

Hanoi, date 20 January 2025

CORPORATE GOVERNANCE REPORT IN 2024

To:

- State Securities Commission;

- Hanoi Stock Exchange.

- Listed company name: Hanoi Textbook Printing Joint Stock Company
- Head office address: Group 60, Dong Anh town, Dong Anh district, Hanoi city.
- Phone (fax): (024) 38833629. e-mail:
- Charter capital: **20,959,850,000 VND.**
- Stock code: **TPH.**
- Company governance model: General meeting of shareholders, Board of Directors, Supervisory Board and Director.
- Regarding the implementation of internal audit function: Not yet implemented.

I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS.

No	Resolution/ Decision No.	Date	Content
1	01/NQ-DHDCD/HAPCO	20/04/2024	<ol style="list-style-type: none">1. Approval of the 2019-2024 term summary report and the 2024-2029 term operational orientation of the Board of Directors2. Approval of the business performance report in 2023 and the business performance plan in 2024 of the Board of Directors.3. Approval of the performance monitoring report in 2023 and the 2019-2024 term.4. Approval of the Audited financial report in 2023 audited by AASC Auditing Firm Company Limited.5. Approval of the profit and dividend distribution plan in 2023;6. Approval of the remuneration report in 2023 for the Board of Directors, the Supervisory Board, and the salary of the Board of Directors and other managers and the proposed remuneration for the Board of Directors and the Supervisory Board in 2024.7. Approval of the selection of an independent auditing company to review the semi-annual

			<p>report and audit the financial statements in 2024;</p> <p>8. Approval of contracts and transactions between the Company and related parties.</p> <p>9. Approval of the election results of members of the Board of Directors and the Supervisory Board for the 2024-2029 term.</p>
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II. ACTIVITIES OF THE BOARD OF DIRECTORS (BOD)

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

No	Members of Board of Directors	Position	Date of Membership	
			Date of Appointment	Date of dismissal
1	Ms. Vu Thi Hao	Chairman of the Board of Directors	19/4/2019	20/04/2024
2	Ms. Nguyen Thi Thu Hong	Chairman of the Board of Directors	20/4/2024	
3	Mr. Ngo Quang Than	Deputy Chairman of the Board of Directors, Director	23/12/2017	
4	Mr. Hoang Hong Huong	Non-executive members of the Board of Directors	25/4/2023	
5	Mr. Le Dang Khoa	Non-executive members of the Board of Directors	19/4/2019	
6	Mr. Nguyen Duy Cuong	Independent member of the Board of Directors	20/4/2024	
7	Mr. Pham Ngoc Son	Non-executive members of the Board of Directors	19/4/2019	20/04/2024

2. Board of Directors meetings:

No	Member of the Board of Directors	Number of meetings attended	Meeting Attendance Rate	Reason for not attending
1	Ms. Vu Thi Hao	03/10	100%	Dismissed April 20, 2024
2	Ms. Nguyen Thi Thu Hong	07/10	100%	Appointed April 20, 2024
3	Mr. Ngo Quang Than	10/10	100%	
4	Mr. Hoang Hong Huong	10/10	100%	
5	Mr. Le Dang Khoa	10/10	100%	
6	Mr. Nguyen Duy Cuong	07/10	100%	Appointed April 20, 2024
7	Mr. Pham Ngoc Son			Dismissed April 20, 2024

3. Supervisory activities of the Board of Directors towards the Executive Board:

- The Board of Directors always fully complies with the responsibilities and obligations as prescribed by the Law on Enterprises, the Company's Charter of Operations, and relevant legal documents;

- The Board of Directors promptly directs and supports the Director in implementing the Company's production and business targets in 2024.

- The Board of Directors regularly supervises the Executive Board:

+ To ensure that the Company's operations comply with the provisions of law, the Company's Charter and Regulations.

+ In organizing and implementing resolutions of the Board of Directors and the General Meeting of Shareholders.

+ In managing production, business and corporate finance.

+ Reviewing the business performance reports for the first 6 months, 9 months and 2024.

+ Reviewing the semi-annual financial report for 2024.

3. Activities of subcommittees under the Board of Directors: The Company's Board of Directors has not established any subcommittees.

4. Resolutions of the Board of Directors:

No	Resolution/ Decision No.	Date	Content	Adoption rate
1	01/NQ-HDQT	28/02/2024	1. Approval of the financial report in 2023 audited by AASC Auditing Company Limited. 2. Approval of the production and business plan in 2024. 3. Approval of the cash dividend payment plan in 2023. 4. Approval of the plan to organize the Annual General Meeting of Shareholders in 2024.	100%
2	02/NQ-HDQT	09/4/2024	1. Approval of the policy of investing in machinery and equipment for production and business in 2024.	100%
3	03/NQ-HDQT	22/4/2024	1. Approval of the election of the Chairman and Vice Chairman of the Board of Directors of the Company for the 2024-2029 term. 2. Approval of the appointment of the Secretary of the Board of Directors of the Company for the 2024-2029 term.	100%
4	04/NQ-HDQT	24/4/2024	Approval of the extension of the term of office of Director and Deputy	100%

			Director of the Textbook Printing Joint Stock Company in Hanoi City.	
5	01/QD-HDQT	24/4/2024	Decision on extending the term of office of the Company Director for Mr. Ngo Quang Than - Company Director.	
6	02/QD-HDQT	24/4/2024	Decision on extending the term of office of Deputy Director of the Company for Mr. Ngo Dac Nam - Company Deputy Director.	
7	05/NQ-HDQT	30/5/2024	Approval of the policy of implementing the process of reappointing the positions of Director and Deputy Director of the Textbook Printing Joint Stock Company in Hanoi City.	100%
8	06/NQ-HDQT	10/6/2024	1. Approval of the selection of AASC Auditing Company Limited as the independent auditor to review the semi-annual financial statements and audit the 2024 financial statements for the Company. 2. Approval of the remuneration level for the Board of Directors, Supervisory Board and Secretary of the Board of Directors in 2024.	100%
9	07/NQ-HDQT	16/9/2024	Approval of the estimated production and business targets achieved in the first 8 months of the year; production and business tasks for the last 4 months of 2024.	100%
10	08/NQ-HDQT	05/12/2024	On reappointing the Director and Deputy Director of the Textbook Printing Joint Stock Company in Hanoi City.	100%

III. SUPERVISORY BOARD

1. Information about the members of the Supervisory Board

No	Members of Supervisory Board	Position	Starting date as member of the Supervisory Board	Date of ceasing to be a member of the Supervisory Board	Professional qualifications
1	Ms. Nguyen Thi Kim Anh	Head of Board	19/4/2019	20/04/2024	Bachelor
2	Ms. Ta Thi Thanh Huyen	Head of Board	20/4/2024		Bachelor
3	Mr. Nguyen Dac Huan	Member	In 2009		Bachelor
4	Mr. Le Quang Ha	Member	In 2009	20/04/2024	Bachelor
5	Ms. Nguyen Thi Luyen	Member	20/4/2024		Bachelor

2. Meeting of the Supervisory Board:

No	Members of Supervisory Board	Number of meetings attended	Attendance rate	Voting rate	Reasons for not attending
1	Ms. Nguyen Thi Kim Anh	1/3	100%	100%	Dismissed April 20, 2024
2	Ms. Ta Thi Thanh Huyen	2/3	100%	100%	Appointed April 20, 2024
3	Mr. Nguyen Dac Huan	3/3	100%	100%	
4	Mr. Le Quang Ha	1/3	100%	100%	Dismissed April 20, 2024
5	Ms. Nguyen Thi Luyen	2/3	100%	100%	Appointed April 20, 2024

3. Supervisory activities of the Supervisory Board towards the Board of Directors, the Executive Director and shareholders in 2024:

- Review the audited financial statements for 2023; the semi-annual financial statements for 2024 in a complete and timely manner.

- Monitor the implementation of the contents of the resolutions of the shareholders' meetings in 2023 and 2024.

- Inspect and monitor the production and business activities; purchase and sale of materials, machinery, equipment and goods of the Company.

- Monitor the Company's information disclosure regime in accordance with the regulations of the State Securities Commission.

- Inspect and monitor the implementation of regimes and policies for employees at the enterprise.

- Synthesize and prepare a report on the activities of the Supervisory Board to submit to the Annual General Meeting of Shareholders in 2024.

- Monitor the re-appointment of the Company's Director and Deputy Director.

4. Coordination between the Supervisory Board and the activities of the Board of Directors, the CEO and other managers:

- The Supervisory Board is provided with information on the Resolutions, meeting minutes of the Board of Directors, the financial report in 2023 and the semi-annual financial report in 2024 in a complete and timely manner.

- In general, the Supervisory Board always receives coordination and facilitation from the Board of Directors and the Executive Board of the Company.

- The Supervisory Board is invited to attend all meetings of the Board of Directors to participate in supervision and contribute related issues.

- The Supervisory Board fully attends the Annual General Meeting of Shareholders in 2024.

5. Other activities of the Supervisory Board.

Regularly exchange information on the corporate governance situation among members of the Supervisory Board, thereby orienting the activities of the Supervisory Board.

IV. EXECUTIVE MANAGEMENT

No	Members of Executive Management	Date of birth	Professional qualifications	Date of re-appointment
1	Mr. Ngo Quang Than	25/01/1969	Master of Business Administration	05/12/2024
2	Mr. Ngo Dac Nam	15/07/1976	Bachelor of Economics	05/12/2024

V. CHIEF ACCOUNTANT

Full name	Date of birth	Professional qualifications	Date of appointment
Vu Thi Hoa	21/03/1982	Bachelor of Accounting	26/04/2021

VI. TRAINING ON CORPORATE GOVERNANCE.

Members of the Board of Directors, the Supervisory Board, the Executive Management and the Secretary of the Board of Directors regularly update legal documents and State regulations on Corporate Governance.

VII. LIST OF RELATED PERSONS AND TRANSACTIONS OF RELATED PERSONS OF THE COMPANY WITH THE COMPANY ITSELF.

- List of related persons of the Company (*Appendix 01 attached*)
- Transactions between the Company and related persons of the Company; or between the Company and major shareholders, insiders, related persons of insiders.

No	Name of organization/individual	Relationship with the Company	NSH Certificate No., date of issue, place of issue.	Head office address/Contact address	Time of transaction with the Company	Resolution/ Decision No. of the General Meeting of Shareholders' approved (if any, specify the date of issue)	Total transaction value (VND)	Transaction content
1	Educational Publishing House in Hanoi	Insiders of Major Shareholders	0100108543-016	No. 187B, Giang Vo, Dong Da, Hanoi	From 01-12/2024	Resolution No. 01/NQ-DDCD, April 20, 2024	24.308.070.299	Providing SGD printing services and printing related services
2	Educational Publishing House in Hanoi	Insiders of Major Shareholders	0100108543-016	No. 187B, Giang Vo, Dong Da, Hanoi	From 01-12/2024	Resolution No. 01/NQ-DDCD, April 20, 2024	472.521.514	Payment of electricity bill in 2024
3	Educational Publishing House in Hanoi	Insiders of Major Shareholders	0100108543-016	No. 187B, Giang Vo, Dong Da, Hanoi	From 01-12/2024	Resolution No. 01/NQ-DDCD, April 20, 2024	1.334.000	Providing clean water

4	Educational Publishing House in Hanoi	Insiders of Major Shareholders	0100108543-016	No. 187B, Giang Vo, Dong Da, Hanoi	From 01-12/2024	Resolution No. 01/NQ-DDCD, April 20, 2024	1.150.936.939	Providing warehousing and related warehousing services,
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3. Transactions between insiders of listed companies, related parties of insiders and subsidiaries, companies controlled by listed companies: none.

4. Transactions between the company and other entities: none.

VIII. TRANSACTIONS WITH STOCKS OF INTERNAL SHAREHOLDERS, MAJOR SHAREHOLDERS AND RELATED PERSONS.

1. List of internal shareholders and related persons. (*Appendix 02 attached*).

2. Stock transactions: none.

IX. OTHER ISSUES TO NOTE

None./.

Recipients:

- As to;
- Board of Directors, Supervisory Board;
- Save: document, Secretary of the Board of Directors.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN
(signed)**

Nguyen Thi Thu Hong

7	Nguyen Duy Cuong		Member of Board of Directors							20/04/2024		
7.1	Biological Father: Nguyen Duy Loc											
7.2	Biological Mother: Cu Thi Tuyet											
7.3	Wife: Nguyen Thi Ngoc Anh											
II	SUPERVISORY BOARD											
1	Nguyen Thi Kim Anh		Head of Supervisory Board							19/04/2019	20/04/2024	End of term
1.1	Husband: Vu Thanh Tung											
1.2	Son: Vu Tung Diep											
2	Le Quang Ha	003C104885	Member of the Supervisory Board							In 2009	20/04/2024	End of term
2.1	Wife: Hoang Thi Hien											
2.2	Daughter: Le Thi Thuy Dung											
2.3	Son: Le Quang Minh Hieu											
2.4	Younger Sister: Le Thi Phuong											
2.5	Younger Sister: Le Thi Hong											
2.6	Younger Sister: Le Thi Binh											
2.7	Younger Sister: Le Thi Hien											
2.8	Younger Sister: Le Thi Hoa											
3	Nguyen Dac Huan	003C104990	Director, member of Supervisory Board							In 2009		
3.1	Wife: Le Thi Thanh Huyen											
3.2	Father: Nguyen Duc Chinh											
3.3	Mother: Vu Thi Duoc											
3.4	Older Sister: Nguyen Thi Phi Nga											
3.5	Younger brother: Nguyen Dac Hoan											
4	Ta Thi Thanh Huyen		Head of Supervisory Board							20/04/2024		



		<i>Information Discloser</i>							
1									
2	Husband: Phung Danh Cuoi								
3	Father: Vu Duy Hien								
4	Mother: Tran Thi Hue								
5	Son: Phung Gia Loc								
6	Daughter: Phung Thi Nguyet Anh								
7	Older brother: Vu Hong Luong								
	Tran Thi Thanh Van								

TABLER
(signed)

Nguyen Thi Tuyet Nhung

**ORGANIZATIONAL REPRESENTATIVE
CHAIRMAN OF BOARD OF DIRECTORS**
(signed)

Nguyen Thi Thu Hong

APPENDIX 02- LIST OF INSIDERS AND RELATED PERSONS OF INSIDERS

(Attached to the Corporate Governance Report in 2024 - In Section 1, Part VIII)

No	Name of organization/individual	Securities trading account (if any)	Position at the company (if any)	ID card/Business registration number	ID card/Business registration date	ID card/Business registration place	Address	Number of shares owned at the end of the period	Percentage of shares owned at the end of the period	Note
I	BOARD OF DIRECTORS									
1	Vu Thi Hao		<i>Chairman of Board of Directors</i>					0	0%	
1.1	Biological Father: Vu Duc Doi							0	0%	
1.2	Biological Mother: Do Thi Hoai							0	0%	
1.3	Husband: Nguyen Minh Thuan							0	0%	
1.4	Son: Nguyen Vu Hung							0	0%	
1.5	Son: Nguyen Duc Minh							0	0%	
1.6	Older Sister: Vu Thi Huong							0	0%	
1.7	Older Brother: Vu Duc Hai							0	0%	
1.8	Older Sister: Vu Thi Ha							0	0%	
1.9	Younger brother: Vu Duc Hung							0	0%	
2	Nguyen Thi Thu Hong		<i>Chairman of Board of Directors</i>					0	0%	
2.1	Biological mother: Nguyen Thi Thanh Hieu							0	0%	
2.2	Younger sister: Nguyen Thu Ha							0	0%	
2.3	Son: Doan Vu Khoa							0	0%	
2.4	Daughter: Doan Tue Nhi							0	0%	
3	Ngo Quang Than		<i>Director, Vice Chairman of Board of Directors</i>					30.000	1,43%	
3.1	Biological mother: Dam Thi Dich							0	0%	
3.2	Wife: Vu Thi Nhan							0	0%	
3.3	Daughter: Ngo Bao Tam							0	0%	
3.4	Son: Ngo Quang Hieu							0	0%	
3.5	Older Sister: Ngo Bich Thuy							0	0%	

3.6	Older Brother: Ngo Manh Thang									0	0%
4	Hoang Hong Huong								<i>Member of Board of Directors</i>	30.000	1,43%
4.1	Wife: Nguyen Thi Thu Huong									0	0%
4.2	Son: Hoang Bach Viet									0	0%
4.3	Daughter: Hoang Phuong Anh									0	0%
4.4	Daughter: Hoang Anh Thu									0	0%
5	Pham Ngoc Son								<i>Member of Board of Directors</i>	0	0%
5.1	Mother: Pham Thi Tinh									0	0%
5.2	Wife: Hoang Thi Thanh Mai									0	0%
5.3	Son: Pham Ngoc Huy									0	0%
5.4	Daughter: Pham Thao Linh									0	0%
5.5	Older Sister: Pham Thi Xuyen									0	0%
5.6	Younger Sister: Pham Thi Xuan									0	0%
5.7	Younger Sister: Pham Thi Ha									0	0%
6	Le Dang Khoa								<i>Member of Board of Directors</i>	95.900	4,58%
6.1	Biological Father: Le Trong Khoi									0	0%
6.2	Biological Mother: Ha Thi Hong									0	0%
6.3	Wife: Nguyen Thi Huong									0	0%
6.4	Daughter: Le Huong Giang									0	0%
6.4	Daughter: Le Kim Khanh									0	0%
6.6	Daughter: Le Kim Yen									0	0%
6.7	Son: Le Dang Quang									0	0%
6.8	Younger brother: Le Trong Khue									0	0%
6.9	Younger Sister-in-law: Nguyen Thi Thanh Dung									96.300	4,59%
6.10	Younger brother: Le Trung Kien									0	0%
6.11	Sister-in-law: Nguyen Thi Ngan									153.100	7,30%

		<i>Information Discloser</i>						
1.1	Husband: Phung Danh Cuoi						0	0%
1.2	Father: Vu Duy Hien						0	0%
1.3	Mother: Tran Thi Hue						0	0%
1.4	Son: Phung Gia Loc						0	0%
1.5	Daughter: Phung Thi Nguyet Anh						0	0%
1.6	Older brother: Vu Hong Luong						0	0%
1.7	Tran Thi Thanh Van						0	0%

TABLER
(signed)

Nguyen Thi Tuyet Nhung

**ORGANIZATIONAL REPRESENTATIVE
CHAIRMAN OF BOARD OF DIRECTORS**
(signed)

Nguyen Thi Thu Hong

Tôi Hoàng Thị Hiền; Căn cước công dân số : 038301006865 ; Ngày cấp: 16/09/2021; Nơi cấp : Cục Cảnh sát Quản lý hành chính về trật tự xã hội; cam đoan và chịu trách nhiệm về tính chính xác của bản dịch từ tiếng Việt sang tiếng Anh và ký tên dưới đây.

I, Hoang Thi Hien; Citizen ID card No: 038301006865; Date of issue: September 16, 2021; Place of issue: Department for Administrative Management of Social Order; undertakes and takes responsibility for the accuracy of the translation from Vietnamese to English and sign below.

Người dịch
Translator

Hoàng Thị Hiền
Hoang Thi Hien

Ngày 23 tháng 01 năm 2025

Công Ty TNHH Dịch vụ & Thương Mại ELITA xác nhận Bà Hoàng Thị Hiền, Căn cước công dân số : 038301006865; Ngày cấp: 16/09/2021; Nơi cấp : Cục Cảnh sát Quản lý hành chính về trật tự xã hội; là người dịch có chữ ký bên là đúng.

January 23, 2025

ELITA Service & Trading Company Limited confirms that Ms. Hoang Thi Hien, Citizen ID card No: 038301006865; Date of issue: September 16, 2021; Place of issue: Department for Administrative Management of Social Order; is the translator whose signature is correct.

CÔNG TY TNHH DỊCH VỤ & THƯƠNG
MẠI ELITA
ELITA SERVICE & TRADING COMPANY
LIMITED



PHÓ GIÁM ĐỐC
Nguyễn Thị Dung