the Company, Company's subsidiaries, other companies in which the Company holds control of 50% or more of the Charter capital with that entity itself or with affiliated persons of that entity as prescribed by law;





- e. For recommendations related to the Company's operating activities and financial situation, the Board of Supervisors must send a written document along with relevant materials at least fifteen (15) days in advance of the intended date of receiving a response;
- e. The Content of recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.

The Board of Directors shall create favorable conditions for the Board of Supervisors to exercise its rights and fulfill its obligations.

2. Coordination of activities between the Board of Supervisors and the General Director:

The Board of Supervisors has the function of inspection and supervision.

- a. In the meetings of the Board of Supervisors, the Board of Supervisors has the right to request the Director (simultaneously requesting Member of the Board of Directors, General Director, and representatives of the approved auditing organization) to attend and answer questions that need clarification, which are of concern to the Supervisors;
- b. Periodic and extraordinary inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of conclusion) sent to the General Director to provide additional grounds to assist the General Director in the Company's management. Depending on the extent and results of the aforementioned inspection, the Board of Supervisors must discuss and agree with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions, which shall be recorded in the minutes, and the Head of the BoS is responsible for reporting to the nearest General Meeting of Shareholders;
- c. The supervisor has the right to request the General Director to facilitate access to files and documents related to the Company's operating activities at the Head Office or the document storage location;
- d. Information and documents regarding the management and operation of operating activities, business performance reports, financial statements, and requests for provision from the Member of the Board of Supervisors must be sent to the Company at least forty-eight (48) working hours before the intended time for receiving a response. The Member of the Board of Supervisors must not use the Company's unpublished information or disclose it to others to conduct related transactions.
- e. Recommendations regarding measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Company's business activities by the Member of the Board of Supervisors must be sent to the General Director at least seven (07) working days before the intended date for receiving a response.





The General Director shall facilitate the Member of the Board of Supervisors in exercising their rights and fulfilling their obligations.

3. Coordination of activities between the General Director and the Board of Directors: The General Director represents and manages the Company's operations, ensuring continuous and effective operation.
  - a. When there is a proposal for the Company's organizational structure plan or internal management regulations, the General Director shall send it to the Board of Directors as soon as possible, but no less than seven (07) days before the date on which such content needs to be decided;
  - b. The General Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, termination of employment, salaries, Social insurance, benefits, rewards, and disciplinary actions for employees and management personnel;
  - c. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade unions in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in the Company Charter, the Company's regulations, and current legal provisions;
  - d. The General Director is obliged to inform the Board of Directors of transactions between the Company, Company's subsidiaries, or other companies controlled by the Company with over 50% of the Charter capital, with the same entity or with affiliated persons of that entity, in accordance with the provisions of law;
  - e. Other contents requiring opinions as stipulated in Clause 2, Article 97 of this Regulation must be sent to the Board of Directors at least seven (07) working days before the intended date for receiving a response from the Board of Directors.

**Section 2 – Regulations on annual evaluation of reward and disciplinary activities for Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other enterprise executives.**

**Article 94. Regulations on the evaluation of the performance of Board of Directors' members, Supervisors, the General Director, and other executives.**

1. The Board of Directors is responsible for developing performance evaluation standards for all Board of Directors' members, the General Director, and other executives.
2. Performance evaluation standards must harmonize the interests of enterprise executives with the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each specific time. Non-financial indicators may include: interests of related party, operational efficiency, progress and improvements achieved, etc..
3. Annually, based on the assigned functions and duties and the established evaluation standards/achieved results, the Board of Directors organizes the performance evaluation of Board of Directors' members.

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4. The evaluation of the performance of Supervisors is organized and conducted according to the method mentioned in the organizational structure and activities of the Member of the Board of Supervisors.
5. The evaluation of the performance of other executives shall be carried out in accordance with internal regulations or may be based on the self-assessment report of performance of these executives.

**Article 95. Bonus**

1. The Board of Directors or the Remuneration Committee (If any) is responsible for developing the bonus policy. The bonus shall be implemented based on the performance evaluation results in Article 95 of these Regulations.
2. Forms of bonus include: Cash, shares (issuing shares under an employee stock option plan) or other forms developed by the Board of Directors or the Remuneration Committee. The General Director shall prepare a plan for the forms of bonus to be submitted to the Board of Directors for approval; if it exceeds its authority, it shall be submitted to the General Meeting of Shareholders for approval.
3. The bonus scheme for Board of Directors' members and Supervisors shall be decided by the General Meeting of Shareholders.
4. For business executives: bonus funds shall be drawn from the Company's Bonus and Welfare Fund and other legal sources. The bonus amount shall be based on the actual annual business results, and the General Director shall propose it to the Board of Directors for approval; if it exceeds its authority, it shall be submitted to the General Meeting of Shareholders for approval.

**Article 96. Discipline**

1. The Board of Directors is responsible for developing forms of discipline based on the nature and severity of the violation. The highest forms of discipline must be dismissal and removal from office.
2. Board of Directors' members, Supervisors, and business executives who fail to perform their duties as required with honesty, diligence, and prudence shall be personally responsible for the damages they cause.
3. Board of Directors' members, Supervisors, and business executives who, while performing their duties, commit acts violating legal regulations or the Company's regulations shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with legal provisions and the Company's Charter. In cases where damage is caused to the interests of the Company, shareholders, or others, they shall compensate in accordance with legal provisions.

## CHAPTER 7 - AMENDMENT OF REGULATIONS ON CORPORATE GOVERNANCE

### Article 97. Supplementation and Amendment of Regulations on Corporate Governance

1. The supplementation or amendment of these Regulations must be reviewed and decided by the Company's General Meeting of Shareholders.
2. In cases where there are legal provisions related to the company's operations not yet mentioned in these regulations, or in cases where there are new legal provisions that differ from the terms in these regulations, such legal provisions shall naturally apply and govern the company's operations.

## CHAPTER 8 - EFFECTIVE DATE

### Article 98. Effective Date

1. These Regulations, consisting of 08 Chapters and 98 Articles, were unanimously approved by the General Meeting of Shareholders of Ho Chi Minh City Book and School Equipment Joint Stock Company, and the full text's effectiveness of these regulations was agreed upon.
2. These Regulations are the Company's sole and official regulations.
3. Copies or extracts of the regulations on corporate governance must bear the signature of the Chairman of the Board of Directors.

ON BEHALF OF THE BOARD OF  
DIRECTORS,

CHAIRMAN,



Trần Trung Đan



No.: /0/ TT-ĐHĐCĐ

Ho Chi Minh City, April 3<sup>th</sup>, 2026

## PROPOSAL

*Re: Amending and supplementing the Regulations on Operation  
of the Board of Directors*

To: General Meeting of Shareholders of Book and  
Educational Equipment Joint Stock Company of Ho Chi  
Minh City

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding implementation documents;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding implementation documents;
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;

The Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City respectfully submits to the General Meeting of Shareholders for consideration and approval of the amendment and supplementation of the Regulations on Operation of the Board of Directors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City, to comply with current legal regulations (Attached document)

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely./.

ON BEHALF OF THE BOARD  
CHAIRMAN OF THE BOARD  
CÔNG TY CỔ PHẦN  
SÁCH VÀ THIẾT BỊ  
TRƯỜNG HỌC  
THÀNH PHỐ  
HỒ CHÍ MINH  
QUẬN 5 TP. HỒ CHÍ MINH  
Trung Đan

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

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**REGULATIONS ON OPERATION  
OF THE BOARD OF DIRECTORS  
BOOK AND EDUCATIONAL EQUIPMENT JOINT  
STOCK COMPANY OF HO CHI MINH CITY**

Ho Chi Minh City, April 03, 2026





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## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Scope of Adjustment and Subjects of Application**

1. Scope of Adjustment: The Regulations on Operation of the Board of Directors stipulate the organizational structure of personnel, operating principles, powers, and duties of the Board of Directors and its Members of the Board of Directors, aiming to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.
2. Subjects of Application: These Regulations apply to the Board of Directors, its Members of the Board of Directors, and related parties mentioned herein.

### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors operates on the principle of collegiality. Members of the Board of Directors are individually responsible for their respective duties and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.



## **CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and Duties of Members of the Board of Directors**

1. Members of the Board of Directors have full rights and responsibilities as stipulated by the Law on Enterprises, the Law on Securities, relevant laws, and the Company Charter, including being provided with information and documents regarding the financial situation and operating activities of the Company and its units.

2. Members of the Board of Directors have duties as stipulated by the Law on Enterprises, the Company Charter, and the following duties:

- a) Perform their duties honestly and diligently for the highest interests of the shareholders and the Company;
- b) Attend all meetings of the Board of Directors and provide opinions on matters presented for discussion;
- c) Report promptly and fully to the Board of Directors the remuneration received from Company's subsidiaries, Affiliated company, and other organizations;
- d) Report to the Board of Directors at the nearest meeting transactions between the Company, Company's subsidiaries, other companies where the Company holds control of 50% or more of the charter capital with a Member of the Board of Directors and affiliated persons of that member; transactions between the Company and a company in which a Member of the Board of Directors is a founding member or a business manager within the last 03 years prior to the Time of transaction;
- d) Disclose information when conducting transactions involving the Company's shares in accordance with legal provisions.

3. Independent members of the Board of Directors of the Company must prepare an evaluation report on the operations of the Board of Directors.

### **Article 4. Right of Members of the Board of Directors to be provided with information**

1. A Member of the Board of Directors has the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial status and operating activities of the Company and its units within the Company.

2. The requested enterprise manager must provide timely, complete, and accurate information and documents as required by the Member of the Board of Directors. The order and procedures for requesting and providing information are stipulated as follows:





- Board of Directors' members must submit the Content of the request for information to the Company's Board of Directors.
- If deemed necessary, the Board of Directors will convene a meeting to gather opinions within 07 business days from the date of receipt of the request from the Board of Directors' members regarding the Content of the requested information.
- If the above Content is approved by the Board of Directors, the manager requested to provide information will provide the requested information within 07 days.

**Article 5. Number, Term, and Structure of Member of the Board of Directors**

1. The number of Member of the Board of Directors is five (05) people.
2. The term of a Member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent members of the Board of Directors of a Company for no more than 02 consecutive terms.
3. In case all Member of the Board of Directors conclude their term, those members shall continue to be Member of the Board of Directors until new members are elected to replace them and take over the work.

**4. Structure of Member of the Board of Directors:**

The structure of the Company's Board of Directors must ensure that at least 01 Member of the Board of Directors is a non-executive member.

The Company shall minimize the number of Member of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The number of Independent members of the Board of Directors must comply with the regulation of having at least 01 independent member.

5. Independent members of the Board of Directors have all the rights and obligations of Board of Directors' members as stipulated in the Enterprise Law, Securities Law, Company Charter, and this regulation.
6. Independent members of the Board of Directors shall be organized and coordinate their activities according to the following principles:
  - a) Exercise their assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company;
  - b) Be loyal to the interests of the Company and shareholders; not use the Company's information, know-how, business opportunities, status, Position, and assets for personal gain or to serve the interests of other organizations or individuals;



c) All activities of Independent members of the Board of Directors must ensure compliance with the provisions of law and the Company Charter.

#### **Article 6. Standards and Conditions for Member of the Board of Directors**

1. A Member of the Board of Directors must meet the following standards and conditions:

- a) Not fall under the subjects specified in Clause 2, Article 17 of the Enterprise Law;
- b) Possess Qualification and experience in business administration or in the Company's business sector, industry, or profession, and are not necessarily shareholders of the Company, unless otherwise stipulated in the Company Charter;
- c) A Member of the Board of Directors of the Company may concurrently be a Member of the Board of Directors of another Company;
- d) For state-owned enterprises as stipulated in Point b, Clause 1, Article 88 of the Enterprise Law and Company's subsidiaries of state-owned enterprises as stipulated in Clause 1, Article 88 of the Enterprise Law, a Member of the Board of Directors must not be a family member of the General Director and other managers of the Company; or of the managers or persons with authority to appoint managers of the Parent company;
- d) Other standards and conditions according to the Company's Charter.

2. Independent members of the Board of Directors as stipulated in Point b, Clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:

- a) Not currently working for the Company, its Parent company, or its Company's subsidiaries; not having worked for the Company, its Parent company, or its Company's subsidiaries for at least 03 consecutive years prior thereto;
- b) Not currently receiving salary or remuneration from the Company, except for allowances that a Member of the Board of Directors is entitled to according to regulations;
- c) Not having a Wife or Husband, Father, adoptive father, Mother, adoptive mother, biological child, adopted child, Older brother, Older Sister, Younger Sibling who is a major shareholder of the Company; or who is a manager of the Company or its Company's subsidiaries;
- d) Not directly or indirectly owning at least 01% of the total voting shares of the Company; d) Not having served as a Member of the Board of Directors or Board of Supervisors of the Company for at least 05 consecutive years prior thereto, except in cases of continuous appointment for 02 terms;





d) Not a person who has served as a Member of the Board of Directors or Board of Supervisors of the Company for at least 05 consecutive years immediately preceding, unless continuously re-appointed for 02 terms;

e) Other standards and conditions according to the Company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be Independent members of the Board of Directors from the Date they no longer meet such standards and conditions. The Board of Directors must announce the case where an Independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or substitute Independent member of the Board of Directors within 06 months from the Date of receiving notification from the relevant Independent member of the Board of Directors.

#### **Article 7. Chairman and Vice Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, relieved from duty, or dismissed by the Board of Directors from among its Members of the Board of Directors.

2. The Chairman of the Company's Board of Directors shall not concurrently hold the Position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Develop the agenda and operational plan of the Board of Directors;

b) Prepare the agenda, Content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

c) Organize the adoption of Resolutions and Decisions of the Board of Directors;

d) Supervise the implementation process of Resolutions and Decisions of the Board of Directors;

d) Chair the General Meeting of Shareholders;

e) Other rights and obligations as stipulated by the Enterprise Law and the Company's Charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the Date of receiving the resignation letter or dismissal.

5. In case the Chairman of the Board of Directors is absent or is impracticable to perform his/her duties, he/she must authorize another Member of the Board of Directors in



writing to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors is Deceased, missing, temporarily detained, serving a prison sentence, serving an administrative sanction at a compulsory drug rehabilitation center, compulsory education institution, absconding from residence, having restricted or lost civil act capacity, having difficulty in perception, controlling behavior, being prohibited by the Court from holding a Position, practicing a profession or performing certain work, the remaining Members of the Board of Directors shall elect one person from among the Members of the Board of Directors to hold the Position of Chairman of the Board of Directors based on the principle of majority approval of the remaining Members of the Board of Directors until a new Decision of the Board of Directors is issued.

6. The Vice Chairman of the Board of Directors (if any) shall have the following rights and duties:

- a) The Vice Chairman of the Board of Directors shall have the rights, responsibilities, and duties of the Chairman of the Board of Directors in cases where authorized by the Chairman of the Board of Directors and only when the Chairman of the Board of Directors has informed the Board of Directors that he/she is absent or must be absent due to force majeure Reasons or is unable to perform his/her duties.
- b) In the aforementioned case, if the Chairman of the Board of Directors does not designate a Vice Chairman of the Board of Directors to exercise the rights and duties of the Chairman of the Board of Directors, the remaining Members of the Board of Directors shall appoint a Vice Chairman of the Board of Directors.
- c) In cases where both the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are temporarily unable to perform their duties for any Reasons, the Board of Directors may appoint another person from among them to perform the duties of the Chairman of the Board of Directors according to the principle of a simple majority.
- d) The Vice Chairman of the Board of Directors may be dismissed by a Decision of the Board of Directors.

#### **Article 8. Removal, Dismissal, Replacement, and Appointment of Members of the Board of Directors**

1. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:

- a) Not meeting the standards and conditions as stipulated in Article 155 of the Law on Enterprises;





- b) Having submitted a resignation letter and it being accepted;
  - c) Other cases stipulated in the Company Charter.
2. The General Meeting of Shareholders shall dismiss a Member of the Board of Directors in the following cases:
- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
  - b) Other cases stipulated in the Company Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a Member of the Board of Directors; remove or dismiss a Member of the Board of Directors in addition to the cases stipulated in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional Members of the Board of Directors in the following cases:
- a) The number of Members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the Date the number of Members is reduced by more than one-third;
  - b) The number of independent Members of the Board of Directors decreases, failing to ensure the Percentage as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises;
  - c) Except for the cases stipulated in Points a and b of this Clause, the General Meeting of Shareholders shall elect new Members to replace Members of the Board of Directors who have been removed or dismissed at the nearest meeting.

**Article 9. Procedures for Election, Removal, and Dismissal of Members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total Common shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of individuals to the Board of Directors shall be carried out as follows:
- a) Common shareholders forming a group to nominate individuals to the Board of Directors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate 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 65% may nominate a maximum of five (05) candidates; from 65% or more may nominate a maximum of seven (07) candidates;

b) Based on the number of Members of the Board of Directors, shareholders or groups of shareholders specified in this clause are entitled to nominate one or more persons, according to the Decision of the General Meeting of Shareholders, as candidates for the Board of Directors.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on 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 the law.

3. The election of Members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of Members of the Board of Directors to be elected, and the shareholder has the right to cast all or part of their total votes for one or more candidates. The elected Members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last Member of the Board of Directors, a re-election will be conducted among the candidates with equal votes or selection will be made according to the election regulations criteria or the Company Charter.

4. The dismissal or removal of Members of the Board of Directors shall be carried out by the General Meeting of Shareholders through voting (for, against, abstention). The Voting rate for approval by voting method shall be implemented according to Clause 2, Article 21 of the Company Charter.

5. The election of Board of Directors' members may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Enterprise Law.

#### **Article 10. Announcement on the election, dismissal, and removal of Members of the Board of Directors**

1. If candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 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 provide a written commitment regarding the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and for the highest benefit of the Company if elected as a Member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, Date of birth;
  - b) Qualification;
  - c) Work experience;
  - d) Other management Positions (including Board of Directors' Positions in other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other information (If any) as stipulated in the Company Charter;
  - g) The Company must be responsible for disclosing information about the companies where the candidate holds the Position as a Member of the Board of Directors, other management Positions, and the interests related to the Company of the candidates for the Board of Directors (If any).
2. The notification of the results of electing, dismissing, or removing Members of the Board of Directors shall comply with the regulations on information disclosure.



### **CHAPTER III. BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) Decide on strategies, medium-term development plans, and the Company's annual business plans;
  - b) Propose types of shares and the total number of shares of each type authorized for offering;
  - c) Decide on the sale of unsold shares within the scope of the number of shares of each type authorized for offering; decide on raising additional capital in other forms;
  - d) Decide on the selling price of shares and the Company's bonds;
  - d) Decide on the repurchase of shares in accordance with the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - e) Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - g) Decide on solutions for market development, marketing, and technology;
  - h) Approve purchase, sale, loan, lending contracts and other contracts and transactions valued at 35% or more of the total assets recorded in the Company's most recent financial statement, except for contracts and transactions falling under the Decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as stipulated by the Company's Charter; decide on the salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other Companies, decide on the remuneration and other benefits of those individuals;
  - k) Supervise and direct the General Director and other managers in the daily business operations of the Company;





- l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of Company's subsidiaries, branches, representative offices, and the capital contribution, purchase of shares in other enterprises;
  - m) Approve the agenda and Content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or solicit opinions for the General Meeting of Shareholders to pass a Resolution;
  - n) Submit the audited annual financial statements to the General Meeting of Shareholders;
  - o) Propose the level of dividends to be paid; decide on the deadline and procedures for paying dividends or handle losses arising during the business process;
  - p) Propose the reorganization, dissolution of the Company; request the Company's bankruptcy;
  - q) Decide on the promulgation of the Operating Regulations of the Board of Directors, the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; Decide on the promulgation of the Company's Information Disclosure Regulations;
  - r) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and operating activities of the Company and its units within the Company.
  - s) The requested managers must promptly, fully, and accurately provide information and documents as required by the Member of the Board of Directors. The procedures for requesting and providing information are specifically stipulated on clause 2, article 4 of this Regulation.
  - t) Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal provisions, the Company Charter, and the company's internal governance regulations.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Securities Law and Decree No. 245/2025/ND-CP of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Securities Law dated September 11, 2025.



4. The Board of Directors adopts Resolutions and Decisions by voting at meetings, by written opinions, or by other forms as stipulated in the Company Charter. Each Member of the Board of Directors has one vote.

5. In cases where a Resolution or Decision adopted by the Board of Directors is contrary to legal provisions, a Resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the Members who approved such Resolution or Decision must jointly and severally bear personal responsibility for that Resolution or Decision and must compensate the Company for damages; Members who opposed the adoption of the aforementioned Resolution or Decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the aforementioned Resolution or Decision.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided it does not violate current labor laws. The Company Secretary has the following rights and obligations:

- a) Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist Members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing the Company's governance principles;
- d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in complying with information disclosure obligations, information transparency, and administrative procedures;
- e) Other rights and obligations as stipulated in the Company Charter and the Company's Internal Governance Regulations.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts**

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the Date of the first transaction being less than 35% of the total value of assets recorded in the most recent financial statements or a smaller Percentage or other value as stipulated in the Company Charter between the Company and one of the following parties:





- Member of the Board of Directors, Member of the Board of Supervisors, General Director, other managers and affiliated persons of these subjects;
- Shareholders, authorized representatives of shareholders owning more than 10% of the Company's total Common shares and their affiliated persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Enterprise Law.

2. The Board of Directors approves contracts, transactions for borrowing, lending, or selling assets with a value less than or equal to 10% of the total assets value of the enterprise recorded in the latest financial statements between the company and shareholders owning 51% or more of the total voting shares or affiliated persons of such shareholders.

3. The Company's representative signing contracts, transactions must notify the Member of the Board of Directors, Member of the Board of Supervisors about the affiliated persons related to that contract, transaction and enclose the draft contract or the main Content of the transaction. The Board of Directors decides on the approval of the contract, transaction within 15 days from the Date of receiving the notification, unless the Company's Charter stipulates a different period; a Member of the Board of Directors with interests related to the parties in the contract, transaction does not have the right to vote.

#### **Article 13. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

1. 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 Company's benefit;
- b) The remaining number of Members of the Board of Directors, Members of the Board of Supervisors is less than the minimum number of members required by law;
- c) At the request of shareholders or a group of shareholders specified in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the Reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request is made in multiple copies and gathers sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- đ. Other cases as stipulated by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders



The Board of Directors must convene a General Meeting of Shareholders within 60 days from the Date the remaining number of Members of the Board of Directors, or Members of the Board of Supervisors is less than the minimum number of members stipulated in the Company's Charter or from the Date of receiving a request specified in points c and d, Clause 1 of this Article;

The Board of Directors must announce the case where an independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent Member of the Board of Directors within 06 months from the Date of receiving the notification from the relevant independent Member of the Board of Directors;

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

a) Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the Date of sending the notice of invitation to the General Meeting of Shareholders if the Company's Charter does not stipulate a shorter period. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record Date;

b) Preparing the agenda and Content of the General Meeting;

c) Preparing documents for the General Meeting;

d) Drafting the Resolution of the General Meeting of Shareholders according to the proposed Content of the meeting;

d) Determining the time and venue for holding the General Meeting;

e) Announcing and sending the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks serving the General Meeting.

#### **Article 14. Sub-committees Assisting the Board of Directors**

1. The Board of Directors may establish sub-committees to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members of the sub-committee shall be decided by the Board of Directors, with a minimum of 02 persons, including Members of the Board of Directors and external members. Independent Members of the Board of Directors / non-executive Members of the Board of Directors should constitute a majority in the sub-



committee, and one of these members shall be appointed as the Head of the sub-committee by Decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A Resolution of the sub-committee shall only be effective when a majority of members attend and vote to approve it at the sub-committee's meeting.

2. The implementation of Decisions of the Board of Directors, or of a sub-committee under the Board of Directors, must comply with current legal provisions and the provisions in the Company's Charter, the Regulations on Corporate Governance.



#### CHAPTER IV. BOARD OF DIRECTORS MEETING

##### Article 15. Board of Directors Meeting

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the Date of the conclusion of the election for that Board of Directors. This meeting shall be 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 Member with the highest and equal number of votes or Percentage of votes, the Members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:
  - a) Upon request from the Board of Supervisors or an independent Member of the Board of Directors;
  - b) Upon request from the General Director or at least 05 other managers;
  - c) Upon request from at least 02 Members of the Board of Directors;
  - d) Other cases as stipulated by the Company's Charter.
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and Decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a Board of Directors meeting within 07 working days from the Date of receiving the request specified in Clause 3 of this Article. If the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requesting party has the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.
6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the notice of meeting at least 05 working days before the Date of the meeting, unless otherwise stipulated by the Company's Charter. The notice of meeting must specify the time and venue of the meeting, the agenda, issues for discussion and Decision. The notice of meeting must be accompanied by documents to be used at the meeting and the members' voting slips.



Notice of Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated by the Company's Charter and must ensure delivery to the contact address of each Member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener sends the notice of meeting and accompanying documents to the Members of the Board of Supervisors as for the Members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting shall be conducted when at least 3/4 of the total Members are present. If a meeting convened in accordance with this clause does not have the required number of Members present, it shall be convened for a second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be conducted if more than half of the Members of the Board of Directors are present.

9. Members of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as stipulated in clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, email;
- d) Sending voting ballots by other means as stipulated in the Company's Charter.

10. In case voting ballots are sent to the meeting via mail, the voting ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots shall only be opened in the presence of all attendees.

#### 11. Voting

- a. Except for the provisions in point b, clause 11, Article 15 of these Regulations, each Member of the Board of Directors or authorized person as stipulated in clause 9 of this Article personally present at the Board of Directors meeting shall have one (01) vote;



- b. Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which that Member or a person related to that Member has an interest, and such interest conflicts or may conflict with the Company's interests. Members of the Board of Directors shall not be counted towards the minimum percentage of members present required to hold a Board of Directors meeting for Decisions on which that Member has no right to vote;
  - c. As stipulated in point d, clause 11, Article 15 of these Regulations, when an issue arises at the meeting related to the interest or voting right of a Member of the Board of Directors and that Member does not voluntarily relinquish the voting right, the ruling of the chairperson shall be the final Decision, unless the nature or extent of the related Member of the Board of Directors' interest has not been fully disclosed;
  - d. A Member of the Board of Directors benefiting from a contract as stipulated in point a and point b, clause 6, Article 43 of the Company's Charter shall be deemed to have a significant interest in that contract;
  - e. A Supervisor has the right to attend Board of Directors meetings, has the right to discuss but not to vote.
12. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is intended to be entered into with the Company and is aware of having an interest therein is responsible for disclosing this interest at the first Board meeting discussing the execution of such contract or transaction. If a Member of the Board of Directors is unaware of their own or related persons' interests at the time the contract or transaction is entered into with the Company, this Member of the Board of Directors must disclose the related interests at the first Board of Directors meeting held after this Member becomes aware of having or potentially having an interest in the aforementioned transaction or contract.
13. Members must fully attend Board of Directors meetings. Members may authorize another person to attend and vote if approved by the majority of the Board of Directors members.
14. Resolutions and Decisions of the Board of Directors shall be approved if supported by a majority of the attending members; in case of a tie vote, the final Decision shall rest with the side supported by the Chairman of the Board of Directors.
15. The Board of Directors has the right to obtain written opinions from Board of Directors members to approve Board of Directors Resolutions when approving matters within the authority of the Board of Directors as stipulated in Clause 2, Article 27 of the Company's Charter.





A Resolution in the form of written opinions shall be approved based on the affirmative votes of the majority of Board of Directors members with voting rights. This Resolution shall have the same effect and validity as a resolution approved at a meeting.

16. A meeting of the Board of Directors may be held as an online conference among Board of Directors members when all or some members are in different locations, provided that each participating member can:

- a) Hear each other Board of Directors member participating and speaking in the meeting;
- b) Speak with all other attending members simultaneously. Discussions among members may be conducted directly via Telephone or by other communication means, or a combination of these methods. A Board of Directors member participating in such a meeting shall be deemed "present" at that meeting. The location of a meeting held under this provision shall be the location with the most Board of Directors members present, or the location where the Chairman of the meeting is present.

Decisions approved in a duly organized and conducted telephone meeting shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Board of Directors members attending this meeting.

17. The Chairman of the Board of Directors is responsible for sending the Board of Directors meeting minutes to the members, and such minutes shall be authentic evidence of the work conducted in the meeting, unless there is an objection to the Content of the minutes within ten (10) days from the Date of dispatch. The Board of Directors meeting minutes shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairman and the minute taker.

#### **Article 16. Board of Directors Meeting Minutes**

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main Content:

- a) Name, Address, enterprise code;
- b) Time, meeting venue;
- c) Purpose, agenda, and meeting Content;
- d) Full name of each attending member or authorized attendee and method of attendance; full name of non-attending members and Reasons;



- d) Issues discussed and voted on at the meeting;
- e) Summary of opinions expressed by each attending member in the sequence of the meeting;
- g) Voting results, clearly stating members in favor, against, and abstaining;
- h) Issues approved and the corresponding Voting rate;
- i) Full name, signature of the chairman and the minute taker, except for cases specified in Clause 2 of this Article.

2. If the presiding officer or minute taker refuses to sign the meeting minutes, but all other Members of the Board of Directors attending the meeting sign it and it contains the full Content as stipulated in points a, b, c, d, dd, e, g, and h of Clause 1 of this Article, then these minutes shall be valid. The meeting minutes must clearly state that the presiding officer or minute taker refused to sign the meeting minutes. The signatories of the meeting minutes shall be jointly and severally liable for the accuracy and truthfulness of the Content of the Board of Directors' meeting minutes. The presiding officer and minute taker shall be personally liable for damages incurred by the enterprise due to refusing to sign the meeting minutes in accordance with the Enterprise Law, the Company Charter, and relevant laws.

3. The presiding officer, minute taker, and signatories of the minutes shall be responsible for the truthfulness and accuracy of the Content of the Board of Directors' meeting minutes.

4. The Board of Directors' meeting minutes and documents used at the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in Content between the minutes in Vietnamese and in a foreign language, the Content in the Vietnamese minutes shall prevail.



## **CHAPTER V. REPORTS, DISCLOSURE OF INTERESTS**

### **Article 17. Submission of Annual Reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) The Company's business results report;
- b) Financial statements;
- c) Report on the evaluation of the Company's management and administration;
- d) Appraisal report of the Board of Supervisors.

2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Board of Supervisors for appraisal no later than 30 days before the opening Date of the annual General Meeting of Shareholders, unless otherwise stipulated in the Company Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Company's head office no later than 10 days before the opening Date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the Company for at least 01 year have the right, by themselves or together with a lawyer, accountant, or auditor with a practicing certificate, to directly review the reports specified in this Article.

### **Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors shall receive work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of the Members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each Member based on the principle of unanimity. The total remuneration and bonuses 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, shall be presented 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. Members of the Board of Directors holding executive Positions or Members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks beyond the normal scope of duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to be reimbursed for all travel, accommodation, and other reasonable expenses incurred by them 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, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover liabilities of Members of the Board of Directors related to violations of law and the Company's Charter.

#### **Article 19. Disclosure of Related Interests**

Unless the Company's Charter provides for stricter regulations, the disclosure of interests and affiliated persons of the Company shall be carried out as follows:

1. Members of the Board of Directors of the Company must declare their related interests to the Company, including:

a) Name, enterprise code, Address, and business lines of the enterprise in which they own capital contributions or shares; the Percentage and time of owning such capital contributions or shares;

b) Name, enterprise code, Address, and business lines of the enterprise in which their affiliated persons jointly or separately own capital contributions or shares exceeding 10% of the Charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Any Member of the Board of Directors acting on behalf of themselves or another person to perform work in any form within the scope of the Company's business must explain the nature and Content of such work to the Board of Directors and may only proceed with the approval of the majority of the remaining Members of the Board of Directors; if such work is performed without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.







## **CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS**

### **Article 20. Relationship among Members of the Board of Directors**

1. The Relationship among Members of the Board of Directors is one of coordination, and Members of the Board of Directors are responsible for informing each other about relevant matters during the process of handling assigned tasks.
2. During the process of handling work, the Member of the Board of Directors assigned primary responsibility must proactively coordinate the handling of matters, If any, related to areas overseen by other Members of the Board of Directors. In cases where there are differing opinions among Members of the Board of Directors, the Member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and Decision within their authority, or organize a meeting, or solicit opinions from Members of the Board of Directors in accordance with the provisions of law, the Company's Charter, and this Regulation.
3. In the event of a reassignment among Members of the Board of Directors, the Members of the Board of Directors must hand over related work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

### **Article 21. Relationship with the Board of Management**

In its governance role, the Board of Directors issues Resolutions for the General Director and the executive apparatus to implement. Concurrently, the Board of Directors inspects and supervises the implementation of these Resolutions.

### **Article 22. Relationship with the Board of Supervisors**

1. The Relationship between the Board of Directors and the Board of Supervisors is a coordinating relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving the inspection minutes or consolidated reports from the Board of Supervisors, the Board of Directors is responsible for researching and directing relevant departments to develop a plan and implement timely corrective actions.



## CHAPTER VII. IMPLEMENTATION PROVISIONS

### Article 23. Effectiveness

The Regulations on Operation of the Board of Directors of Ho Chi Minh City School Book and Equipment Joint Stock Company comprises 7 chapters, 23 articles and takes effect from the Date it is approved by the General Meeting of Shareholders.

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN



Trần Trung Đan



*Ho Chi Minh City, April 3<sup>th</sup>, 2026*

## PROPOSAL

*Re: Dismissal of Member of the Board of Supervisors for the 2025 – 2030 term*

To: General Meeting of Shareholders of Book and  
Educational Equipment Joint Stock Company of Ho Chi  
Minh City

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law and its amending, supplementing, and guiding documents;
- Pursuant to the Charter of Organization and Operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City;  
*Pursuant to the Resignation Letter of Mr. Le Huy Tan, Member of the Board of Supervisors of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City for the 2025 – 2030 term.*

The Board of Directors respectfully submits to the General Meeting of Shareholders:  
To approve the Resignation Letter of Mr. Le Huy Tan - Member of the Board of Supervisors

The dismissal of Mr. Le Huy Tan as a Member of the Board of Supervisors for the 2025 – 2030 term shall be effective from the time it is approved by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely!

ON BEHALF OF THE BOD  
CHIEFMAN OF THE BOD  
CỔ PHẦN  
SÁCH VÀ THIẾT BỊ  
TRƯỜNG HỌC  
THÀNH PHỐ  
HỒ CHÍ MINH  
QUẬN 5 TP. HỒ CHÍ MINH  
T. Lê Huy Đan



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No.: 12/ TTr-DHĐCĐ

Ho Chi Minh City, April 3<sup>th</sup>, 2026

## Proposal

*Re: Election of additional Member of the Board of Supervisors for the 2025 – 2030 term*

To: General Meeting of Shareholders of Book and  
Educational Equipment Joint Stock Company of Ho Chi  
Minh City

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law and its amending, supplementing, and guiding documents;
- Pursuant to the Charter on organization and operation of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.

The Board of Directors respectfully submits the following matter for approval by the General Meeting of Shareholders:

1. Election of additional Member of the Board of Supervisors for the 2025 – 2030 term as follows:
  - Number of Members of the Board of Supervisors : 01 person
  - Term : 2025 – 2030
  - Maximum number of candidates for the Board of Supervisors : Unlimited
  - Criteria for candidates participating in the Board of Supervisors (According to Article 169 of Enterprise Law 59/2020/QH14, Article 286 of Decree 155/2020/ND-CP, and the Company Charter)
2. Approval of the list of candidates for the Board of Supervisors for the 2025 – 2030 term:
  - Ms Nguyen Thi Nho;  
(Curriculum vitae attached).

Other contents related to the election of additional Member of the Board of Supervisors for the 2025 – 2030 term shall be applied according to the regulations on the election of additional Board of Supervisors at the 2026 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely !







## SOCIALIST REPUBLIC OF VIETNAM

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## CURRICULUM VITAE

1/ Full name:	NGUYEN THI NHO
2/ Gender:	Female
3/ Date of birth:	March 19, 1985
4/ Place of birth:	Long Trung Commune, Dong Thap Province
5/ Citizen Identification Card/Passport:	Date of issue: 11/02/2025 082185000461
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8. Permanent address:	1368/25A Le Van Luong Street, Hamlet 55, Phuoc Kien Commune, Ho Chi Minh City.
9. Company phone number:	Mobile phone number: 0902343479
10. Email address:	ngthinho2012@gmail.com
11/ Professional qualifications:	Bachelor of Economics
12. Work experience:	
From August 2008 to March 2010:	Employees of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City
From April 2010 to May 2013:	Member of the Supervisory Board, Employee of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.
From June 2013 to May 7, 2020	Member of the Supervisory Board, Deputy Head of the Logistics Department, Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.
+ May 8, 2020 to February 9, 2022	Party Committee Member, Member of the Supervisory Board, Deputy Head of the Logistics Department, Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.
+ February 10, 2022 to April 17, 2025	Party Committee Member, Member of the Supervisory Board, Deputy Head of the Logistics Department, Book and Educational Equipment Joint Stock Company of Ho Chi Minh City
+ From April 17, 2025 to present	Party Committee Member, Member of the Supervisory Board, Head of Logistics Department, Book and Educational Equipment Joint Stock Company of Ho Chi Minh City Party Committee member, Head of Logistics Department,






	<i>Book and Educational Equipment Joint Stock Company of Ho Chi Minh City</i>
13. Current job titles/positions:	<i>Party Committee Member, Head of Logistics Department, Book and Educational Equipment Joint Stock Company of Ho Chi Minh City</i>
14/ Total number of shares held (as of March 9, 2026) is 4000 shares, representing 0.07% of the charter capital , including:	
+ Representative of the capital stake of (name of the organization that is the State shareholder/strategic shareholder/other):	<i>0 shares, representing 0% of the charter capital.</i>
+ Individually owned:	<i>4000 shares, representing 0.07% of the charter capital.</i>
15/Holding commitments (if any): None	
16/The related parties hold shares in the company:	<i>None – Relationship: .....; holdings: 0 shares, representing 0% of charter capital</i>
17. Related benefits for the Company:	Do not have
18/ Conflict of interest with the Company:	Do not have

I declare that the above statements are completely true, and if they are false, I will be fully responsible before the law.

*Ho Chi Minh City, April 3<sup>th</sup>, 2026*

**Declarant**

*(Signature, full name )*

  
Nguyễn Thị Nhi

