



**LIST OF DOCUMENTS  
AT THE 2025 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

| No. | CONTENTS   | NUMBER OF SUBMISSIONS<br>/REPORTS |
|-----|--|-----------------------------------|
| 1   | Invitation to the 2025 Annual General Meeting of Shareholders                        |                                   |
| 2   | Conference agenda  |                                   |
| 3   | Cards + Voting ballots for the contents of the Congress                              |                                   |
| 4   | Conference organization regulations  |                                   |
| 5   | Report on 2024 business performance and 2025 business plan of the Board of Directors | 01/BC-ĐHĐCĐ.2025                  |
| 6   | Report of the Board of Directors   | 02/BC-ĐHĐCĐ.2025                  |
| 7   | Report of the Supervisory Board  | 03/BC-ĐHĐCĐ.2025                  |
| 8   | Submission for approval of contents to be voted on at the meeting                    | 04-09/TT-ĐHĐCĐ.2025               |
| 9   | Draft Resolution of the 2025 Annual General Meeting of Shareholders                  | 01/NQ-ĐHĐCĐ.2025                  |



No.:

**INVITATION TO THE 2025  
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Mr./Ms.: ..... Number of shares held: .....shares.

Address: .....

The Board of Directors of Ho Chi Minh City Educational Book Joint Stock Company (stock code: SGD) respectfully announces and invites shareholders to attend the 2025 Annual General Meeting of Shareholders:

1. Time: 1:30 p.m. on April 22, 2025.
2. Location: Conference Hall of Ho Chi Minh City Educational Book Joint Stock Company. No. 363 Hung Phu - Hung Phu Ward - District 8 - Ho Chi Minh City.
3. Conditions for participation: Shareholders holding shares of the company have closed until March 5, 2025.
4. Contents of the Meeting: Approval of the 2024 reports, the 2025 business and production targets, and other contents to be submitted to the General Meeting of Shareholders for approval.

5. To facilitate the organization, we respectfully request that shareholders send: Confirmation of attendance at the Meeting or authorization for another person to attend the Meeting, to the Company's office (363 Hung Phu, Hung Phu Ward, District 8, Ho Chi Minh City) before 4:00 p.m. on April 21, 2025. The confirmation can be sent to the Company by post or via Email: [ngotrongvinh.vn@gmail.com](mailto:ngotrongvinh.vn@gmail.com), or Fax to (028) 39.540.598.

6. Shareholders or authorized persons must bring the Invitation Letter, ID card (CCCD) or Passport when attending the Meeting. Authorized individuals must bring the original authorization letter (according to the form below this Notice). (Note: The agenda and documents submitted to the General Meeting of Shareholders can be found on the website: <http://www.sgd.edu.vn>, in the "Shareholder Relations" section from March 31, 2025).

Sincerely thank you!

*Ho Chi Minh city, March 31, 2025*  
**EDUCATIONAL BOOKS JOINT STOCK COMPANY IN HCMC**  
**CHAIRMAN OF THE BOARD OF DIRECTORS**  
(Signed)



**NGO TRONG VINH**

✂.....

**CERTIFICATE OF ATTENDANCE OR AUTHORIZATION TO ATTEND THE 2025  
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

My name: ..... ID card number: .....

Address: .....

Number of shares owned (or authorized): .....CP.

Pursuant to the Invitation Letter to the 2025 Annual General Meeting of Shareholders of the Company's Board of Directors, I would like to respond as follows:

- 1/ Attend in person
- 2/ Authorize another person to attend the Meeting: (check the box before the name of the authorized person)
  - Mr. Ngo Trong Vinh - Chairman of the BOD       Mr. Nguyen Trong Ha - Member of the BOD
  - Ms. Lam Quynh Huong - Member of the BOD       Ms. Vuong Thi Thanh Huyen - Member of the BOD
  - Ms. Le Thi Tuyet Minh - Member of the BOD       Ms. Ngo Thi Thanh Huyen, Head of the SB

Authorize for Mr./Ms.:..... Tel: .....

ID card number: .....Date of issue:.....Place of issue:.....

*Date..... month.....year 2025*

**Shareholder**  
(Sign, full name)

**Authorized person**  
(Sign, full name)



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

**PROGRAM**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HO CHI MINH CITY EDUCATIONAL BOOK JOINT STOCK COMPANY**  
**22/04/2025**

| <b>TIME</b>            | <b>CONTENTS</b>  |
|------------------------|--|
| <b>13h30-14h00</b>     | <b>Welcome guests and shareholder registration</b><br>Shareholders register with the shareholder qualification examination board and receive documents   |
| <b>14h00' – 14h15'</b> | <b>Opening the Congress</b> <ul style="list-style-type: none"><li>- Declare the reason, read the shareholder qualification verification report and introduce the participants of the Congress.</li><li>- Submit to the Congress for approval the “List of the Presidium, Secretariat, and Vote Counting Committee at the Congress”.</li><li>- Submit to the Congress for approval the “Congress Agenda” and “Draft of the Working Regulations at the Congress”.</li></ul>  |
| <b>14h15' – 15h15'</b> | <b>Issues to be submitted to the Congress:</b> <ul style="list-style-type: none"><li>- Report on the results of production, business and investment activities in 2024, directions and tasks, targets and measures for implementation in 2025;</li><li>- Report to the Board of Directors on the Company's governance situation in 2024 and the direction and plan for 2025;</li><li>- Summary financial report for 2024;</li><li>- Report on profit distribution, fund allocation in 2024 and remuneration of the Board of Directors and Supervisory Board in 2024 and expected in 2025;</li><li>- Report of the Supervisory Board on the supervision work in 2024;</li><li>- Related submissions</li></ul> |
| <b>15h15' – 16h15'</b> | <b>Discuss and vote on the above issues</b>  |
| <b>16h15' – 16h30'</b> | <ul style="list-style-type: none"><li>- Submit to the Congress for approval of the Minutes and Resolution of the Congress.</li><li>- Closing of the Congress</li></ul>   |

**CONGRESS ORGANIZING COMMITTEE**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

**WORKING REGULATIONS**

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**HO CHI MINH CITY EDUCATION BOOK JOINT STOCK COMPANY**

Pursuant to

Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Charter of Ho Chi Minh City Education Book Joint Stock Company;

**Article 1. Scope of regulation**

These Regulations stipulate the rights and obligations of the parties participating in the 2025 Annual General Meeting of Shareholders (“the General Meeting”) of Ho Chi Minh City Educational Book Joint Stock Company (“the Company”), the conditions and procedures for conducting the General Meeting.

**Article 2. Subjects of application**

Shareholders, persons authorized by shareholders to attend the General Meeting and parties participating in the General Meeting are responsible for complying with the provisions of these Regulations.

**Article 3. Rights and obligations of shareholders or authorized representatives of shareholders attending the General Meeting**

1. Conditions for participation:

Being a shareholder, whose name is on the Company's list of shareholders on the date of preparing the List of shareholders attending the General Meeting or being an authorized representative of this shareholder attending the General Meeting.

2. Rights of shareholders eligible to attend the General Meeting:

Shareholders are authorized in writing according to the Company's form for another person to attend and vote on their behalf at the General Meeting. The authorized representative of the shareholder attending the General Meeting shall not be authorized to re-authorize another person to attend the General Meeting;

- The Organizing Committee of the General Meeting has publicly announced the entire agenda of the General Meeting. Shareholders/groups of shareholders who are eligible have the right to propose issues to be included in the agenda of the General Meeting in

accordance with the provisions of law and the Company's Charter;

- Shareholders or authorized representatives of shareholders have the right to raise their questions on the contents of the General Meeting. The Secretary is responsible for collecting questions by topic for the Chairman and members of the Presidium to select and answer in the discussion section of the General Meeting.

- Shareholders or authorized representatives of shareholders attending the General Meeting are entitled to vote on all issues within the authority of the General Meeting in accordance with the regulations.

Shareholders or authorized representatives of shareholders attending the General Meeting who arrive after the General Meeting has opened, after completing the registration procedures, are allowed to attend and vote on the remaining unvoted contents according to the approved General Meeting agenda. In this case, the Chairman of the General Meeting is not responsible for stopping the General Meeting for shareholders to register and the validity of the contents voted by the General Meeting before the arrival of this shareholder is not affected.

### 3. Obligations of shareholders when attending the General Meeting:

Be on time, dress politely and formally, comply with security checks (if any)

Shareholders attending the General Meeting must have the following documents:

Invitation letter;

ID card/Citizen identification card/Passport (original) with valid validity;

Valid authorization letter according to the Company's form (in case of authorization to attend the General Meeting, for individual shareholders, it must be signed by the shareholder, for shareholders who are legal entities/organizations, it must be stamped and signed by the legal representative of that legal entity);

Present all the above documents to the Shareholders' Qualification Examination Board and complete the registration procedures to attend the General Meeting.

During the General Meeting, shareholders must comply with the direction of the Chairman of the General Meeting, behave in a civilized and polite manner, and not cause disorder.

Strictly comply with this Regulation, respect the results of the work at the General Meeting.

Shareholders are strictly prohibited from performing acts that violate security and order regulations that affect the organization of the General Meeting, including but not limited to the following acts:

Wearing costumes, using objects, identifying and/or having rude, provocative gestures and words that offend the honor and dignity of individuals and organizations;

Causing disorder in the General Meeting area, in the Company's headquarters;

Causing disturbance or obstructing the normal operation of the General Meeting;

- Enticing or inciting others to cause disturbance, disrupt order or obstruct the normal operation of the General Meeting;
- Deliberately expressing opinions or exchanging without the approval of the Chairman;
- Talking privately with other shareholders during the General Meeting;
- Other acts that directly or indirectly affect the organization of the General Meeting;

**Article 4. Rights and obligations of the Chairman/Presidium of the General Meeting**

The Chairman of the Board of Directors is the Chairman of the Presidium and the Chairman of the General Meeting.

In case the Chairman of the Board of Directors is absent or temporarily unable to work or suddenly absent during the General Meeting for more than 30 minutes, the remaining members of the Board of Directors shall elect one of them as Chairman of the General Meeting according to the majority principle. In case there is no one who can be the Chairman, the Head of the Supervisory Board shall direct the General Meeting to elect a Chairman from among the meeting attendees and the person with the highest number of votes shall be the Chairman of the General Meeting.

In other cases, the person who signs the summons for the General Meeting of Shareholders shall direct the General Meeting to elect a Chairman and the person with the highest number of votes shall be appointed as Chairman of the General Meeting.

The decision of the Chairman of the General Meeting on matters of order, procedures or events arising outside the agenda of the General Meeting shall be of the highest effectiveness.

The Chairman of the General Meeting may postpone the General Meeting when there is a consensus or request from the General Meeting that there are enough delegates attending the meeting.  The Chairman of the General Meeting may conduct necessary activities to conduct the General Meeting in a valid and orderly manner in accordance with the approved agenda or to reflect the wishes of the majority of shareholders attending the General Meeting.  The Chairman has the right to request shareholders or authorized representatives attending the General Meeting to be subject to inspection or security measures that the Chairman deems appropriate. In case a shareholder or authorized representative does not comply with the regulations on inspection or security measures mentioned above, intentionally performing prohibited acts as prescribed in Article 3 of these Regulations, the Chairman has the full right to refuse or expel the shareholder or authorized representative of the shareholder from the General Meeting immediately. Shareholders expelled from the General Meeting shall be deemed absent from the General Meeting and shall not have the right to vote at the General Meeting.

The Chairman, after careful consideration, may take measures deemed appropriate by the Chairman to:

- Arrange seating at the General Meeting venues;
- Ensure the safety of those present at the meeting venues;

- Create conditions for shareholders to attend (or continue to attend) the General Meeting;
- The Chairman has the full authority to change the above measures and apply all measures if the Chairman deems necessary;
- Without consulting the General Meeting, the Chairman of the General Meeting may at any time postpone the General Meeting to another time and at another location decided by the Chairman if he finds that:
  - The conduct of those present obstructs or is likely to obstruct the orderly conduct of the General Meeting; or
  - The delay is necessary for the work of the General Meeting to be conducted properly;
  - The maximum postponement period shall not exceed three (03) days from the date of the intended opening of the General Meeting;
  - The Chairman has the right not to respond or only acknowledge the shareholders' contributions if the contributions and recommendations are outside the content of the General Meeting's request for opinions.
- Guide the shareholders and the General Meeting to discuss the contents in the program.
- Submit drafts and conclusions on necessary issues for the General Meeting to vote.
- The Chairman of the General Meeting shall work according to the principles of collective, democratic centralism, and decision by majority.

#### **Article 5. Rights and obligations of the Secretary/Secretariat of the General Meeting**

- The Secretary of the General Meeting shall be appointed by the Chairman.
- The Secretary of the General Meeting shall perform the following tasks as assigned by the Chairman of the General Meeting, including:
  - Record fully and truthfully all developments of the General Meeting in the Minutes of the General Meeting;
  - Receive questionnaires from shareholders and forward them to the Chairman/Presidium;
  - Read the Minutes of the General Meeting and the Resolution of the General Meeting before the closing of the General Meeting;

#### **Article 6. Rights and obligations of the Shareholders' Qualifications Examination Committee**

- The Shareholders' Qualifications Examination Committee shall be appointed by the Organizing Committee of the General Meeting.
- The Shareholders' Qualifications Examination Committee shall examine the qualifications of shareholders or authorized representatives of shareholders attending the General Meeting, issue voting ballots, election ballots and documents related to the

General Meeting, and report to the General Meeting on the results of the examination of the qualifications of shareholders attending the General Meeting before the General Meeting is officially held.

#### **Article 7. Rights and obligations of the Ballot Counting Committee**

- The Chairman of the General Meeting introduces the members of the Ballot Counting Committee and collects their opinions by raising their ballots at the General Meeting and is approved by a majority of more than half.
- The Ballot Counting Committee has the following tasks:
  - Disseminate the principles, rules, and instructions on how to vote and elect;
  - Supervise the voting and election of shareholders and authorized representatives of shareholders attending the General Meeting;
  - Summarize the number of Voting Ballots corresponding to the number of shares voting for each content; the number of Voting Ballots corresponding to each candidate;
  - Count the voting ballots, election ballots, and make a record of the vote counting and announce the vote counting results and election results before the General Meeting;

#### **Article 8. Conditions for holding a General Meeting**

The General Meeting shall be held when the number of shareholders/authorized representatives of shareholders attending the meeting represents at least 51% of the total number of voting shares of the Company according to the Company's shareholder list prepared on the date of preparing the shareholder list attending the General Meeting.

#### **Article 9. Method of conducting the General Meeting**

##### 1. Principles:

- The General Meeting shall proceed to approve the General Meeting agenda.
- The General Meeting shall discuss and approve the contents of the approved General Meeting agenda in turn, by public voting.
- Decisions of the General Meeting must be approved when 51% or more of the total number of shares of shareholders with voting rights present in person or through authorized representatives present at the General Meeting approve.
- Voting cards, Voting forms and Election forms are printed by the Company, stamped and sent directly to shareholders at the General Meeting (attached with the set of documents for attending the General Meeting of Shareholders). Voting cards, Voting forms and Election forms clearly state the shareholder code, full name, number of shares owned and authorized to vote of that shareholder.

##### 2. Discussion at the General Meeting:

- Discussions are only conducted within the prescribed time and within the scope of issues presented in the General Meeting agenda.
- Shareholders or authorized representatives who need to speak or debate must raise



their hands and can only speak when approved by the Chairman of the General Meeting. Each shareholder's speech should not exceed 05 minutes, the content should be concise and avoid duplication.

Based on the opinions of shareholders or authorized representatives, the Chairman of the General Meeting or a member designated by the Chairman will answer the opinions.

In case of time constraints, questions that have not been answered directly at the General Meeting will be answered directly in writing by the Company.

### 3. Voting to approve issues at the General Meeting:

Each share owned or represented by ownership corresponds to a voting unit.

Each shareholder or authorized representative of a shareholder attending the General Meeting when attending the General Meeting will receive a Voting Card with the content, a Voting Card for approval (blue), a Voting Card for disapproval (yellow) and a set of documents for the General Meeting of Shareholders after completing the registration procedures for attending the General Meeting with the Shareholders' Qualification Examination Board.

The number of shares with voting rights is equal to the total number of shares owned and/or the number of shares that the shareholder is represented by authorization (if any).

### 4. Voting forms are as follows:

Voting by raising the Voting Card:

Voting cards used at the General Meeting have 2 colors: the blue card shows the approval of an issue put up for vote. The yellow card shows the disapproval or no opinion on the issue put up for vote;

Voting cards are used to approve issues such as: General Meeting Agenda; Working regulations at the General Meeting; Composition of the Ballot Counting Committee; approval of the Minutes of the General Meeting, Resolutions of the General Meeting and other contents at the General Meeting (if any);

Voting by filling in the Voting Form:

The Voting Form used at the General Meeting is pre-printed with the contents to be voted on. For each content, there are three options for shareholders to choose from, including "Agree", "Disagree" and "No opinion";

The Voting Form is used to approve issues such as: Report on the activities of the Board of Directors; Report on the activities of the Board of Supervisors; Audited annual financial statements; Report on production and business activities of the Board of Directors; and voting to approve the contents of the Proposals at the General Meeting;

### 5. Voting method:

Shareholders vote to Agree, Disagree or No Opinion on an issue put to vote at the General Meeting by raising the Voting Card or filling in the options on the Voting Card corresponding to the contents to be voted on as prescribed in Section 2.

Each issue brought before the General Meeting under the authority of the General Meeting of Shareholders is asked for opinions in the following order:

Agree with the content just presented;

Disagree with the content just presented;

No opinion on the content just presented

When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Chairman.

In case a shareholder does not raise the Voting Card in all three votes of Agree, Disagree or No Opinion on an issue, it is considered as voting to agree with that issue.

In case a shareholder raises the Voting Card more than once (01) when voting for Agree, Disagree or No Opinion on an issue, it will be considered an invalid vote.

When voting by filling out the Voting Card, for each content, the shareholder can only choose one of the three options "Agree", "Disagree" and "No Opinion" printed in the card by marking "" or "" in the box of their choice. After completing all the contents to be voted on at the General Meeting, the shareholder sends the Voting Card to the sealed ballot box at the General Meeting. The Voting Card must be signed and clearly state the full name of the shareholder.

In case of a wrong choice, the shareholder can contact the Vote Counting Committee to request a new Voting Card and must return the old Voting Card (before putting it in the ballot box).

#### **6. Validity of the Voting Ballot:**

A valid voting ballot is a ballot in the pre-printed form issued by the Organizing Committee, without erasures, scratches, tears, etc., without any additional content other than the regulations for this ballot and must have a signature, below the signature must be the full name handwritten by the attending shareholder.

On the voting ballot, the voting content (report, submission) is valid when the shareholder ticks one (01) out of three (03) voting squares. Invalid voting content is content that does not comply with the above regulations.

#### **7. Recording the results of the vote counting:**

At the General Meeting, the General Meeting of Shareholders will approve the Ballot Counting Committee

The Ballot Counting Committee is responsible for collecting the voting ballots

The Ballot Counting Committee will check the number of votes of Agree, Disagree, No opinion on each content and is responsible for recording, counting and reporting the results of the voting ballot counting at the General Meeting.

#### **Article 10. Minutes and Resolutions of the General Meeting of Shareholders**

Minutes of the General Meeting of Shareholders and Resolutions of the General Meeting

must be read and approved before the closing of the General Meeting.

**Article 11. In case the General Meeting fails to convene**

- In case the first General Meeting does not meet the conditions for holding a meeting as prescribed in Article 8 of this Charter within thirty (30) minutes from the time of the scheduled opening of the General Meeting, the convening of the second General Meeting will be carried out within thirty (30) days from the date of the first General Meeting scheduled to open. The second General Meeting shall be held when the number of shareholders and authorized representatives of shareholders attending the meeting represents at least 33% of the total number of shares with voting rights.

□ In case the Annual General Meeting of Shareholders is convened for the second time but still does not meet the conditions for proceeding according to Clause 1 of this Article, the convening of the third General Meeting will be conducted within twenty (20) days from the date of the second General Meeting scheduled to open. In this case, the General Meeting shall be conducted regardless of the number of shareholders and authorized representatives of shareholders attending the meeting and the percentage of voting shares of shareholders attending the meeting.

**Article 12. Implementation provisions**

□ All shareholders, authorized representatives, delegates, and guests attending the General Meeting are responsible for fully complying with the contents stipulated in this Charter, the current regulations, rules, and management regulations of the Company, and relevant legal provisions.

□ Contents not specified in detail in this Regulation shall be uniformly applied according to the provisions of the Company Charter, Enterprise Law No. 59/2020/QH14 and current legal documents of the State.

**BOARD OF DIRECTORS  
CHAIRMAN**



**NGO TRONG VINH**



**HO CHI MINH CITY EDUCATION BOOK JOINT STOCK COMPANY**

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

# **VOTING CARD**

**(AGREE)**

**CODE: .....**

Full name of Shareholder/Authorized person: .....

Number of shares owned: .....shares.

Number of shares authorized: .....shares.

Total number of voting shares: .....shares.



**HO CHI MINH CITY EDUCATION BOOK JOINT STOCK COMPANY**

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

# **VOTING CARD**

**(NOT AGREE)**

**CODE: .....**

Full name of Shareholder/Authorized person: .....

Number of shares owned: .....shares.

Number of shares authorized: .....shares.

Total number of voting shares: .....shares.



# VOTING BALLOT FORM

**CODE:** .....

Full name of Shareholder/Authorized person:.....

Number of shares owned:.....shares.

Number of authorized shares:.....shares.

Total number of shares represented:.....shares.

(Shareholders tick the Opinion box according to each Voting Content))

| CONTENT   | Agree                    | Disagree                 | No opinion               |
|---|--------------------------|--------------------------|--------------------------|
| Content 01: Approval of the report on production and business results in 2024. Expected in 2025.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 02: Approval of the Board of Directors' performance report for 2024.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 03: Approval of the Board of Supervisors' 2024 performance report.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 04: Approval of audited financial statements for 2024.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 05: Approval of remuneration and operating expenses of members of the Board of Directors and Board of Supervisors.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 06: Approval of the Selection of Auditing Unit for the Company's Financial Statements in 2025.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 07: Approval of Mr. Ngo Trong Vinh - Chairman of the Board of Directors and related persons to receive the transfer of voting shares of Ho Chi Minh City Educational Book Joint Stock Company (stock code: SGD) to increase the share ownership ratio at the Company to the levels prescribed in Point a, Point b, Clause 1, Article 35 of the Securities Law without having to carry out public offering procedures. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 08: Approving the transactions between the company and its related parties.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Content 09: Approving the authorization for the Board of Directors to decide on a number of matters under the authority of the General Meeting of Shareholders.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| CONTENT  | Agree | Disagree | No opinion |
|--|-------|----------|------------|
| <p><i>Instructions: Delegates vote by choosing ONE of the following options: Agree, Disagree, No opinion for each voting content.</i></p> <p style="text-align: right;"><i>Date.....April 2025.</i><br/> <b>SHAREHOLDER</b><br/> <i>(Sign and print full name)</i></p> |       |          |            |



No: 01/BC-DHĐCĐ.2025

*Ho Chi Minh City, April 22, 2025*

**DRAFT  
BUSINESS RESULTS REPORT 2024  
AND PLAN 2025**

**I. GENERAL REVIEW**

**1. Advantages:**

The company always receives the attention and support of the Chairman of the Board of Directors, closely accompanying and guiding the business process.

The department is compact, the company has a tradition in the field of reference books, so employees try to publish reference books to customers.

The reference book warehouse at the company is neat, tidy, spacious and clean, when receiving customers, and delivering small orders, the staff is always friendly and polite.

**2. Difficulties:**

In 2024, the situation of changing textbooks for Grades 5, 9, 12 will make the inventory of reference books for Grades 5, 9, 12 a difficult problem because old books that are not suitable for the program are very difficult to sell.

Always actively collect debts. However, there are some overdue debts that are difficult to collect because customers are bankrupt, missing, or absconding.

**II. ACTIVITIES IN 2024**

**1. Business performance:**

**1.1 Business performance results:**

- Textbooks + Supplementary Books: 02 subsidiaries have a firm grasp of the area for effective exploitation, local students do not lack textbooks. Helps limit the spread of fake books, pirated books, and illegal books that are difficult to manage, in line with the direction and plan of the Company's Board of Directors.
- Reference books: experienced a difficult situation due to competitive discounts from units in the same distribution system.
- Replacing new textbooks brings in a significant portion of revenue, contributing to maintaining and stabilizing the Company's business situation. However, replacing textbooks also directly affects the distribution work. The regular purchasing budget

for Reference Books of units has decreased, and the work of selecting books for school libraries is also very cautious.

### 1.2- Implementation situation compared to the plan:

| Indicators        | Unit        | Plan 2024 | Implementation 2024 | Rate (%) |
|-------------------|-------------|-----------|---------------------|----------|
| Revenue           | VND Billion | 210       | 190                 | 90.81    |
| Profit before tax | VND Billion | 5         | 0.357               | 7.16     |
| Dividends         | %           | 10        | 0                   | 0        |

### 2. Organization and personnel:

- List of Executive Board

| Full name             | Year of birth | Position  | Qualifications          | Date of appointment | Stock holding rate |
|-----------------------|---------------|---|-------------------------|---------------------|--------------------|
| 1. Mr. Ngo Trong Vinh | 1964          | Chairman of the Board of Directors, Deputy General Director | Bachelor's              | 08/03/2019          | 5,119%             |
| 2. Ms. Dao Thi Ban    | 1976          | Economics   | Business Administration | 04/05/2024          | 0%                 |

- Changes in the Board of Directors: None

- Number of staff: In 2024, the Company has 08 employees.

The Company always ensures policies for employees on the basis of agreements in labor contracts. Working conditions and income of employees are always stable.

### 3. Investment situation:

Parent company: Educational Book Joint Stock Company in Ho Chi Minh City: Charter capital of 41.37 billion VND, specializing in trading in reference books. Currently, the Company has 2 subsidiaries and 2 associated companies:

#### ➤ Subsidiaries:

- Vinh Long Books & Educational Equipment Joint Stock Company: Charter capital of 14 billion VND. Parent company contributes capital with ownership ratio: 80.99%.



Specializes in trading in books used in schools, distributing and supplying school equipment. Currently has 01 bookstore.

- Dong Nai Books & Educational Equipment Joint Stock Company: Owner's equity of 18 billion VND. Parent company contributes 55.99%. Specializes in trading textbooks, exercise books, reference books, school equipment... in Dong Nai province. Currently has 02 bookstores in Dong Nai province.

➤ **Associated companies:**

- EBS Solar Vietnam Energy Joint Stock Company: Owner's equity of 20 billion VND. Parent company contributes 25%. Business line of electricity production.
- Le Thanh Education Investment Joint Stock Company. This is an enterprise in which the subsidiary (Vinh Long Books & Educational Equipment Joint Stock Company) owns 49% of the contributed capital.

#### 4. Financial situation

##### 4.1. Financial situation:

| Indicators                      | 2024<br>(VND)   | 2023<br>(VND)   | %<br>increase/decrease |
|---------------------------------|-----------------|-----------------|------------------------|
| Total Asset Value               | 86,627,309,268  | 86,574,245,869  | 100.06                 |
| Net Revenue                     | 190,393,599,344 | 203,960,573,354 | 93.34                  |
| Profit from Business Operations | 492,646,186     | 2,996,886,174   | 16.42                  |
| Other Profits                   | (134,719,474)   | 725,549,918     | -18.48                 |
| Profit Before Tax               | 357,926,712     | 3,722,436,092   | 95.92                  |
| Profit After Tax                | (421,288,239)   | 2,742,043,963   | -15.35                 |
| Dividend Payout Ratio           | 0%              | 0%              | 0                      |

##### 4.2. Main financial indicators:

| Các chỉ tiêu   | 2024 | 2023 |
|--|------|------|
| <b>1. Liquidity ratio</b>  |      |      |
| - Current ratio (Current assets/Current liabilities)                   | 2.17 | 2.40 |
| - Quick ratio (Current assets-Current liabilities)/Current liabilities | 0.55 | 0.73 |
| <b>2. Capital structure criteria</b>                                   |      |      |
| - Debt/Total assets ratio  | 0.32 | 0.31 |
| - Debt/Equity ratio  | 0.49 | 0.45 |
| <b>3. Performance indicators</b>                                       |      |      |
| <b>Inventory turnover:</b>   |      |      |

|  |       |      |
|--|-------|------|
| - Cost of goods sold/Average inventory | 4.88  | 5.61 |
| <b>Total asset turnover:</b>           |       |      |
| - Net revenue/Average total assets     | 2.19  | 2.35 |
| <b>4. Profitability indicators</b>     |       |      |
| - Net profit/net revenue ratio         | -0.22 | 1.34 |
| - Net profit/equity ratio              | -0.74 | 4.59 |
| - Net profit/total assets ratio        | -0.48 | 3.16 |
| - Operating profit/net revenue ratio   | 0.25  | 1.46 |

## 5. Shareholder structure, change in owner's capital:

### a. Shares

- Total number of listed shares: 4,137,000 shares. Of which:
  - Total number of outstanding shares: 4,043,000 shares
  - Treasury shares: 94,000 shares
- Total number of outstanding bonds: none

### b. Shareholder structure

- Shareholder structure as of March 5, 2025 (the date of closing the list of shareholders for the 2025 Annual General Meeting).

| No.       | Shareholders                 | Number of shareholders (Person) | Number of shares owned (Shares) | Value (VND)           | Ownership ratio (%) |
|-----------|------------------------------|---------------------------------|---------------------------------|-----------------------|---------------------|
| <b>1.</b> | <b>Domestic Shareholders</b> | <b>319</b>                      | <b>4.015.600</b>                | <b>40.156.000.000</b> | <b>97.07</b>        |
| 1.1       | Organizations                | 05                              | 777.294                         | 7.772.940.000         | 18.79               |
| 1.2       | Individuals                  | 314                             | 3.238.306                       | 32.383.060.000        | 78.28               |
| <b>2.</b> | <b>Foreign Shareholders</b>  | <b>11</b>                       | <b>27.400</b>                   | <b>274.000.000</b>    | <b>0.66</b>         |
| 2.1       | Organizations                | 09                              | 25.600                          | 256.000.000           | 0.62                |
| 2.2       | Individuals                  | 02                              | 1.800                           | 18.000.000            | 0.04                |
| <b>3.</b> | <b>Treasury Shares</b>       | <b>01</b>                       | <b>94.000</b>                   | <b>940.000.000</b>    | <b>2.27</b>         |
|           | <b>Total</b>                 | <b>331</b>                      | <b>4.137.000</b>                | <b>41.370.000.000</b> | <b>100</b>          |

c/ **Changes in owner's capital:** none.

d/ **Treasury stock transactions:** none

Total treasury stocks as of December 31, 2024: 94,000 shares, accounting for 2.27% of charter capital.

e/ **Other securities:** The Company does not issue any other types of securities

## 6. Business performance compared to the same period:

| Indicators | 2024 (VND) | 2023 (VND) | % increase/d ecrease |
|------------|------------|------------|----------------------|
|            |            |            |                      |

|                       |                 |                 |        |
|-----------------------|-----------------|-----------------|--------|
| Total revenue         | 190,393,599,344 | 203,960,573,354 | 93.34  |
| Profit after tax      | (421,288,239)   | 2,742,043,963   | -15.35 |
| Dividend payout ratio | 0%              | 0%              | 0      |

### III. REPORT AND ASSESSMENT OF THE BOARD OF DIRECTORS

#### 1. Assessment of business performance

The General Education Innovation Program has come into practice, so the purchase of library books and knowledge improvement has decreased. The pressure on inventory of the Company - agents is a difficult problem, old books that are not suitable for the program will be difficult to sell.

In the face of many changes, the Company has been proactive in diversifying published products, diversifying partners, and different agent customers. Focusing on increasing the output of new reference books, thereby gradually stabilizing revenue and profits to ensure the lives of employees and salary regimes.

Although there are many unfavorable subjective and objective factors that directly affect the Company's business activities, the Company still tries to implement the planning targets assigned by the General Meeting of Shareholders.

#### 2. Financial situation:

##### 2.1.Asset situation:

| Indicators          | Unit       | 2024                  | 2023                  | Rate (%) |
|---------------------|------------|-----------------------|-----------------------|----------|
| Current Assets      | VND        | 48,007,783,056        | 48,131,259,776        | 99.74    |
| Long-term Assets    | VND        | 38,619,526,212        | 38,442,986,093        | 100.46   |
| <b>Total Assets</b> | <b>VND</b> | <b>86,627,309,268</b> | <b>86,574,245,869</b> | 100.06   |

##### 2.2.Debt situation:

| Indicators        | Unit       | 2024                  | 2023                  | Rate (%) |
|-------------------|------------|-----------------------|-----------------------|----------|
| Short-term debt   | VND        | 22,045,073,737        | 20,043,626,386        | 109.98   |
| Long-term debt    | VND        | 5,954,090,895         | 6,899,381,808         | 86.30    |
| <b>Total debt</b> | <b>VND</b> | <b>27,999,164,632</b> | <b>26,943,008,194</b> | 103.91   |

In general, the Company's financial situation is transparent and healthy, ensuring sufficient capital for business operations and using capital effectively and for the right purposes to

serve business operations, monitoring the management and use of assets and operating capital of the Company.

### **3. Improvements in organizational structure, policies, and management:**

The Company's employees always learn, study, and practice their professional qualifications as well as other skills to serve the Company's business operations. In order to better meet the requirements of increasing labor productivity and economic efficiency, the work of training, recruiting, transferring employees, and reforming salaries continues to receive attention: Increasing good personnel with experience in exploiting topics, fostering sales skills, and other professional skills (communication, forecasting, contract appraisal, etc.).

With the structure of 03 specialized departments, the Company's business operations proceed normally, the departments complete their assigned tasks quite well, and have close, voluntary, and effective mutual support.

## **IV. BUSINESS DIRECTIONS IN 2025**

Based on the business results in 2024, product development trends and market changes, the Company plans to achieve some of the following targets in 2025:

| <b>Indicators</b> | <b>Unit</b> | <b>Plan</b> |
|-------------------|-------------|-------------|
| Revenue           | VND Billion | 210         |
| Profit before tax | VND Billion | 3           |
| Dividends         | %           | 5           |

The market in 2025 still has many difficulties and challenges, so the Company's direction is to focus on promoting products chosen by the market, preparing well to develop new reference books, suitable for the new program.

Organize business activities well - collect debts. Avoid inventory.

Continue to restructure assets, capital sources, research for effective financial investment. Clear inventory.

Recruit and transfer personnel reasonably in the direction of increasing direct labor in business and goods delivery stages.

Maintain internal solidarity, enhance communication and cooperation to develop multilateral relationships to support the company's operations.

Ensure reasonable benefits for employees based on achieved profits.

**Conclusion:**

The general analysis and assessment data for 2024 and the 2025 plan show an overview of the difficult days of publishing reference books, service work must be improved, discounting, transportation to service attitude, care and market development and must always seek suitable products.

**Dear Shareholders!**

On behalf of the Board of Directors of Ho Chi Minh City Educational Book Joint Stock Company, I would like to sincerely thank the trust of our shareholders who have accompanied the Company's employees throughout the past year. At the same time, I appreciate the direction of the Board of Directors, the dedication and efforts of the Board of Directors and the spirit of solidarity and unanimity of the staff who have persevered to overcome difficulties to maintain business, together building and fostering the increasingly strong brand of SGDHCM. We believe that, with what we have been and continue to strive for, together with the solidarity, attachment, trust and support of our shareholders, Ho Chi Minh City Educational Books Joint Stock Company will continue to achieve better results.

**Dear General Meeting!**

Above is the report on the Company's business activities in 2024 and the direction of business activities in 2025. We respectfully report to the General Meeting of Shareholders and look forward to the active contribution of the collective of shareholders for the strong and sustainable development of Ho Chi Minh City Educational Books Joint Stock Company.

Once again, I wish all shareholders good health and a successful congress.

Sincerely thank you!

**BOARD OF DIRECTORS  
DEPARTMENT OF DIRECTORS**



**NGO TRONG VINH**



**No: 02/BC-ĐHĐCĐ.2025**

*Ho Chi Minh City, April 22, 2025*

**DRAFT**  
**REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024 AND  
ORIENTATIONS FOR ACTIVITIES IN 2025**

- *Pursuant to the Charter of organization and operation of the Ho Chi Minh City Education Book Joint Stock Company and current legal provisions;*
- *Pursuant to the 2024 audited financial statements of the Ho Chi Minh City Education Book Joint Stock Company audited by AAC Auditing and Accounting Company Limited;*

On behalf of the Board of Directors of Ho Chi Minh City Educational Book Joint Stock Company, I would like to report to the General Meeting of Shareholders on the activities of the Board of Directors in 2024 and the plan for 2025 as follows:

**I. GENERAL ASSESSMENT OF COMPANY'S ACTIVITIES**

**1. Key tasks in 2024:**

- Direct the implementation and strive to complete the 2024 business plan targets according to the Resolution of the 2024 Annual General Meeting of Shareholders.
- Ensure the timely and synchronous supply of textbooks for the 2024-2025 school year in the provinces and cities in the Southern region.
- Preserve and develop shareholder capital and use capital effectively.
- Continue to consolidate and arrange the Company's organizational structure in the direction of promoting market activities, promoting business activities and exploiting new products and new topics. Pay attention to training and improving professional expertise for employees.
- Strictly implement State regulations and the Company's Charter in publishing and production and business activities, finance and accounting.

**2. Business performance results in 2024:**

| <b>Indicators</b> | <b>Unit</b> | <b>Plan 2024</b> | <b>Implementation<br/>2024</b> | <b>Rate (%)</b> |
|-------------------|-------------|------------------|--------------------------------|-----------------|
| Revenue           | VND Billion | 210              | 190                            | 90.81           |
| Profit before tax | VND Billion | 5                | 0.357                          | 7.16            |

|           |   |    |   |   |
|-----------|---|----|---|---|
| Dividends | % | 10 | 0 | 0 |
|-----------|---|----|---|---|

## II. ACTIVITIES OF THE BOARD OF DIRECTORS

### 1. Board of Directors members:

In 2024, the Company's Board of Directors will operate with 05 members:

- Mr. Ngo Trong Vinh, Chairman of the Board of Directors
- Mr. Nguyen Trong Ha, Member of the Board of Directors
- Mrs. Lam Quynh Huong, Member of the Board of Directors
- Mrs. Vuong Thi Thanh Huyen, Member of the Board of Directors
- Mrs. Le Thi Tuyet Minh, Member of the Board of Directors

### 2. Regarding the activities of the Board of Directors in 2024:

#### a) Directing production and business activities

- Closely following the fluctuations in the market for textbooks and reference books, the Board of Directors has held many meetings to direct the Board of Directors to make reasonable adjustments to the production and business plan.
- In regular and irregular meetings, the Board of Directors has closely inspected and supervised the activities of the Board of Directors. The Board of Directors frankly discussed and questioned the activities of the Board of Directors. The Board of Directors also regularly and proactively reported on the situation of operations and difficulties in the process of operating and managing the Company. The Board of Directors and the Board of Management discussed and deliberated to propose timely and effective solutions, aiming to complete the 2024 production and business plan

#### b) Implementation of the Resolution of the 2024 Shareholders' Meeting

- The Board of Directors reviewed and resolved the work contents and discussed and decided on the main contents according to the orientation and Resolution of the 2024 Annual Shareholders' Meeting (directing and orienting the issuance work, human resource management and development, business development, etc.)
- Listening to reports and promptly resolving the proposals of the Board of Directors to ensure smooth work (resolving unresolved problems in production and business activities, making specific requests for each department, division, etc.)
- Arranging and perfecting the leadership apparatus to suit the actual operating situation.

- Check quarterly reports on production and business results, promptly resolve arising issues to maintain operations in line with the Company's development orientation.

### **3. Board of Directors' remuneration in 2024:**

Based on the refusal to receive Board of Directors' remuneration sent to the Company, 05/05 members of the Board of Directors of the Company will not receive remuneration from the Board of Directors in the 2024 fiscal year because the Company's profits are low.

### **4. Evaluation of the Board of Directors' performance in 2024**

- Performing the functions, tasks and powers according to the Company's Charter, operating regulations and Resolutions of the General Meeting of Shareholders, the Board of Directors has worked closely with the Board of Directors to promptly make flexible decisions to ensure the Company's effective and sustainable development goals. The Board of Directors monitors, supervises and supports the Board of Directors in the face of difficulties and obstacles, promoting the personal responsibility of the Board of Directors' members. Thanks to such close support and supervision, complex business issues and problems arising under the authority of the Board of Directors are resolved quickly and effectively. The Board of Directors also pays attention to the coordination with the Board of Supervisors in inspection and supervision.
- In general, the Board of Directors has organized and implemented production and business activities according to the direction of the Board of Directors and the Resolution of the General Meeting of Shareholders. During the implementation process, the Board of Directors regularly reports to the Board of Directors on the production and business situation as well as the financial situation and other aspects of the Company's operations to provide timely guidance.
- In 2024, continuing to be a year with many challenges in production and business activities, with high determination, the Board of Directors of the Company has strengthened its focus, flexibility and closely followed the main tasks to carry out production and business tasks according to the targets assigned by the General Meeting of Shareholders and the Board of Directors, bringing efficiency and practical benefits to the Company through the targets and results of production and business activities achieved. In order to promote the achievements gained in the past time, the Board of Directors needs to make more efforts in managing production activities, ensuring the best interests of shareholders in harmony with the interests of employees.



## **5. Plan and direction of operation of the Board of Directors in 2025**

### **5.1. Plan orientation:**

**a. Objective:** The enterprise develops stably and sustainably, expands its business area nationwide, increases the value of the enterprise and ensures the maintenance of shareholders' interests.

### **b. Policy orientation:**

#### **➤ Regarding products:**

- The current product quality is good, the company will further improve the product quality and increase new products such as e-books, electronic documents and other supporting tools to diversify the company's products.
- Select, edit and improve the company's existing products to match the content of the new GDPT program to save costs and implementation time. Search for sources of STK manuscripts according to the new program in the coming years.
- Strengthen cooperation with partners and suppliers to associate, joint venture production, supply products to reduce investment costs and take advantage of products with short business life cycles.
- Diversify products, add industries, open new business areas with potential for development in the near future such as: solar power, construction machinery and equipment...

#### **➤ Regarding communication and market work:**

- Consolidate and enhance the company's position, maintain strengths in providing educational products and meeting diverse customer needs, expand markets and business locations, develop new customers.
- Survey, research and apply reasonable business models to improve the organizational structure to be competitive with competitors in the market.
- Develop marketing and communication strategies to adapt to the market.

#### **➤ Regarding human resources:**

- Improve the quality of the company's human resources, specifically the staff working in business, logistics and retail to meet the requirements of assigned work.

- Search, build and develop a team of authors and collaborators to have a good source of manuscripts to meet the new trend in the use of books by teachers and students.

## **5.2. Production and business plan for 2025:**

Based on the current market situation and production and business activities, as well as to achieve the production and business plan for 2025 and facilitate long-term development, the Board of Directors submits to the General Meeting of Shareholders for approval the following targets:

| <b>Indicators</b> | <b>Unit</b> | <b>Plan</b> |
|-------------------|-------------|-------------|
| Revenue           | VND Billion | 210         |
| Profit before tax | VND Billion | 3           |
| Dividends         | %           | 5           |

## **5.3. The Board of Directors' operational direction in 2025**

- Direct the Board of Directors to develop plans and specific solutions to ensure the completion of the targets set by the 2025 Annual General Meeting of Shareholders.
- Strengthen the management and supervision of the activities of the Board of Directors and departments and divisions in the Company.
- Organize regular and extraordinary meetings to discuss, supervise and approve reports on the Company's performance, to promptly and effectively direct the implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors.
- Continue to review, supplement and adjust the Company's regulations, processes and rules in accordance with the production and business situation.

## **III. CONCLUSION**

In 2024, the Company overcame many difficulties to maintain stability and development, and in 2025, there will continue to be challenges and unpredictable risks.

On behalf of the Board of Directors, I would like to sincerely thank the shareholders for their commitment, sharing the difficulties and supporting and contributing to the development of the Company.

Thank you for the efforts of the Board of Directors and all employees of the Company.

We look forward to continuing to receive the attention and support of shareholders, especially the solidarity and efforts of employees so that the Company can complete the 2025 plan targets according to the Resolution of the General Meeting of Shareholders, continuing to develop the Company stably and sustainably.

We respectfully submit to the General Meeting for consideration and decision./.

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



**NGO TRONG VINH**

*Ho Chi Minh City, April 22, 2025*

**DRAFT**  
**ACTIVITY REPORT 2024 OF THE SUPERVISORY BOARD**  
**HO CHI MINH CITY EDUCATIONAL BOOKS JSC**  
(Approved at the Annual General Meeting of Shareholders 2025)

**To: GENERAL MEETING OF SHAREHOLDERS**  
**EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH**  
**CITY**

- Pursuant to the Law on Enterprises and the Charter of Ho Chi Minh City Educational Book Joint Stock Company.
- Pursuant to Article 35 of the Charter of Ho Chi Minh City Educational Book Joint Stock Company, which stipulates the duties and powers of the Board of Supervisors.
- Pursuant to the resolutions of the Board of Directors.
- Pursuant to the 2024 Financial Report audited by AAC Auditing Company.
- Pursuant to the results of production and business activities and financial activities of the company in 2024.

Performing the functions and tasks of the Board of Supervisors (BOS) according to the provisions of the Enterprise Law and the Company Charter, the BOS of Ho Chi Minh City Educational Book Joint Stock Company would like to report to the 2025 Annual General Meeting of Shareholders (AGM) on the BOS's activities in 2024 as follows:

**I. BOARD OF SUPERVISION MEMBERS, ACTIVITIES, REMUNERATIONS AND OPERATING EXPENSES OF THE BOARD OF SUPERVISION**

***1.1 Board of Supervisors members***

In 2024, the Company's Board of Supervisors will operate with a number of 03 people:

- Ms. Ngo Thi Thanh Huyen - Head of the Board
- Ms. Nguyen Thi Mai - Member
- Ms. Nguyen Thi Anh Hong - Member

***1.2 Board of Supervisors activities***

The Board of Supervisors has assigned tasks to its members and coordinated well to perform the task of representing shareholders in controlling all production, business, administration and management activities of the Company. In 2024, the Supervisory Board performed the following tasks:

- Regularly exchanged internally as well as with the Board of Directors (BOD), the Board of General Directors (BOD) to ensure that the Company's activities are coordinated and meet the interests of shareholders

- Organized regular meetings and meetings when there is urgent work to deploy work according to assigned tasks and functions, always closely following the resolutions of the General Meeting of Shareholders
- Reviewed financial reports, annual reports summarizing the Company's production and business activities and plans periodically.
- Provide opinions to the Board of Directors in selecting an independent auditor for the fiscal year from January 1, 2024 to December 31, 2024.
- Monitor the activities of the Board of Directors, the Board of Management and the Company's management staff.

### ***1.3 Remuneration and operating expenses of the Supervisory Board***

Based on the letter sent to shareholders and the Board of Directors of 03/03 members of the Board of Supervisors regarding their voluntary refusal to receive remuneration from the Board of Supervisors in the 2024 fiscal year due to the Company's low profits and this content will be submitted to the General Meeting of Shareholders at the nearest meeting.

## **II. RESULTS OF MONITORING THE COMPANY'S ACTIVITIES AND FINANCIAL SITUATION.**

### ***2.1. Results of monitoring business activities***

The Supervisory Board has monitored the organization of business activities, appraised the Company's 2024 business results report and agreed to the following assessment:

Given the difficult situation of the world and domestic economy due to the Covid pandemic, the Board of Directors and the Board of Management of the Company have proposed appropriate and timely solutions to maintain the stability of the Company's production and business activities and fulfill financial obligations, fully pay taxes to the State budget.

In 2024, the Supervisory Board did not detect any unusual signs in the Company's business activities. All activities of the Company comply with the Enterprise Law, Securities Law, Company Charter and other provisions of law.

The business results and accounting data have been strictly checked, ensuring the accuracy and legality of data recording.

### ***2.2 Results of monitoring the implementation of the Resolution of the General Meeting of Shareholders***

In 2024, the Company has organized the implementation of the contents of the Resolution of the 2024 Annual General Meeting of Shareholders. The specific implementation results are as follows:

- The Company has selected an independent auditing company to audit the 2024 Financial Statements, which is AAC Auditing and Accounting LLC.
- Pay the remuneration of the Board of Directors and Supervisory Board in 2024 at the appropriate level approved by the 2024 Annual General Meeting of Shareholders.

### ***2.3 Results of the audit of the 2024 Financial Statements***

Based on the Company's 2024 Financial Statements audited by AAC Auditing and Accounting Company Limited. The Supervisory Board has audited and agreed to report to the General Meeting of Shareholders as follows:

- Agree with the Company's 2024 Financial Statements audited by AAC Auditing and Accounting Company Limited.
- The report accurately reflects the financial situation as of December 31, 2024, the results of business operations and cash flows in the financial period from January 1, 2024 to December 31, 2024, in accordance with the current accounting system regulations, there were no material errors in 2024 regarding accounting work.
- The recording, storage of documents and preparation of accounting books and financial reports of the Company are honest and comply with the State's financial and accounting regulations, meeting management requirements.

### **III. SUPERVISION RESULTS WITH THE BOARD OF DIRECTORS, BOM AND MANAGEMENT STAFF**

#### ***3.1 Evaluation of the Board of Directors' performance***

- The Board of Directors has supervised and directed the Board of Directors in production and business operations, and supervised the implementation of the resolutions of the General Meeting of Shareholders that have been passed.
- The resolutions of the Board of Directors have been issued in accordance with the functions, powers and resolutions of the General Meeting of Shareholders, fully complying with the Company's Charter, the Law on Enterprises and other legal regulations.
- The Board of Directors has held regular and extraordinary meetings as prescribed to deploy the supervision and orientation of the Company's business activities.
- In 2024, the Supervisory Board did not receive any recommendations from shareholders regarding violations of the Board of Directors in the performance of its duties.
- In the performance of its duties, the Supervisory Board has been given all favorable conditions by the Board of Directors to complete its work.

#### ***3.2 Evaluation of the performance of the Board of Directors and other management staff***

- The Supervisory Board highly appreciates the efforts and endeavors of the Board of Directors in organizing and implementing business activities, as well as timely responses to market fluctuations in the unstable context of the world economy in general and the Vietnamese economy in particular.
- During the past year, the Supervisory Board did not detect any abnormalities in the management and operation of the Board of Directors and other management positions in the Company.
- In 2024, the Supervisory Board did not receive any petitions or complaints related to the Board of Directors.

#### ***3.3 Supervision and inspection of the implementation of regulations on internal governance of the Company***

- Thanks to the strict implementation of regulations on internal governance of the Company, the Board of Directors has been proactive in supervising the implementation of business strategies as well as specific decisions in the Company's operations. The Board of Management has also made efforts in organizing and implementing business activities, while performing well in internal governance, limiting many risks and violations.
- The Supervisory Board has also stepped up the inspection and control of the signing and implementation of economic contracts, the implementation of investment projects, salary regulations and other internal regulations in accordance with regulations.

**IV. IV. CONCLUSION AND RECOMMENDATIONS**

In 2025, the Supervisory Board will continue to perform its duties on behalf of shareholders to regularly control all business, management and operation activities of the Company. Every quarter, the Supervisory Board will conduct inspections, analysis and evaluations of the Company's activities through financial reports, and at the same time inspect and evaluate the activities of the Board of Directors and the Board of Management, and is responsible for reporting to the entire General Meeting of Shareholders. In order to effectively perform the role of the Supervisory Board, the Supervisory Board has the following recommendations:

- Continue to improve the organizational structure, management and personnel to be more suitable for the future development of the Company.
- Make a cash flow plan in 2025 to ensure the effective use of the Company's charter capital and meet the development requirements in the new stage of the Company.
- Further strengthen the role of the Board of Directors, enhance management coordination among members to improve the effectiveness of management and supervision of all aspects of the Company's operations in accordance with the provisions of the Enterprise Law and the Company's Charter.
- Continue to review and complete the issued regulations, develop regulations in accordance with new requirements and current legal documents, creating a legal basis for all production and business activities of the Company.

The above is the 2024 operational report and 2025 operational direction of the Board of Supervisors of the Ho Chi Minh City Educational Book Joint Stock Company.

Wishing the delegates and shareholders good health, success and happiness.

Wishing the Congress a great success.

Sincerely thank you!

**ON BEHALF OF THE SUPERVISION  
BOARD HEAD OF BOARD**



**Ngo Thi Thanh Huyen**

*Ho Chi Minh City, April 22, 2025*

**PROPOSAL**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
(Re: Approval of Audited Financial Statements for 2024)

**To : GENERAL MEETING OF SHAREHOLDERS  
EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH CITY**

- *Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding its implementation*
- *Pursuant to the Charter of the Educational Book Joint Stock Company in Ho Chi Minh City;*
- *Pursuant to the 2024 Financial Statements audited by AAC Auditing and Accounting Company Limited.*

The Board of Directors submits to the General Meeting of Shareholders for approval the content of the 2024 Financial Report of Ho Chi Minh City Educational Book Joint Stock Company, which was audited by AAC Auditing and Accounting Company Limited on March 25, 2025.

The audited financial report for 2024 has been posted on the Company's official website.

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

Sincerely!

**On behalf of the Board of  
Directors Chairman**



**NGO TRONG VINH**



Ho Chi Minh City, April 22, 2025

**PROPOSAL**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

(Re: Profit distribution, fund allocation and remuneration of the Board of Directors,  
Supervisory Board in 2024 and plan for 2025)

**To : GENERAL MEETING OF SHAREHOLDERS  
EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH CITY**

- Pursuant to the Charter of Ho Chi Minh City Educational Book Joint Stock Company;
- Pursuant to the 2024 Financial Report audited by AAC Auditing and Accounting Company Limited.

In 2024, the Company has achieved the following results in production and business:

|   |                     |
|---|---------------------|
| 1/- Revenue in 2024:                      | VND 190,698,012,321 |
| 2/- Profit before tax in 2024:            | VND 357,926,712     |
| 3/- Corporate income tax payable in 2024: | VND 779,214,951     |
| 4/- Profit after tax in 2024:             | VND -421,288,239    |

With the above results of production and business activities and the financial situation of the Company, the Board of Directors does not distribute profits or set up funds in 2024.

- Remuneration of the Board of Directors and the Board of Supervisors in 2024: Based on the letter sent to shareholders and the Board of Directors of 05/05 members of the Board of Directors and 03/03 members of the Board of Supervisors voluntarily not receiving remuneration of the Board of Directors and the Board of Supervisors in the fiscal year 2024 because the Company's profit is low.

- The remuneration plan for members of the Board of Directors and the Supervisory Board in the fiscal year 2025 is: 7% of net profit but not less than VND 200.000.000.

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

Sincerely!

**On behalf of the Board of  
Directors Chairman**



The stamp is circular with a red border. Inside the border, the text reads: 'M.S.N: 0303280405 - C.T.C.', 'CÔNG TY CỔ PHẦN SÁCH GIÁO DỤC TẠI THÀNH PHỐ HỒ CHÍ MINH', and 'QUẬN 8 - T.P. HỒ CHÍ MINH'. A blue ink signature is written across the stamp.

**NGO TRONG VINH**

*Ho Chi Minh City, April 22, 2025*

**PROPOSAL**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
(Re: Selection of independent auditing company for fiscal year 2025)

**To: GENERAL MEETING OF SHAREHOLDERS**  
**EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH CITY**

- *Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its implementing documents;*
- *Pursuant to the Charter of the Educational Book Joint Stock Company in Ho Chi Minh City;*
- *Pursuant to the request for selection of an Auditing Company*

To facilitate the most effective audit of the 2025 Financial Statements. The Board of Supervisors, after agreeing with the Board of Directors, submits to the General Meeting of Shareholders to authorize the Board of Directors, based on the capacity, qualifications and team of professional auditors of independent auditing companies that meet the auditing standards of listed companies approved by the State Securities Commission, to select the auditing company AAC Auditing and Accounting Company Limited to conduct the audit of the 2025 Financial Statements and review the quarterly and semi-annual financial statements as required by the State management agency.

Respectfully submit to the General Meeting of Shareholders for approval.

Sincerely!

**On behalf of the Board of Supervisors**  
**Head of the Board**



**Ngo Thi Thanh Huyen**



*Ho Chi Minh City, April 22, 2025*

## **PROPOSAL**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

(Re: Approval of the content of the Chairman of the Board of Directors and related persons receiving the transfer of voting shares without having to carry out public offering procedures as prescribed by law)

**To : GENERAL MEETING OF SHAREHOLDERS  
EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH CITY**

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

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the content that Mr. Ngo Trong Vinh - Chairman of the Board of Directors and Related Persons receive the transfer of voting shares of Ho Chi Minh City Educational Book Joint Stock Company (stock code: SGD) to increase the share ownership ratio at the Company to the levels prescribed in Point a, Point b, Clause 1, Article 35 of the Securities Law without having to carry out the public offering procedure.

The detailed content is as follows:

1. Organizations and individuals transferring do not have to carry out the public offering procedure:

- 1.1. Mr. Ngo Trong Quang - Person related to the Chairman of the BOD  
Number of shares held: 193,800 shares, ratio: 4,79%
- 1.2. Mrs. Nguyen Thi La - Person related to the Chairman of the BOD  
Number of shares held: 207,000 shares, ratio: 5,12%
- 1.3. Mrs. Vu Thanh Thuy - Major shareholder  
Number of shares held: 331,000 shares, ratio: 8,19%
- 1.4. Mrs. Ngo Phuong Anh - Major shareholder  
Number of shares held: 1,008,500 shares, ratio: 24,94%
- 1.5. Mrs. Ngo Thi Thanh Huyen - Internal people- Head of the Supervisory Board  
Number of shares held: 142,750 shares, ratio: 3.53%
- 1.6. Mrs. Ngo Anh Thu – Major shareholder  
Number of shares held: 674,800 shares, ratio: 16,69%
- 1.7. Nhat Phuong Trading and Construction Company Limited-Current shareholders  
Number of shares held: 134,200 shares, ratio: 3,32%

2. Organizations and individuals purchasing/receiving transfers do not have to carry out public offering procedures:

2.1. Mr. Ngo Trong Vinh - Chairman of the Board of Directors

- Number of shares held: 207,000 shares, ratio 5,12%
- Number of shares expected to be purchased: 1,339,500 shares, ratio 33,13%
- Total number of shares expected to be held after purchasing/receiving transfers from shareholders: Depending on the specific volume purchased/received transfers from the selling entities in Section 1.

2.2. Mr. Ngo Anh Phuong – Related person, Son of the Chairman of the Board of Directors

- Number of shares held: 0 shares, ratio 0%
- Number of shares expected to be purchased: 1,352,550 shares, ratio 33,45%
- Total number of shares expected to be held after purchasing/receiving transfers from shareholders: Depending on the specific volume purchased/received transfers from the selling entities in Section 1.

(The above number of shares is according to the Closing List No.: 129/2025-SGD/VSDC-DK dated March 5, 2025 of the Vietnam Securities Depository and Clearing Center).

3. Organizations and individuals specified in Clause 2 above are not required to carry out public offering procedures when purchasing/receiving the transfer of voting shares of the Company, resulting in organizations and individuals specified in Clause 2 and related persons directly or indirectly owning at or exceeding the level specified in Point a, Point b, Clause 1, Article 35 of the Securities Law the number of voting shares of Ho Chi Minh City Educational Book Joint Stock Company.

4. Transaction method: receiving the transfer through order matching or agreement on the HNX floor according to the regulations of the Stock Exchange.

5. Authorizing the Board of Directors to fully decide on all matters related to the above transfer to ensure the implementation of the contents in this report is approved at the 2025 Annual General Meeting of Shareholders.

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

Sincerely!

**On behalf of the Board of  
Directors Chairman**



**NGO TRONG VINH**



*Ho Chi Minh City, April 22, 2025*

## **PROPOSAL**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

(Approval of the policy of transactions between Related Parties arising in 2025 until the nearest General Meeting of Shareholders in 2026)

**To : GENERAL MEETING OF SHAREHOLDERS  
EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH CITY**

- *Pursuant to the Enterprise Law No. 59/2020/QH14 issued on June 17, 2020 and documents guiding its implementation;*
- *Pursuant to the Securities Law No. 54/2019/QH14 issued on November 26, 2019 and documents guiding its implementation;*
- *Decree No. 155/2020/ND-CP issued on December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*
- *Pursuant to the Charter of the Ho Chi Minh City Educational Book Joint Stock Company;*
- *Pursuant to the business performance of the Company,*

Dear Shareholders!

The Board of Directors (“BOD”) of Ho Chi Minh City Educational Book Joint Stock Company (“SGD”) would like to send our warmest greetings to all Shareholders.

Ho Chi Minh City Educational Book Joint Stock Company operates under the model: Parent Company, Subsidiary Company, Affiliated Company with connections to each other through ownership of shares, or capital contributions, or having common key management members, or other connections.

To ensure the smooth operation of the Company’s management and business activities, to avoid shortcomings related to the implementation of business plans; development strategies; capital transfer plans, investment cooperation between companies in the same system; management activities, reporting obligations and information disclosure on the stock market of the Company;

The Board of Directors proactively submits to the General Meeting of Shareholders (“GMS”) for consideration and approval of the following issues within the Board of Directors' decision-making authority at the Company's 2025 Annual General Meeting of Shareholders, specifically as follows:

#### **I. Types of transactions and transaction subjects:**

1. Transactions between SGD and Subsidiaries, Affiliates; with insiders, related persons of insiders and related persons of the Company listed in the most recent Financial Report and confirmed as related parties according to the provisions of law arising after the date of issuance of the most recent Financial Report (if any).
2. Transactions between insiders of SGD and related persons of insiders with SGD, Subsidiaries, Affiliates.
3. List of Subsidiaries, Affiliates listed in the most recent Financial Report and confirmed as related parties according to the provisions of law arising after the date of

issuance of the most recent Financial Report (if any).

4. The list of related persons of the SGD, the list of insiders and related persons of insiders are announced in the Company's latest Corporate Governance Report and are supplemented/amended/updated after the date of issuance of the latest Corporate Governance Report (if any). 5. The list of major shareholders holding more than 5%, the list of other related persons of the Company are determined according to current legal regulations at the time of the related transactions.

**II. Approval of contracts and transactions between related parties under the authority of the Board of Directors as prescribed by law, listed below:**

- Transactions of buying and selling goods;
- Transactions of borrowing/lending, loan guarantees and other loan security measures (pledges, mortgages), except for transactions of loans, guarantees for shareholders or related persons of shareholders that the Company is not allowed to perform according to the provisions of law;
- Transactions to serve the activities of SGD and its subsidiaries and affiliated companies such as: Advances, administrative management expenses, celebrations, sales expenses, salaries, bonuses, remuneration, dividends, etc.;
- Regular transactions on providing services, buying - selling - renting - leasing factories, offices, real estate, warehouses, raw materials, labor value, finished products, goods, inventories, tools and equipment, etc. to serve the production and business of the Company;
- Transactions related to revenue and financial income of SGD and its subsidiaries and associated companies such as: Sales contracts, investment cooperation contracts - business cooperation contracts, brokerage contracts, real estate and factory lease contracts;
- Transactions on investment in securities, bonds, investment trusts, deposits, pledges, use of mortgaged assets to secure obligations between related parties, etc.;
- Transactions on capital transfer, borrowing, lending, capital contribution, guarantee, financial support, etc. between SGD and its subsidiaries and associated companies that are related to each other through ownership of shares, or capital contributions, or having common key management members, or other joint ventures/associations;
- Payment transactions for receivables, payables, debts between related parties (related to production and business, management costs, sales costs, brokerage, etc.);
- Transactions and contracts serving the business activities of the parent company with major shareholders, except for transactions not permitted by law;
- Transactions and contracts serving the business activities of the Company between subsidiaries, affiliated companies and organizations related to insiders who are also related to SGD through ownership of shares, or capital contributions, and joint key management members;
- Specific value of each transaction: according to the price at each time and each specific contract, on the basis of ensuring the interests of the Company.
- Implementation period: from the effective date of the resolution of the General

Meeting of Shareholders approving the above contents until the General Meeting of Shareholders has a new resolution to replace it. The contents related to this Proposal approved in the previous resolution of the General Meeting of Shareholders shall cease to be effective from the effective date of the new resolution.

**II. Authorizing the Board of Directors to decide and direct relevant departments to:** Discuss, negotiate and develop specific terms and conditions of the contracts and transactions stated in this report, including amendments, supplements, terminations and replacements of such contracts and transactions.

**III. Authorizing the Board of Directors to decide and direct relevant departments to:** (i) Periodically report on related transactions in the Corporate Governance Report for the types of contracts and transactions stated in this report; (ii) Other transactions listed in Appendix V - Corporate Governance Report in Circular 96/2020/TT-BTC dated November 16, 2020; (iii) Fulfill the obligation to disclose information as prescribed by law for Resolutions issued independently by the Board of Directors for transactions with Insiders and related parties.

Respectfully submit to the General Meeting of Shareholders for consideration and approval of the above issues.

Sincerely thank you!

**On behalf of the Board of  
Directors Chairman**

A red circular stamp with the text "M.S.D.N: 0303280405 - C.T.C", "CÔNG TY CỔ PHẦN SÁCH GIÁO DỤC TÀI THÀNH PHỐ HỒ CHÍ MINH", and "QUẬN 8 - T.P. HỒ CHÍ MINH". A blue signature is written over the stamp.

**NGO TRONG VINH**



*Ho Chi Minh City, April 22, 2025*

## **PROPOSAL**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

Authorize the Board of Directors to decide on certain matters within the authority of the General Meeting of Shareholders).

**To: GENERAL MEETING OF SHAREHOLDERS  
EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH CITY**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2024, and documents guiding the implementation of the Law on Enterprises.*
- *Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to 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;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in 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*

In order to ensure the effectiveness of management and promptly resolve issues arising in the Company's operations, the Board of Directors respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors to decide on the following contents:

1. Proactively adjust the 2025 business plan in accordance with market developments and legal regulations;
2. Decide on the structure and organization of the management and operation apparatus in accordance with legal regulations and the scale of the Company's business operations in each period;
3. Decide on investment, purchase and sale of the Company's assets with a value of 35% or more compared to the Company's charter capital stated in the most recent audited financial statements to meet business requirements;
4. Decide on cooperation plans, investment in construction of projects, capital contribution to other enterprises, purchase of shares of other enterprises.
5. Carry out the tasks approved by the General Meeting of Shareholders (including implementing the procedures, working with competent state agencies to achieve the goals



and plans set out in 2025 in accordance with the provisions of law). In case any issues arise related to the Resolutions approved by the General Meeting of Shareholders, including issues under the authority of the General Meeting of Shareholders, the Board of Directors has full authority to decide and handle without having to convene a General Meeting of Shareholders.

The Board of Directors is responsible for reporting the implementation status of the above contents (if any) to the General Meeting of Shareholders at the nearest meeting.

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

**On behalf of the Board of  
Directors Chairman**

A red circular stamp with the text "CÔNG TY CỔ PHẦN SÁCH GIÁO DỤC TẠI THÀNH PHỐ HỒ CHÍ MINH" and "QUẬN 8 - T. PHỐ CHÍ MINH" around the perimeter. A blue handwritten signature is written over the stamp.

**NGO TRONG VINH**

Ho Chi Minh City, April 22, 2025

**DRAFT RESOLUTION**  
**THE 2025 ANNUAL GENERAL MEETING OF**  
**SHAREHOLDERS HO CHI MINH CITY EDUCATIONAL BOOK**  
**JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued on June 17, 2020 and documents guiding its implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 issued on November 26, 2019;
- Decree No. 155/2020/ND-CP issued on December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of the Ho Chi Minh City Educational Book Joint Stock Company;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of the Ho Chi Minh City Educational Book Joint Stock Company dated April 22, 2025.

**RESOLUTION**

**Article 1. Approval of the Business Results Report and Profit Distribution Plan for 2024 and the 2025 Plan as follows:**

**Business Results for 2024**

*Unit: billion VND*

| Indicators        | Unit        | Plan 2024 | Implementation 2024 | Rate (%) |
|-------------------|-------------|-----------|---------------------|----------|
| Revenue           | VND Billion | 210       | 190                 | 90.81    |
| Profit before tax | VND Billion | 5         | 0.357               | 7.16     |
| Dividends         | %           | 10        | 0                   | 0        |

**Business plan 2025:**

| Indicators        | Unit        | Plan |
|-------------------|-------------|------|
| Revenue           | VND Billion | 210  |
| Profit before tax | VND Billion | 3    |
| Dividends         | %           | 5    |

The meeting voted to pass with the number of shares in favor being.....accounting for the approval rate of ....% of the voting shares attending the meeting.

**Article 2. Approval of the Board of Directors' 2024 Operational Report and the 2025 Plan.**

The General Meeting voted to approve with the number of shares in favor of ....., accounting for ....% of the voting shares attending the General Meeting.

### **Article 3. Approval of the Board of Supervisors' 2024 Operational Report and the 2025 Plan.**

The General Meeting voted to approve with the number of shares in favor of ....., accounting for .....% of the voting shares attending the General Meeting.

### **Article 4. Approval of the Company's audited consolidated financial statements for 2024.**

*(Details According to the content of the Proposal No.: 04/TT-DHĐCĐ.2025 dated April 22, 2025)*

The General Meeting voted to approve with the number of shares in favor being.....accounting for the approval rate of .....% of the shares with voting rights attending the General Meeting.

### **Article 5. Approval of remuneration for members of the Board of Directors and the Board of Supervisors in the 2024 fiscal year and proposed remuneration levels for members of the Board of Directors and the Board of Supervisors in the 2025 fiscal year as follows:**

*(Details According to the content of the Submission No.: 05/TT-DHĐCĐ.2025 dated April 22, 2025)*

Remuneration of the Board of Directors and the Board of Supervisors in 2024: Based on the letter sent to shareholders and the Board of Directors of 05/05 members of the Board of Directors and 03/03 members of the Board of Supervisors voluntarily not receiving remuneration for the Board of Directors and the Board of Supervisors in the 2024 fiscal year because the Company's profit is low.

The remuneration payment plan for members of the Board of Directors and the Board of Supervisors in the 2025 fiscal year is: 7% of after-tax profit but not less than VND 200 million.

The meeting voted to pass with the number of shares in favor being.....accounting for the approval rate of .....% of the voting shares attending the meeting.

### **Article 6. Approving the authorization for the Board of Directors to select AAC Accounting and Auditing Company Limited as an independent auditing unit approved by the State Securities Commission to audit public companies and listed companies to audit the Company's 2025 financial statements. (Details According to the content of the Submission No.: 06/TT-DHĐCĐ.2025 dated April 22, 2025)**

The General Meeting voted to approve with the number of shares in favor of ....., accounting for .....% of the number of shares with voting rights attending the General Meeting.

### **Article 7. Approval of the content of Mr. Ngo Trong Vinh - Chairman of the Board of Directors and related persons receiving the transfer of voting shares of Ho Chi Minh City Educational Book Joint Stock Company (stock code: SGD) to increase the share ownership ratio at the Company to the levels prescribed in Point a, Point b, Clause 1, Article 35 of the Securities Law without having to carry out public offering procedures. (Details According to the content of the Submission No.: 07/TT-DHĐCĐ.2025 dated April 22, 2025)**

**Details are as follows:**

#### **7.1. Organizations and individuals transferring do not have to carry out public offering procedures:**

7.1.1. Mr. Ngo Trong Quang - Related person to the Chairman of the Board of Directors

Number of shares held: 193,800 shares, ratio: 4,79%

7.1.2. Ms. Nguyen Thi La - Person related to the Chairman of the Board of Directors

Number of shares held: 207,000 shares, ratio: 5.12%

7.1.3. Ms. Vu Thanh Thuy - Major shareholder

Number of shares held: 331,000 shares, ratio: 8.19%

7.1.4. Ms. Ngo Phuong Anh - Major shareholder

Number of shares held: 1,008,500 shares, ratio: 24.94%

7.1.5. Ms. Ngo Thi Thanh Huyen - Insider - Head of the Supervisory Board

Number of shares held: 142,750 shares, ratio: 3.53%

7.1.6. Ms. Ngo Anh Thu - Major shareholder

Number of shares held: 674,800 shares, ratio: 16.69%

7.1.7. Nhat Phuong Trading and Construction Company Limited - Existing shareholder

Number of shares held: 134,200 shares, ratio: 3.32%

## **7.2. Organizations and individuals purchasing/receiving transfers do not have to carry out public offering procedures:**

### **7.2.1. Mr. Ngo Trong Vinh - Chairman of the Board of Directors**

- Number of shares held: 207,000 shares, ratio 5.12%

- Number of shares expected to be purchased: 1,339,500 shares, ratio 33.13%

- Total number of shares expected to be held after purchasing/receiving transfers from shareholders: Depending on the specific volume purchased/received transfers from the selling entities in Section 1.

### **7.2.2. Mr. Ngo Anh Phuong - Related person, Son of the Chairman of the Board of Directors**

- Number of shares held: 0 shares, ratio 0%

- Number of shares expected to be purchased: 1,352,550 shares, ratio 33.45%

- Total number of shares expected to be held after purchasing/receiving transfers from shareholders: Depending on the specific volume purchased/received transfers from the selling entities in Section 1.

(The above number of shares is according to the Closing List No.: 129/2025-SGD/VSDC-DK dated March 5, 2025 of the Vietnam Securities Depository and Clearing Center).

## **7.3. Organizations and individuals specified in Clause 2 above are not required to carry out public offering procedures when purchasing/receiving the transfer of voting shares of the Company, resulting in organizations and individuals specified in Clause 2 and related persons directly or indirectly owning at or exceeding the level specified in Point a, Point b, Clause 1, Article 35 of the Law on Securities the number of voting shares of Ho Chi Minh City Educational Book Joint Stock Company.**

**7.4. Transaction method: receiving transfer through order matching or agreement on the HNX floor according to the regulations of the Stock Exchange.**

**7.5. Authorize the Board of Directors to fully decide on all matters related to the above transfer to ensure the implementation of the contents in this proposal to be approved at the 2025 Annual General Meeting of Shareholders. The meeting voted to approve with the number of shares in favor of ....., accounting for the approval rate of ....% of the voting shares attending the meeting.**

The General Meeting voted to approve with the number of shares in favor of ....., accounting for ....% of the number of shares with voting rights attending the General Meeting.

**Article 8. Approval of the policy of transactions between the Company and its Subsidiaries, Affiliates; with internal persons, related persons of internal persons and related persons of the Company (According to the content of the Proposal No.: 08/TT-DHĐCĐ.2025 dated April 22, 2025).**

The General Meeting voted to approve with the number of shares in favor being.....accounting for the approval rate of....% of the number of shares with voting rights attending the General Meeting.

**Article 9. Approval of the authorization for the Board of Directors to implement the Resolutions approved by the General Meeting of Shareholders and related issues or issues arising from the Resolutions approved by the General Meeting of Shareholders, including issues under the authority of the General Meeting of Shareholders (According to the content of the Proposal No.: 09/TT-DHĐCĐ.2025 dated April 22, 2025).**

The meeting voted to pass with the number of shares in favor of ....., accounting for ....% of the number of shares with voting rights attending the meeting

**Article 10. This Resolution takes effect from the date of signing.**

**The Board of Directors of Ho Chi Minh City Educational Book Joint Stock Company is responsible for carrying out the tasks authorized by the General Meeting of Shareholders in this Resolution, ensuring the interests of shareholders, enterprises and in accordance with the provisions of the Law.**

**The members of the Board of Directors, the Board of Directors, the Board of Supervisors and the Company's shareholders are responsible for implementing this Resolution. Assign the Board of Directors, the Board of Directors and the Board of Supervisors to implement in accordance with the provisions of the Company's Charter.**

**Recipients:**

- Company shareholders  
(Website: <http://www.sgd.edu.vn>);
- Hanoi Stock Exchange (For reporting);
- Information disclosure;
- Keep the secretary, Board of Directors, Board of Management, Board of Supervisors.

**ON BEHALF OF THE GENERAL MEETING OF  
SHAREHOLDERS  
EDUCATION BOOKS JOINT STOCK COMPANY  
IN HO CHI MINH CITY  
Chairman**



**NGO TRONG VINH**