



VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

CÔNG TY CỔ PHẦN ĐẦU TƯ & PHÁT TRIỂN GIÁO DỤC PHƯƠNG NAM

PHUONG NAM EDUCATION INVESTMENT AND DEVELOPMENT.,JSC

Website: phuanam.edu.vn

Address: 231 Nguyen Van Cu Street, District 5, Ho Chi Minh City – Tel: (028) 73 035 556 – Fax: (028) 38 305 002
Business Registration Number: 0304952106

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WORKING REGULATIONS

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Phuong Nam Education Investment and Development Joint Stock Company

Pursuant to:

The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 2020-06-17;

- *The Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 2019-11-26, and its accompanying sub-law documents;*
- *Decree 155/2020/NĐ-CP, detailing the implementation of certain articles of the Securities Law, passed on 2020-12-31;*
- *Charter of Organization and Operation of Phuong Nam Education Investment and Development Joint Stock Company;*
- *Internal Regulations on Corporate Governance of Phuong Nam Education Investment and Development Joint Stock Company.*

To ensure the successful execution of the 2025 Annual General Meeting of Shareholders of Phuong Nam Education Investment and Development Joint Stock Company, the Board of Directors has formulated these regulations, working principles, conduct, and voting procedures for the General Meeting of Shareholders' approval as follows:

1. OBJECTIVES

- To ensure the procedures, principles of conduct, and voting at the Annual General Meeting of Shareholders of Phuong Nam Education Investment and Development Joint Stock Company proceed in accordance with regulations and conclude successfully.
- The Resolutions of the General Meeting of Shareholders reflect the unified will of the General Meeting of Shareholders, meeting the aspirations and rights of shareholders and complying with the law.

2. SCOPE AND APPLICABILITY

- Applicable Subjects: All shareholders, representatives (authorized individuals) of shareholders holding shares of Phuong Nam Education Investment and Development Joint Stock Company, and invited guests attending the Annual General Meeting of Shareholders of Phuong Nam Education Investment and Development Joint Stock Company must comply with and adhere to the provisions of these Regulations, the Company's Charter, and applicable legal regulations.
- Scope of Application: These regulations are applicable to the organization of the 2025 Annual General Meeting of Shareholders of Phuong Nam Education Investment and Development Joint Stock Company.

3. EXPLANATION OF TERMS/ABBREVIATIONS

- Company : Phuong Nam Education Investment and Development Joint Stock Company
- Board of Directors : Board of Directors
- BOS : Board of Supervisors
- Organizing Committee : Organizing Committee
- General Meeting of Shareholders : General Meeting of Shareholders
- Delegates : Shareholders, representatives (authorized persons)
- General Meeting : General Meeting of Shareholders

4. CONTENT OF THE REGULATIONS

4.1 Conditions for Conducting the General Meeting of Shareholders

- The General Meeting of Shareholders shall be convened when the number of delegates present represents more than 50% of the total voting shares.
- In the event that the first meeting does not meet the conditions for proceeding as stipulated in Clause 1, Article 19 of the Company's Charter, a notice for the second meeting shall be sent within 30 days from the date of the intended first meeting. The second convened General Meeting of Shareholders shall be held when the number of shareholders present represents at least 33% of the total voting shares.
- In the event that the second meeting does not meet the conditions for proceeding as stipulated in Clause 2, Article 19 of the Company's Charter, a notice for the third meeting shall be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be held regardless of the total voting shares of the shareholders present.

4.2 Conditions for Shareholder Participation in the General Meeting

Shareholders with voting rights in the Company, according to the shareholder list finalized on 2025-03-11, have the right to attend the General Meeting of Shareholders; they may attend directly or authorize a representative to attend on their behalf. In the case of more than one authorized representative as prescribed by law, the specific number of shares held by each representative must be clearly defined.

4.3 Guests at the General Meeting of Shareholders

- Are Company management personnel, guests, and members of the Organizing Committee who are not Company shareholders but are invited to attend the General Meeting of Shareholders.
- Guests do not participate in speaking at the General Meeting of Shareholders (unless invited by the Chairperson, or having registered beforehand with the Organizing Committee and approved by the Chairperson).

4.4 Delegates participating in the General Meeting of Shareholders must comply with the following regulations:

- Be punctual, dress formally and respectfully, comply with security checks (if any), and present identification documents, etc., as requested by the Organizing Committee.
- Receive dossiers, documents, and papers serving the General Meeting of Shareholders at the

reception desk in front of the meeting hall.

- Late delegates have the right to register immediately and subsequently participate and vote in the General Meeting of Shareholders. The Chairperson is not responsible for pausing the General Meeting of Shareholders to allow late delegates to register; the voting results of matters voted on before the delegate's arrival will not be affected.
- Set mobile phones to vibrate or silent mode, and step outside for conversations when necessary.
- Refrain from smoking and maintain order in the meeting hall.
- Comply with the regulations of the Organizing Committee and the presiding Chairperson.
- In the event that a delegate fails to comply with the inspection regulations or the aforementioned measures and regulations, the Chairperson, after careful consideration, may refuse or expel said delegate from the meeting venue to ensure the smooth and planned proceedings of the General Meeting of Shareholders.

4.5 Chairperson and Presidium

- The Presidium comprises the Chairperson and Members.
- The Chairman of the Board of Directors serves as Chairperson or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors;
- If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of their own to chair the meeting by majority vote. In case a Chairperson cannot be elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the individual with the highest number of votes shall serve as Chairperson;
- In other cases, the signatory convening the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a Chairperson, and the individual with the highest number of votes shall be appointed Chairperson.
- The Chairperson has the authority to implement necessary measures to conduct the meeting in a reasonable and orderly manner, according to the approved agenda and reflecting the wishes of the majority of attendees.
- The Chairperson has the right to postpone the General Meeting of Shareholders, provided that the maximum number of registered attendees has been reached, for no more than 03 working days from the intended commencement date, and the meeting may only be postponed or the venue changed according to the provisions of Clause 8, Article 146 of the Law on Enterprises.
- Duties of the Presidium:
 - Manage the activities of the Company's General Meeting of Shareholders according to the Board of Directors' proposed agenda approved by the General Meeting of Shareholders;
 - Guide delegates and the General Meeting of Shareholders in discussing the agenda items;
 - Present drafts and conclusions on matters requiring a vote by the General Meeting of Shareholders;

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- Respond to inquiries from the General Meeting of Shareholders;
- Address any issues arising during the General Meeting of Shareholders.
- The Presidium's working principle: The Presidium operates on the principles of collectiveness, democratic centralism, and majority decision.

4.6 Meeting Secretary

- The Chairperson appoints one or several individuals to serve as Meeting Secretary.
- Duties and Responsibilities:
 - Record the General Meeting's proceedings comprehensively and accurately;
 - Receive Delegates' registration forms for speaking requests;
 - Prepare the Meeting Minutes and draft the General Meeting of Shareholders Resolution;
 - Assist the Chairperson in disseminating information pertaining to the General Meeting of Shareholders and notifying the Shareholders in accordance with legal regulations and the Company's Charter.
 - Other duties as assigned by the Chairperson.

4.7 Ballot Counting Committee

- The General Meeting of Shareholders elects one or more individuals to the Ballot Counting Committee as proposed by the Meeting Chairperson.
- Duties of the Ballot Counting Committee:
 - Disseminate the voting principles, regulations, and guidelines.
 - Review and report to the General Meeting any violations of voting procedures or complaints regarding voting outcomes;
 - Verify and record ballots, compile a ballot counting report, and announce results; submit the report to the Chairperson.

4.8 Delegate Qualification Verification Committee

- The Delegate Qualification Verification Committee of the General Meeting consists of 03 members, including 01 Head and 02 members.
- Duties of the Delegate Qualification Verification Committee:
 - Verify the eligibility and attendance of shareholders and shareholder representatives attending the meeting.
 - The Head of the Delegate Qualification Verification Committee reports to the General Meeting of Shareholders on shareholder attendance. The General Meeting of Shareholders can proceed if the meeting has a quorum of shareholders and authorized representatives, holding over 50% of the total voting shares.

4.9 Speaking at the General Meeting

- Delegates wishing to speak at the General Meeting must obtain the Chairperson's approval. Delegates' statements should be concise, focusing on essential discussion points, aligning with

the approved meeting agenda, or submitted in writing to the Meeting Secretary for compilation and presentation to the Chairperson.

- The Chairperson will arrange for delegates to speak in order of registration, address shareholder inquiries during the meeting, or document them for subsequent written responses.

4.10 Voting to Approve Matters at the General Meeting

4.10.1 Principles

- All matters listed in the meeting agenda and discussed at the General Meeting must be publicly debated and voted upon by the General Meeting of Shareholders.
- Voting Cards and Ballots are printed, sealed, and distributed directly to delegates at the general meeting (along with hard copy or electronic versions of the GMS materials). Voting Cards and Ballots clearly display the delegate's identification number, full name, number of owned shares, and any authorized voting shares held by that delegate.
- For each agenda item, the Chairperson shall propose voting methods to be ratified by the General Meeting.
- Voting Methods are as follows:
 - o Voting by Raising Voting Cards: This method is employed for deciding upon the following: Meeting Agenda; Meeting Rules of Procedure; Presidium members; Ballot Counting Committee members; ratification of the Meeting Minutes, the Resolution, and other meeting matters (if applicable);
 - o Voting by completing the Ballot: this method is used to approve the following matters: the Board of Directors' Report on the operating results of 2024 and the operating plan for 2025; the General Director's Report on the production and business results of 2024 and the business plan for 2025; the Supervisory Board's Report on the operating results of 2024 and the operating plan for 2025; and voting to approve the contents of the submissions at the General Meeting.

4.10.2 Voting methods

- o Delegates cast their votes to Approve, Disapprove, or Abstain on a matter presented for voting at the General Meeting by raising their Voting Cards or filling in the selection options on the Ballot corresponding to the content to be voted on as prescribed in Section 4.10.1.
- o When voting by raising Voting Cards, the front of the Voting Card must be raised towards the Presidium. If a delegate does not raise their Voting Card in all three voting sessions for Approval, Disapproval, or Abstention on a matter, it is considered as approving that matter. If a delegate raises their Voting Card more than once when voting for Approval, Disapproval, or Abstention on a matter, it is considered an invalid vote. Following the voting method by raising Voting Cards, the Delegate Eligibility Verification Board/Ballot

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Counting Board marks the delegate code and corresponding ballot number of each shareholder's Approval, Disapproval, Abstention, and Invalid votes.

- When voting by completing the Ballot, for each content, delegates select one of the three options "Approve," "Disapprove," or "Abstain" pre-printed on the Ballot by marking "X" in their chosen box. After completing all the content requiring a vote at the General Meeting, delegates submit their ballots to the sealed ballot box at the General Meeting as instructed by the Ballot Counting Board. Ballots must be signed and clearly state the delegate's full name.

4.10.3 Ballot Validity

- **A valid Ballot is a ballot that follows the pre-printed template issued by the Organizing Committee, bears the company's red seal, is free from erasures, alterations, tears, or damage, contains no additional content beyond what is prescribed for this ballot, and must be signed with the delegate's full handwritten name below the signature.**

On the ballot, the voting content (Report, Submission) is considered valid when the delegate marks one of the three voting boxes.

- **Invalid Ballots:**

- Contain content that does not comply with the regulations of a valid Ballot;
- Have additional content written on the ballot;
- Are not the pre-printed template issued by the Organizing Committee, do not have the company's red seal, have erasures or alterations, have additional content written beyond the prescribed ballot regulations, lack a signature, or do not state the delegate's full name; in such cases, all voting content on the ballot is invalid.

4.10.4 Voting Regulations

Each common share is equivalent to one voting right. Each attending delegate representing one or more voting rights will be provided with a Voting Card and a Ballot.

- As of the shareholder record date (2025-03-11), the total number of shares of the company is 9,271,800 shares, equivalent to 9,271,800 voting rights.
- Matters requiring a vote at the General Meeting are only passed when approved by shareholders holding more than 50% of the total voting shares of all attending shareholders. In some cases, as stipulated in Clause 1, Article 21 of the Company's Charter, voting matters require approval from 65% or more of the total voting shares of all attending shareholders.
- Note:
 - Affiliated shareholders/proxies are not entitled to vote on contracts and transactions valued at 35% or more, and transactions leading to a total transaction value incurred in 2025 equal to or exceeding 35% of the Company's total assets recorded in the most recent financial statements (these contracts or transactions are only approved with the affirmative vote of shareholders/proxies representing 65% of the remaining voting shares (pursuant to Clause 4, Article 167 of the Law on Enterprises 2020).

- Shareholders/proxies representing 51% or more of the total voting shares, or affiliated persons of such shareholders, are not entitled to vote on contracts and transactions valued at more than 10% (of the Company's total assets recorded in the most recent financial statements) between the Company and those shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises 2020).

4.10.5 Recording Voting Results

- At the General Meeting, the General Meeting of Shareholders will approve the Ballot Counting Committee.
- The Ballot Counting Committee is responsible for collecting ballots.
- The Ballot Counting Committee will verify the number of votes in favor, against, and abstentions for each item and is responsible for recording, tabulating, and reporting the voting results at the General Meeting of Shareholders.

4.11 Minutes and Resolutions of the General Meeting of Shareholders

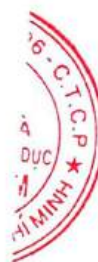
All matters at the General Meeting of Shareholders must be recorded in the minutes of the General Meeting of Shareholders by the Secretary of the General Meeting. The minutes of the General Meeting of Shareholders must be read and approved before the General Meeting adjourns.

5. Implementation

- All delegates, representatives, and guests attending the General Meeting are responsible for fully complying with the provisions of these Regulations, the current regulations, rules, and management regulations of the Company, and relevant laws.
- The convener of the General Meeting of Shareholders has the right to:
 - Request all attendees to undergo inspection or other security measures;
 - Request competent authorities to maintain order at the meeting; expel those who fail to comply with the Chairman's direction of the proceedings, deliberately disrupt order, impede the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
- Matters not specifically provided for in these regulations shall be uniformly applied according to the provisions of the Company's Charter, the Law on Enterprises 2020, and current legal documents of the State.

These regulations shall take effect immediately after being approved by the General Meeting of Shareholders.

**On behalf of the Board of Directors
CHAIRMAN**



Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors, Board of Management, Member of the Board of Supervisors;
- Archive: Department, Secretary.

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Ho Chi Minh City, April 10, 2025

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**REPORT OF THE BOARD OF DIRECTORS
 AT THE GENERAL MEETING OF SHAREHOLDERS 2025**



Pursuant to the Charter of Organization and Operation of Phuong Nam Education Investment and Development Joint Stock Company and the provisions of current law;

– Based on the audited financial statements for the year 2024 of Phuong Nam Education Investment and Development Joint Stock Company, audited by AAC Auditing and Accounting Company Limited;

The Board of Directors of Phuong Nam Education Investment and Development Joint Stock Company reports to the General Meeting of Shareholders on the activities of the Board of Directors in 2024 and the planned direction for 2025 as follows:

PART I

REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

I. Board of Directors Personnel:

The Board of Directors of Phuong Nam Education Investment and Development Joint Stock Company (SED) for the 2022-2027 term consists of 05 members elected at the 2022 Annual General Meeting of Shareholders. The 2023 Annual General Meeting of Shareholders dismissed and elected 01 additional member to the Board of Directors. The current Board of Directors is as follows:

No.	Member	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	Number of shares held personally	Percentage of ownership/ Charter capital
1	Mr. Le Huy	Chairman of the Board of Directors (Non-executive)	37.000	0,37%
2	Mr. Dinh Gia Le	Non-executive member	0	0%



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3	Ms. Le Phuong Mai	Executive member, concurrently General Director	25.000	0,25%
4	Mr. Nguyen Phong Yen	Executive member, concurrently Deputy General Director	0	0%
5	Ms. Nguyen Thi Thanh Xuan	Independent member	0	0%

II. Activities of the Board of Directors in 2024:

1. Meetings of the Board of Directors in 2024:

The Board of Directors consists of 05 members and held 06 meetings. Specifically:

No.	Board of Directors' members	Number of meetings attended by Board of Directors	Percentage of meetings attended	Reasons for not attending the meeting
1	Mr. Le Huy	6/6	100%	
2	Mr. Dinh Gia Le	6/6	100%	
3	Ms. Le Phuong Mai	6/6	100%	
4	Mr. Nguyen Phong Yen	6/6	100%	
5	Ms. Nguyen Thi Thanh Xuan	6/6	100%	

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/NQ-SED-HDQT	2024-02-19	Agreement on the organization of the 2024 Annual General Meeting of Shareholders: time, location, and meeting agenda.	100%
2	03/NQ-SED-HDQT	2024-03-25	Approval of the contents of the documents for the 2024 Annual General Meeting of Shareholders, including: Draft agenda, reports, submissions seeking opinions of the General Meeting, working regulations,	100%



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No.	Resolution/Decision No.	Date	Content	Approval rate
			and other documents related to the organization of the General Meeting of Shareholders.	
3	04/NQ-SED-HDQT	2024-03-25	Assigning personnel to participate in the organization of the 2024 Annual General Meeting of Shareholders.	100%
4	05/NQ-SED-HDQT	2024-03-25	Approval of the production and business results of Quarter 1/2024 and the work plan for Quarter 2/2024.	100%
5	06/NQ-SED-HDQT	2024-03-25	Approval of the policy to appoint management personnel, with the appointment decision signed by the General Director.	100%
6	17/NQ-SED-HDQT	2024-05-14	Approval of the plan to pay 2023 dividends in cash: implementation rate of 15%; last registration date: 2024-05-31; payment date: 2024-06-14.	100%
7	18/NQ-SED-CHAIRMAN OF THE BOARD OF DIRECTORS	2024-05-14	Agreement to select AAC Auditing and Accounting Company Limited as the auditor for the 2024 Financial Statements of the Company.	100%
8	20/NQ-SED-CHAIRMAN OF THE BOARD OF DIRECTORS	2024-07-15	Approval of the Q2 2024 production and business results and the Q3 2024 work plan.	100%
9	22/NQ-SED-CHAIRMAN OF THE BOARD OF DIRECTORS	2024-09-30	Approval of the Q3 2024 production and business results and the Q4 2024 work plan.	100%
10	24/NQ-SED-CHAIRMAN OF THE BOARD OF DIRECTORS	2024-12-04	Approval of the change in internal persons: Ms. Nguyen Minh Trang ceases to be the Company's Corporate Governance Officer and Company Secretary; appointment of Ms. Ngo Hoai Giang as Company's Corporate Governance Officer and Company Secretary.	100%
11	26/NQ-SED-CHAIRMAN OF THE BOARD OF DIRECTORS	2024-12-25	Approval of the 2024 production and business results and the 2025 work plan.	100%





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No.	Resolution/Decision No.	Date	Content	Approval rate
12	27/NQ-SED-CHAIRMAN OF THE BOARD OF DIRECTORS	2024-12-25	Approval of the policy to appoint management personnel for whom the General Director signs the appointment decision.	100%

2. Evaluation of the implementation of the 2024 plan targets:

The Company has exceeded the revenue and profit targets approved by the 2024 Annual General Meeting of Shareholders, specifically:

No.	Content	Unit	2024 Plan	2024 Performance	Ratio AC/PL
1	Total Revenue	Billion VND	1.031	1.336	130%
2	Profit Before Tax	Billion VND	48,7	78,7	162%
3	Dividend	%	15%	15%	100%

3. Supervisory activities of the Board of Directors over the General Director:

– The Board of Directors always fully fulfills its responsibilities and obligations as prescribed by the Enterprise Law and relevant legal documents.

– The Board of Directors regularly monitors the General Director's executive work, ensuring that the company's operations comply with the provisions of law, the Charter, and management regulations in managing production, business, and corporate finance.

– The Board of Directors holds quarterly meetings to review the General Director's reports on business results and work plans, ensuring the completion of planned targets.

– The Board of Directors always provides timely direction and support to the General Director in implementing the company's production and business targets.

4. Supervisory and evaluation activities of the Board of Directors on the Executive Board:



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2024 is the final year in the 5-year roadmap for changing textbooks according to the 2018 General Education Program, and the achieved results demonstrate the efforts of the Company's staff. The Board of Directors highly appreciates the dynamism and sensitivity of the Executive Board in the following areas: investment and release of new products, organization of effective introductions and training in assigned areas, maintaining and developing market share, diversifying customer support services, and continuously improving management and administration. From the Board of Directors' strategy, the Executive Board has proactively developed action programs, closely followed the market, effectively developed online sales channels, and researched and innovated accompanying activities to support customers by creating new and useful experiences. As a result, in 2024, the Company exceeded the revenue and profit plan approved by the General Meeting of Shareholders, created jobs and stable income for employees, and ensured investment efficiency for shareholders.

Throughout its operations, the Executive Board has consistently adhered to legal regulations, the Company Charter, Corporate Governance Regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors.

5. Activities of Independent members of the Board of Directors and their evaluation of the Board's activities:

** Activities of Independent members of the Board of Directors:*

In 2024, Independent members of the Board of Directors fully participated in Board meetings and provided valuable contributions to corporate governance. Concurrently, they also offered consultative opinions and critical feedback on Board decisions, upholding the law and safeguarding the Company's best interests.

The Independent members of the Board of Directors possess a deep understanding of the educational sector's trajectory and the operational specifics of entities involved in the investment and trade of educational books and equipment, particularly English language materials. They have made significant contributions to the development of the Company's strategic and operational plans. These members have fulfilled their assigned rights and responsibilities in accordance with relevant legal regulations, the Company

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Charter, and resolutions of the General Meeting of Shareholders. During 2024, the Independent members of the Board of Directors completed the following tasks:

- ✓ Executed their assigned duties and responsibilities with integrity, diligence, and utmost effort to ensure the maximum protection of the Company's legitimate interests.
- ✓ Remained steadfastly loyal to the interests of the Company and its shareholders; refrained from utilizing company information, trade secrets, or business opportunities, as well as their position, title, and company assets, for personal gain or to serve the interests of other organizations or individuals.
- ✓ Provided a comprehensive overview encompassing the interests of all relevant stakeholders, offered insightful opinions, and rendered decisions that enhanced the efficacy and feasibility of Board resolutions, thereby improving the Company's operational efficiency and safeguarding the rights and interests of both the Company and its shareholders.
- ✓ Fulfilled other obligations stipulated by law and the Company Charter. The Independent members of the Board of Directors exercised their management function by participating in Board discussions and decision-making, ensuring that decisions were reached equitably and judiciously.

** Evaluation of Board activities by Independent members of the Board of Directors:*

The Board of Directors comprises individuals with specialized expertise, extensive experience, broad networks, and established credibility within the education sector. Furthermore, the Board members continually seek knowledge and stay abreast of societal advancements and technological progress, specifically to enhance their leadership and management capabilities, shaping the Company's developmental trajectory in alignment with the trends of an integrated education landscape. This contributes to educational reform while elevating the prestige and brand recognition of Phuong Nam Education.

In 2024, the Board of Directors executed its functions and responsibilities in strict compliance with the Enterprise Law, the Charter, the Board of Directors' operational regulations, and the internal corporate governance regulations. The Board issued decisions delegating responsibilities, and each member effectively fulfilled their assigned duties. The



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Board diligently oversaw the activities of the Executive Board to ensure adherence to the resolutions of the 2024 General Meeting of Shareholders, along with the established strategic goals and plans. The Board promptly provided guidance and support to the Executive Board in implementing the Company's production and business targets. The Board convened regular and ad-hoc meetings to approve matters within its purview, address emerging issues promptly, and resolve challenges and obstacles. The Board participated in the Company's quarterly and annual review meetings, providing guidance and direction for business activities and management operations.

Concurrently, the Board of Directors consistently collaborates closely with the Board of Supervisors to oversee the Executive Board in managing the Company's production, business operations, and finances.

6. Activities of other sub-committees under the Board of Directors: Currently, the Board of Directors does not have any sub-committees.

7. Report on transactions between the company, its subsidiaries, companies in which the public company holds 50% or more of the charter capital, with members of the Board of Directors and their related persons; transactions between the company and companies in which members of the Board of Directors are founders or business managers during the nearest three years prior to the transaction date:

Information regarding related parties and significant transactions with related parties occurring in 2024 is detailed in Sections a and b, Item 34 of the Notes to the Audited 2024 Financial Statements (pages 30, 31, 32).

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

Details are provided in Section c, Item 34 of the Notes to the Audited 2024 Financial Statements (page 32).

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PART II

PLAN OF ACTIVITIES OF THE BOARD OF DIRECTORS FOR 2025

1. Characteristics of the situation:

2025 is projected to be a year of rapid global advancement in science and technology, particularly artificial intelligence (AI), significantly impacting business operations and human life. For the educational book production and business sector, the Company needs to invest in researching new products suitable for the digital age, digitizing books and educational resources, and deploying digital product businesses.

In 2025, Vietnam will restructure its governmental agencies, including the education sector. This will also affect the Company's book publishing operations.

Based on the actual situation, the Board of Directors has developed the 2025 operational plan based on closely adhering to the main objectives of the 2022-2027 term, specifically as follows:

2. Planned direction for 2025:

- Ensure revenue and profits align with the textbook pricing issued in the 2025-2026 academic year by Vietnam Education Publishing House; maintain a 15% dividend rate.

- Research and develop new products, electronic learning materials, and smart learning materials to meet customer needs and align with teaching, learning, and capacity development trends in the digital age. Continue implementing foreign language textbooks (French and Chinese) ensuring quality requirements are met and completion is on schedule.

- Develop the market, increase market share, and continue to invest in innovating support for teachers and students in teaching and learning activities.

- Continue to build and develop the brand and corporate culture, as a reputable and leading professional unit in Vietnam in the field of educational publishing production and business.

- Invest in training to enhance professional knowledge and skills for employees and improve management and administration skills for management personnel.

- Research and apply artificial intelligence (AI) in the Company's production, business operations, and management.



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- Continue to implement the digital and green transformation roadmap for sustainable development following the direction of the Government and the Ministry of Education.

3. Activities of the Board of Directors:

- Organize regular and extraordinary meetings as prescribed by the Enterprise Law, the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Company's Board of Directors to fulfill the rights and obligations of the Board of Directors.

- Quarterly meetings are held to review the status and results of the implementation of planned targets, ensuring the completion of the plan approved by the General Meeting of Shareholders.

- Organize ad-hoc meetings to promptly resolve arising issues that fall under the Board of Directors' decision-making authority.

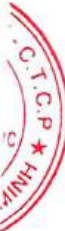
- Supervise and direct the General Director and the Board of Management in implementing the company's processes and regulations, and research improvements to adapt to the actual situation and enhance the effectiveness of management and administration.

This is the report on the activities of the Board of Directors of Phuong Nam Education Investment and Development Joint Stock Company in 2024 and the action plan for 2025. Respectfully submitted to the General Meeting of Shareholders for approval.

Sincere thanks!

**On behalf of the CHAIRMAN OF THE
BOARD OF DIRECTORS
CHAIRMAN**

Le Huy





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No.:..... /BC-SEDIDCO

Ho Chi Minh City, April 10, 2025

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Board of Directors' Report

At the 2025 Annual General Meeting of Shareholders

A. Part One

Business Performance Results in 2024

For Phuong Nam Education Investment and Development Joint Stock Company (Phuong Nam Company), 2024 marked the fifth and final year of implementing the textbook roadmap according to the 2018 General Education Program, with the introduction of new textbooks for grades 5, 9, and 12 to educational institutions. Competition continued to pose a significant challenge for the Company as many publishers participated in the textbook market, especially for English textbooks.

Implementing the directions of Vietnam Education Publishing House and the strategy of the Board of Directors, the Board of Directors proactively formulated specific and flexible action plans for each period, focusing on these tasks: Maintaining market share, developing new products, enhancing customer service quality, and improving management and administration.

In 2024, the Company effectively organized introductions and training sessions for new textbooks for the final grades 5, 9, and 12 in the assigned areas of responsibility. The collaborative efforts with educational institutions and teachers in utilizing the products were continuously refined and enhanced with various support methods, including building and updating a system of electronic learning resources and organizing contests. As a result, the prestige of the Phuong Nam Education brand has been increasingly elevated.

In 2024, the Company invested in the development of supplementary learning materials. This judicious approach contributed effectively to the Company's business results in 2024.



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In 2024, the Company continued to vigorously develop online retail channels to meet the needs of parents and students nationwide, particularly during the peak back-to-school season. The communication efforts proactively provided information related to textbooks to the public in a standardized, timely, and accurate manner.

In 2024, concurrent with the distribution efforts, the Company proactively coordinated with the Ho Chi Minh City Education Publishing House and local market management agencies to implement measures against counterfeit and pirated books.

As a result, in 2024, the collective Board of Directors and all employees of the Company diligently worked in all areas, achieving high distribution output, revenue, and profit, thereby surpassing the plan approved by the 2024 Annual General Meeting of Shareholders.

I. 2024 Production and Business Activities Results

1. Revenue and Profit:

No.	Content	Unit	Plan 2024	Actual 2024	Actual 2023	Ratio AC/PL	Actual Ratio 2024/2023
1	Total Revenue	Billion VND	1.031	1.336	1.044	130%	128%
2	Profit Before Tax	Billion VND	48,7	78,7	57,5	162%	137%

2. Investment:

a. Financial Investment:

As of 2024-12-31, the Company's total long-term financial investment was 770,000,000 VND. This amount represents the Company's capital contribution to Gia Dinh Education Publishing Service Joint Stock Company. The Company receives annual dividends from this investment.

b. Asset Investment:

In 2024, the Company did not invest in assets. The Company continues to utilize



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the book and material warehouse at Tan Phu Trung Industrial Park with a land area of 12,572 m² and a usable floor area of nearly 8,400 m².

II. Company Organization and Personnel:

1. Personnel:

The total number of personnel as of 2024-12-31 was 117 people, of which 86 personnel had a college degree or higher, accounting for 73%. In 2024, there were no changes in the departmental structure, and the Company continued to consolidate personnel in 09 specialized departments and 01 Information Technology group.

In 2024, the Company's General Director Board personnel remained unchanged. The General Director, based on the actual situation, updated and adjusted the specific assignment of duties for each member, ensuring suitability and effectiveness. The General Director Board members proactively and actively implemented their assigned tasks, consulting and proposing solutions to improve business efficiency and management.

The Company's human resources organizational structure has been perfected through the following policies: recruiting personnel with professional qualifications and experience suitable for the job position; training to update and enhance knowledge and skills for managers and professional positions; conducting annual performance evaluations as a basis for rotation and appropriate personnel assignment; periodically reviewing and adjusting salary and bonus policies to motivate work, improve labor productivity, and encourage the innovative spirit of employees.

Human resources management follows a system of task assignment, reporting, and supervision. The work results of each position are reviewed quarterly, serving as a basis for personnel evaluation and ensuring the completion of the annual plan. Regarding State regulations related to employees, the General Director Board has updated them promptly and fully, while annually reviewing, amending, and supplementing labor regulations for suitability, ensuring a serious, fair, and disciplined working environment.

2. Facilities:





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The Company has established a working environment and conditions with a modern system of facilities and equipment. It has completed an information technology system that meets the requirements for work, meetings, and seminars, both in person and online. In 2024, the Company continued to maintain offices at two locations (231 Nguyen Van Cu, Ward 4, District 5 and 133 Duong Ba Trac, Ward 1, District 8). For the two material warehouses in Tan Phu Trung and 100 Man Thien, the Company regularly inspects, maintains, and repairs the facilities, ensuring safety for employees and goods while meeting fire prevention and flood control requirements. The retail store at 231 Nguyen Van Cu is always arranged with a scientific and aesthetically pleasing display for convenient management and customer service.

3. Governance:

In 2024, the Company continued to implement digital transformation in governance by updating and completing management software for human resources, payroll, administration, task assignments, and operations. The tasks have been deployed, and implementation results have been reported and controlled transparently on the system. The General Director Board carries out operational management anytime, anywhere, quickly, promptly, and cost-effectively. With the benefits of digital transformation in management and administration, the Company will continue to maintain and invest in improving the system's efficiency in the coming years.

III. GENERAL ASSESSMENT:

In 2024, the Company exceeded the revenue and profit targets approved by the General Meeting of Shareholders. To achieve these results, in 2024, the Company's General Director Board received the attention and direction of Vietnam Education Publishing House, the strategic orientation of the Board of Directors, the companionship of shareholders, along with the solidarity, determination, and efforts of all employees.

B. Part Two

BUSINESS PRODUCTION PLAN FOR 2025



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I. KEY TASKS:

The 2025 global landscape is projected to be unstable politically, economically, and socially. In Vietnam, the streamlining and consolidation of administrative units will create employment, livelihood, and income difficulties for workers. Furthermore, the rapid and powerful development of science and technology, especially the widespread application of artificial intelligence, presents significant challenges for educational products and services. Additionally, educational books, especially English language books, face increasingly fierce competition in publishing and distribution.

In 2025, the first year after the completion of the 5-year textbook replacement roadmap under the 2018 General Education Program, the Company focuses on maintaining and expanding the market and increasing market share. The company will continue to collaborate and listen to feedback and needs from educational institutions to effectively support teachers and students in using the books and educational equipment published by Phuong Nam. The company's General Director Board focuses on implementing the following activities:

- Establish flexible business operation plans to adapt to an ever-changing business environment.
- Research and update to provide solutions, products, and services aimed at enhancing the quality of teaching and learning, meeting the requirements of customer groups (teachers, students, parents), in line with societal development trends, focusing on products utilizing digital technology, electronics, and smart learning materials.
- Develop new products to establish a core product system and enhance competitiveness.
- Training will be implemented in a specialized manner, closely adhering to the specific characteristics of each locality. Understand the practical needs of teachers, students, and parents to collaborate in educational efforts within the localities.
- Continue to research and refine the Company's governance and management mechanisms. Enhance risk management in all company activities: policies, business models, copyrights, market, etc. Implement comprehensive risk management throughout

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the Company, according to the functions and tasks of each department and job position.

– Continue implementing digital enterprise transformation according to the national digital transformation program up to 2025, with an orientation towards 2030, as directed by the Government and the Ministry of Education. Implement green transformation, organizing production and business activities linked to environmental protection for sustainable business and societal development.

– Provide new knowledge and management skills training for the management team; provide updated knowledge and specialized skills training for employees; develop a succession plan.

– Allocate human resources effectively to enhance productivity and work efficiency. Research and refine policies and compensation to attract and retain employees.

– Research and apply AI to new product development, business, and management to improve competitiveness and business efficiency.

II. PLAN TARGETS FOR 2025:

Implementing the State's policy, in the 2025-2026 school year, Vietnam Education Publishing House will continue to adjust and reduce textbook prices from grades 1 to 12, with an average reduction of approximately 14%. Therefore, the revenue and profit plan for 2025 are developed based on the adjusted textbook prices.

No.	Target	Unit of Measurement	Plan	Note
1	Total Revenue	Billion VND	1.072	
2	Profit Before Tax	Billion VND	60	
3	Dividend Ratio	%	15%	

❖ Conclusion:

The 2025 business plan is formulated to ensure revenue and profit align with the textbook prices applicable for the 2025-2026 school year. To implement this plan, the



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General Director Board has assigned detailed targets to each department and position and implemented measures to closely monitor the implementation progress. As a competent, experienced, and reputable unit, Phuong Nam Education Investment and Development Joint Stock Company is confident in achieving the 2025 plan, contributing to the sustainable growth of the Phuong Nam Education brand.

Sincere gratitude.

**TM. BOARD OF DIRECTORS
GENERAL DIRECTOR**

Le Phuong Mai





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Ho Chi Minh City, April 10, 2025

**REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORS
PHUONG NAM EDUCATION INVESTMENT AND DEVELOPMENT
JOINT STOCK COMPANY
YEAR 2024 AND PLAN FOR YEAR 2025**



To: The General Meeting of Shareholders of Phuong Nam Education Investment and Development Joint Stock Company

– Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2020-06-17;

– Pursuant to the Charter of Phuong Nam Education Investment and Development Joint Stock Company;

– Pursuant to the Regulations on Operation of the Board of Supervisors of Phuong Nam Education Investment and Development Joint Stock Company;

The Board of Supervisors reports on its activities in 2024 to the Annual General Meeting of Shareholders of Phuong Nam Education Investment and Development Joint Stock Company as follows:

1. Supervisory activities in 2024:

1.1 Board of Supervisors Personnel: The number of members of the Board of Supervisors as of 2024-12-31 was 03 members.

- Mr. Do Huy Kien – Head of the Board
- Ms. Nguyen Thi Chanh – Member
- Ms. Le Thi Tuyet Minh – Member

1.2 Meetings of the Board of Supervisors:

The Board of Supervisors ensures regular meetings according to the company's organizational charter and the Regulations on Operation of the Board of Supervisors. In 2024, the Board of Supervisors held 4 regular meetings. The content of the meetings was to discuss and agree on the following:

Production and business results of Quarter 1/2024, assigning tasks to prepare for the 2024 General Meeting of Shareholders and the work plan for Quarter 2/2024

Business results of Quarter 2/2024 and the first 6 months of 2024. Business plan and



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key tasks for Quarter 3/2024.

Business results of Quarter 3/2024 and the first 9 months of 2024. Business plan and key tasks for Quarter 4/2024.

Business results of 2024, assigning tasks to prepare for the 2025 General Meeting of Shareholders, business plan and key tasks for 2025.

Agreement on the results of the semi-annual and annual financial statement reviews, agreement on the content of the periodic reports of the Board of Supervisors and other tasks.

The meetings of the Board of Supervisors are convened by the Head of the Board and are attended by all members of the Board of Supervisors.

1.3 Summary of the Board of Supervisors' activities:

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

The Board of Supervisors maintained its regular supervision of production and business activities such as reviewing and evaluating the implementation of business targets through financial reports prepared by the General Director and the Accounting Department.

The Board of Supervisors received all documents related to the company's activities issued by the Board of Directors and the General Director, facilitating the monitoring of the implementation of the Board of Directors' resolutions and the activities of the company's executive board.

2. Evaluation of the activities of the Board of Directors and the Executive Board:

–The Board of Directors and the General Director have fully complied with legal regulations in management and administration. The members of the Board of Directors, the General Director, and management officials have performed their assigned functions and duties in accordance with the provisions of the Charter and the Resolutions of the General Meeting of Shareholders.

- In 2024, the Board of Directors and the Executive Board performed well their roles of directing and managing production and business activities, ensuring that development strategies were implemented according to plan.



–The Board of Supervisors attended all quarterly and extraordinary meetings between the Board of Directors and the Board of Management, reporting on quarterly business performance and subsequent operational goals and directions to fulfill the established targets.

–During the year 2024, the Company did not encounter any disputes related to its production and business activities.

3. Results of the inspection and supervision of financial activities:

–Inspection and supervision of the Company’s accounting practices ensure adherence to the Corporate Accounting Regime and Vietnamese Accounting Standards.

–The Board of Supervisors collaborated and agreed with the 2024 Financial Statements audited by AAC Auditing and Accounting Company Limited.

4. Report evaluating transactions between the company, its subsidiaries, companies in which the public company holds a controlling interest of 50% or more of the charter capital, with members of the Board of Management, General Director (Director), other operating personnel of the enterprise, and related persons; transactions between the company and companies in which members of the Board of Management, General Director (Director), other operating personnel of the enterprise were founders or managers within the most recent three-year period before the transaction date.

Information on related parties and significant transactions with related parties that arose in 2024 is detailed in Clause a, b, Section 34, Notes to the audited 2024 Financial Statements (pages 30, 31).

The Company's financial situation in 2024

No.	Indicator	Year 2024
A	ASSETS	Unit: VND
I.	Current Assets	506.663.217.988
1	Cash and cash equivalents	96.240.197.333
2	Short-term financial investments	0
3	Short-term receivables	152.714.248.789
4	Inventories	256.553.584.894
5	Other current assets	1.155.186.972



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II.	Non-current assets	100.355.100.398
1	Long-term receivables	22.222.369.898
2	Fixed assets	54.776.306.719
3	Investment real estate	0
4	Long-term work in progress	0
5	Long-term financial investments	770.000.000
6	Other non-current assets	22.586.423.781
	TOTAL ASSETS	607.018.318.386
B	SOURCE OF FUNDS	VND
I	Liabilities	273.149.526.052
1	Short-term liabilities	273.149.526.052
2	Long-term liabilities	0
II	Owner's Equity	333.868.792.334
1	Owner's contributed capital	100.000.000.000
2	Share premium	(71,500,000)
3	Treasury shares	(11,541,426,210)
4	Development investment fund	192.977.228.612
5	Other funds belonging to owner's equity	1.886.452.483
6	Undistributed profit after tax	50.618.037.449
	TOTAL SOURCE OF FUNDS	607.018.318.386

Production and business results in 2024

Unit: VND

NO.	Indicator	Year 2024
1	Net revenue from sales and service provision	1.331.233.537.816
2	Cost of goods sold	1.021.823.786.446
3	Gross profit from sales and service provision	309.409.751.370
4	Financial operating revenue	4.886.096.583
5	Financial expenses	4.954.336.090
6	Selling expenses	154.596.347.258
7	Business management expenses	76.278.479.052
8	Net profit from production and business activities	78.466.685.553
9	Other income	354.545.455
10	Other expenses	153.628.595
11	Other profit	200.916.860
12	Total accounting profit before tax	78.667.602.413



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13	Profit after tax	60.985.587.287
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5. Results of the supervision of the Board of Directors and Board of Management:

- The Board of Supervisors attended all meetings of the Board of Directors, contributing opinions according to the functions and duties of the Board of Supervisors;

- The meetings of the Board of Directors were convened and held in accordance with the provisions of the Law on Enterprises, the Company's Charter, and the Corporate Governance Regulations;

- The minutes of the Board of Directors' meetings accurately reflect the meeting's content, members' opinions, and are prepared according to regulations;

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

- The Resolutions and decisions of the Board of Directors and the Chairman of the Board of Directors focused on implementing the Resolutions of the 2024 General Meeting of Shareholders, directing business operations, meeting governance requirements, and facilitating the operation of the Board of Management;

- The Board of Management's decisions on operational management align with the Company's organizational and managerial realities;

- The Board of Management complied with the Resolutions of the Board of Directors, proactively reported and submitted proposals for the Board of Directors' approval as a basis for implementation, and organized and managed the Company in accordance with its assigned functions, duties, and authority.

Based on the results of inspection and appraisal, the Board of Supervisors concurs with the contents of the evaluation report on the management and administration work in 2024 of the Board of Directors and Board of Management.

6. Evaluation of the activities of the Board of Directors and Board of Management in 2024:

- The Board of Management focused on training highly qualified human resources, organizing numerous specialized training courses.



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-Researching and implementing strategic orientations for market, product, and sales policy development to meet the immediate and long-term practical requirements of the enterprise.

-The company organized numerous training courses to introduce English books, textbooks, workbooks, reference books, exam preparation books, and other educational products.

-Public relations activities were implemented methodically and professionally, establishing a favorable corporate image and supporting the education sector through initiatives such as donating English books to disadvantaged students and providing Tet gifts to teachers in remote areas.

-In addition, the Company consistently updates policies and regulations for employees in accordance with the Labor Code and current State regulations.

-In 2024, the subsequent year of the textbook replacement roadmap for grades 5, 9, and 12 according to the 2018 General Education Curriculum, the Board of Directors and Board of Management demonstrated considerable effort and high responsibility in directing, organizing, and implementing the Resolution, surpassing the planned targets assigned by the Annual General Meeting of Shareholders.

7. Assessment of internal control and risk management:

- The Company's internal control system has been fundamentally effective, contributing to the management and monitoring of business activities. However, to further enhance the system's effectiveness, the Board of Supervisors recommends that the Company continue reviewing and improving certain processes to ensure consistency and timeliness in control activities.

- Regarding risk management, the Company proactively identified and controlled potential risks, thereby mitigating negative impacts that could affect operations. The Board of Supervisors notes that continuous close monitoring of certain high-risk processes is necessary for timely adjustments as needed.

- Furthermore, the Company adhered to information disclosure regulations and ensured transparency in operations. To maintain and enhance compliance, the Board of Supervisors recommends that the Company continue implementing internal control



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measures while strengthening self-inspection and reconciliation efforts to detect potential issues early.

The Board of Supervisors will continue to support and collaborate with the Company in improving its internal control system and risk management to ensure efficient, transparent, and compliant operations.

8. Evaluation of the coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.

- Coordination between the Board of Supervisors, the Board of Directors, the Board of Management, and the Company's management personnel in 2024 has been seamless and closely aligned, based on the principles of the common benefit of the Company and its shareholders, in compliance with legal regulations and the Company's Charter.

- The Board of Supervisors received cooperation and facilitation from the Board of Directors, the Board of Management, and various functional departments within the company, enabling them to stay updated on the company's operations and gather information and documentation for inspection and supervision.

- The Company's Board of Supervisors was invited to participate in and provide input at Board of Directors meetings. Reports, documents, and information about these meetings, along with Board resolutions, were provided to the Board of Supervisors completely and promptly, facilitating the effective execution of their functions and responsibilities.

9. Recommendations of the Board of Supervisors:

- **The Board of Directors and Board of Management have shown considerable dedication to corporate governance, financial resource optimization, and risk management. To further enhance operational efficiency, the Board of Supervisors recommends that the Company place additional emphasis on refining its governance mechanisms, especially with regard to monitoring and evaluating the effective utilization of resources.**

Furthermore, strengthening internal controls is essential to ensure transparency and mitigate risks in production-business operations. The Board of Supervisors recommends that the Company continue to review and improve operational processes, thereby optimizing performance and minimizing risks.

The Board of Supervisors will continue to accompany the Company in monitoring

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and supporting to ensure the Company's increasingly effective and sustainable operations.

10. Remuneration, operating expenses, and other benefits of the Board of Supervisors:

Details are provided in item c, Section 34, Notes to the Audited 2024 Financial Statements (page 32).

Remuneration of the Board of Supervisors: 136,982,655 VND, including:

- Mr. Do Huy Kien: 65,991,327 VND
- Ms. Nguyen Thi Chanh: 37,995,664 VND
- Ms. Le Thi Tuyet Minh: 32,995,664 VND

11. Operational plan of the Board of Supervisors for 2025:

The Board of Supervisors continues to perform its functions and duties in accordance with the Charter of Phuong Nam Education Investment and Development Joint Stock Company and the provisions of the Enterprise Law.

Strengthen the inspection and strict control of all stages in the workflow of departments within the company to ensure the successful implementation of the production-business plan and improve the quality and effectiveness of each member of the Board of Supervisors.

Increase direct work with the Company to promptly grasp the business situation, management, and risk management to provide timely support.

Appraise the financial statements and the implementation of the production-business plan for each quarter and year 2025 according to the Resolution of the General Meeting of Shareholders.

Coordinate with functional departments to inspect and supervise the implementation of State documents and regulations, organizational regulations, and the Company's financial management regulations under the current regime.

Continue to coordinate more closely with the Board of Directors and the Company's Management Board for more effective operations.

Above is the operational status of the Board of Supervisors in 2024 and the plan for 2025. The Board of Supervisors respectfully submits this report to the General Meeting of Shareholders for approval.



VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

CÔNG TY CỔ PHẦN ĐẦU TƯ & PHÁT TRIỂN GIÁO DỤC PHƯƠNG NAM

PHUONG NAM EDUCATION INVESTMENT AND DEVELOPMENT...JSC

Website: phuanam.edu.vn

Address: 231 Nguyen Van Cu Street, District 5, Ho Chi Minh City – Tel: (028) 73 035 556 – Fax: (028) 38 305 002

Business Registration Number: 0304952106

On behalf of the Board of Supervisors, I would like to express my sincere gratitude for the trust and facilitation of the Board of Directors and the Company's General Management in the past year, which helped the Board of Supervisors successfully complete its work.

Respectfully.

**On behalf of the Board of Supervisors
Chairman**

Do Huy Kien





VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

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Business Registration Number: 0304952106

No.:.... /TTr-SED

Ho Chi Minh City, April 10, 2025

DRAFT

PROPOSAL

Approval of the 2024 Financial Statements (Audited)

Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly

of the Socialist Republic of Vietnam on 2020-06-17;

Pursuant to the Charter of Organization and Operation of Phuong Nam Education Investment and Development Joint Stock Company;

The Board of Directors of Phuong Nam Education Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the audited 2024 Financial Statements as follows:

The 2024 Financial Statements of Phuong Nam Education Investment and Development Joint Stock Company were independently audited by AAC Auditing and Accounting Company Limited, signed on 2025-03-12.

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

Sincere thanks.

Recipients:

- SED Shareholders;
- Board of Directors, Member of the Board of Supervisors, Board of Management;
- Archive: Board of Directors.

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

LE HUY



VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

CÔNG TY CỔ PHẦN ĐẦU TƯ & PHÁT TRIỂN GIÁO DỤC PHƯƠNG NAM

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Business Registration Number: 0304952106

No.:..... /TTr-SED

Ho Chi Minh City, April 10, 2025

DRAFT

PROPOSAL

Distribution of 2024 realized profit



Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2020-06-17;

– Pursuant to the Charter of Organization and Operation of Phuong Nam Education Investment and Development Joint Stock Company;

– Pursuant to the audited financial statements of 2024 of Phuong Nam Education Investment and Development Joint Stock Company;

The Board of Directors of Phuong Nam Education Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders the profit distribution and dividend payment plan for 2024 as follows:

- Distribution of Profit after Corporate Income Tax 2024, including:

+ Dividend distribution to shareholders: 15%/share

+ Development investment fund: Remaining undistributed profit after tax after allocating to funds and dividends

- The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the payment of dividends in cash and authorizes the Board of Directors to decide the time of payment.

- The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the payment of dividends in cash and authorizes the Board of Directors to decide the time of payment.

Respectfully submitted to the General Meeting of Shareholders for approval.

Sincere thanks.

**On behalf of the Board of Directors
CHAIRMAN**

Recipients:

- SED Shareholders;

- Board of Directors, Member of the Board of Supervisors, Board of Management;

- Archive: Board of Directors.

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VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

CÔNG TY CỔ PHẦN ĐẦU TƯ & PHÁT TRIỂN GIÁO DỤC PHƯƠNG NAM

PHUONG NAM EDUCATION INVESTMENT AND DEVELOPMENT..JSC

Website: phuonanam.edu.vn

Address: 231 Nguyen Van Cu Street, District 5, Ho Chi Minh City – Tel: (028) 73 035 556 – Fax: (028) 38 305 002

Business Registration Number: 0304952106

No.:/TTTr-SED

Ho Chi Minh City, 2025-04-10

DRAFT

PROPOSAL

Remuneration for the Board of Directors and the Board of Supervisors in 2024 and Plan for 2025



Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2020-06-17;

Pursuant to the Charter of Organization and Operation of Phuong Nam Education Investment & Development JSC;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the remuneration of the Board of Directors and the Board of Supervisors for 2024 and the planned remuneration for the Board of Directors and the Board of Supervisors for 2025 as follows:

The remuneration for the Board of Directors and the Board of Supervisors in 2024 is included in the Company's business expenses in accordance with the provisions of the corporate income tax law: 2% of profit after corporate income tax. Detailed figures are in the audited 2024 Financial Statements (page 32).

The planned remuneration for the Board of Directors and the Board of Supervisors in 2025 is included in the Company's business expenses in accordance with the corporate income tax law: 3% of profit after corporate income tax.

Respectfully submitted to the General Meeting of Shareholders for approval.

Sincere thanks.

Recipients:

- SED Shareholders;
- Board of Directors, Member of the Board of Supervisors, Board of General Directors;
- Board of Directors' Documents.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

LE HUY



VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

CÔNG TY CỔ PHẦN ĐẦU TƯ & PHÁT TRIỂN GIÁO DỤC PHƯƠNG NAM

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Business Registration Number: 0304952106

No:.... /TTr-SED

Ho Chi Minh City, April 10, 2025

DRAFT

PROPOSAL

Regarding the selection of an audit firm

Financial Statements for the year 2025



- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2020-06-17;

- Pursuant to the Charter of Organization and Operation of Phuong Nam Education Investment & Development JSC;

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the selection of an audit firm for the 2025 Financial Statements as follows:

To facilitate the most effective audit of the 2025 Financial Statements, the Board of Supervisors, in agreement with the Board of Directors, proposes that the General Meeting of Shareholders approve the List of audit firms to audit the 2025 Financial Statements, which is the List of independent audit firms meeting the standards for auditing listed companies approved by the State Securities Commission.

Authorize the Board of Directors, based on the capacity and qualifications of the professional audit teams of independent audit firms, to proactively select and sign contracts with the audit firm.

Respectfully submitted to the General Meeting of Shareholders for approval.

Sincere thanks.

Recipients:

- SED Shareholders;
- Board of Directors, Member of the Board of Supervisors, Board of General Directors;
- For record; Board of Directors.

ON BEHALF OF THE BOARD OF SUPERVISORS

HEAD OF THE BOARD

Do Huy Kien



VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

CÔNG TY CỔ PHẦN ĐẦU TƯ & PHÁT TRIỂN GIÁO DỤC PHƯƠNG NAM

PHUONG NAM EDUCATION INVESTMENT AND DEVELOPMENT JSC

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Business Registration Number: 0304952106

No.: /TTr-SED

Ho Chi Minh City, April 10, 2025

DRAFT

Proposal

Approving the contracts and transactions between the Company and Vietnam Education Publishing House or dependent accounting units authorized by Vietnam Education Publishing House or related companies in the parent company - subsidiary system within the Vietnam Education Publishing House system.



– Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2020-06-17;

– Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 2019-11-26 and Decree No. 155/2020/ND-CP dated 2020-12-31 detailing a number of articles of the Securities Law;

– Pursuant to the Charter of Phuong Nam Education Investment & Development JSC;

– Pursuant to the audited 2024 financial statements of Phuong Nam Education Investment & Development JSC;

The Board of Directors respectfully reports and submits to the General Meeting of Shareholders the following matter:

Currently, Phuong Nam Education Investment & Development JSC (the Company) is undertaking several tasks related to its core business activities through cooperation with Vietnam Education Publishing House (a shareholder owning over 10% of the Company's total common shares) in the stages of manuscript organization, publication organization, and distribution organization of educational products for students and teachers. Based on the actual situation and the planned release of educational products in 2025, the total value of contracts and transactions arising between the Company and Vietnam Education Publishing House may exceed 35% of the total asset value recorded in the Company's most recent financial statements.

To proactively implement the work as well as maintain regularity and continuity in the production and business process, based on the provisions of law and the Company's



VIETNAM EDUCATION PUBLISHING HOUSE LIMITED COMPANY

CÔNG TY CỔ PHẦN ĐẦU TƯ & PHÁT TRIỂN GIÁO DỤC PHƯƠNG NAM

PHUONG NAM EDUCATION INVESTMENT AND DEVELOPMENT., JSC

Website: phuonanam.edu.vn

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Business Registration Number: 0304952106

Charter, ensuring the interests of the Company and shareholders, the Board of Directors respectfully requests the General Meeting of Shareholders to approve the contracts and transactions in 2025 between the Company and (a) Vietnam Education Publishing House (Tax Code 0100108543) or (b) Dependent accounting units authorized by Vietnam Education Publishing House (if any) or (c) related companies in the parent company - subsidiary system within Vietnam Education Publishing House system (a detailed list of these organizations is attached to this proposal).

Main content of transactions: manuscript organization, publication organization, distribution organization of textbooks and other publications, educational products serving the teaching and learning of students and teachers.

The General Meeting of Shareholders authorizes the Company's legal representative to decide on the specific terms of these contracts and transactions on the basis of ensuring the legitimate rights and interests of the Company and shareholders, and, when signing contracts, the legal representative must notify the Board of Directors and the Supervisor of the related party to such contract or transaction and enclose a draft contract or a notice of the main contents of the transaction in accordance with the provisions of Article 167 of the Law on Enterprises.

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

Sincere thanks.

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

Recipients:

- SED Shareholders;
- Board of Directors, Member of the Board of Supervisors, Board of General Directors;
- Save VT; Board of Directors.

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LIST OF CONTRACTS AND TRANSACTIONS

SUBMITTED TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR APPROVAL

(Attached to Proposal No. /TTr-SED dated 2025-04-10 regarding the approval of Contracts and Transactions with Related Parties)

No.	Name of organization/individual	Relationship with Vietnam Education Publishing House (SED's invested company)	Enterprise code	Expected time of transaction	Content of transaction, contract	Estimated value (VND)
1	Vietnam Education Publishing House Limited Company		0100108543	Year 2025	Publications, TCBT Services	15.000.000.000
2	Hanoi City Education Publishing House;	Company Member	0100108543-016	Year 2025	Publications	500,000,000
3	Da Nang City Education Publishing House;	Company Member	0100108543-004	Year 2025	Publications	500,000,000
4	Ho Chi Minh City Education Publishing House;	Company Member	0100108543-006	Year 2025	Publications, Publishing Management Fee	800,000,000,000
5	Can Tho City Education Publishing House;	Company Member	0100108543-017	Year 2025	Publications	500,000,000
6	Educational Books and Materials Research Institute.	Company Member	0100108543-020	Year 2025	Publications, TCBT Services	5,000,000,000
7	Hoc Lieu Joint Stock Company	Company's subsidiaries	0303357513	Year 2025	Publications	5,000,000,000
8	Hanoi Educational Publishing Service Joint Stock Company	Affiliated Company	0103488607	Year 2025	Publications	3,000,000,000
9	Da Nang Educational Publishing Service Joint Stock Company	Affiliated Company	0400820102	Year 2025	Publications	500,000,000
10	Gia Dinh Educational Publishing Service Joint Stock Company	Affiliated Company	0307496966	Year 2025	Publications	30,000,000,000
11	Hanoi Education Investment and Development Joint Stock Company	Affiliated Company	0102222393	Year 2025	Publications	60,000,000,000
12	Da Nang Education Investment and Development Joint Stock Company	Affiliated Company	0400568767	Year 2025	Publications	15,000,000,000
13	Northern Books and Educational Equipment Joint Stock Company	Affiliated Company	0104546308	Year 2025	Publications	1,000,000,000



No.	Name of organization/individual	Relationship with Vietnam Education Publishing House (SED's invested company)	Enterprise code	Expected time of transaction	Content of transaction, contract	Estimated value (VND)
14	Dien Bien Books and School Equipment Joint Stock Company	Other investments over 10% of capital	5600101231	Year 2025	Publications	500,000,000
15	Central Region Books and Educational Equipment Joint Stock Company	Company's subsidiaries	0401345925	Year 2025	Publications	500,000,000
16	Da Nang City Educational Book Joint Stock Company	Affiliated Company	0400463362	Year 2025	Publications	500,000,000
17	Southern Books and Educational Equipment Joint Stock Company	Company's subsidiaries	0309902130	Year 2025	Publications	8,000,000,000
18	Cuu Long Books and Educational Equipment Joint Stock Company	Company's subsidiaries	1801122682	Year 2025	Publications	15,000,000,000
19	Investment and Development Joint Stock Company for Educational Technology High Schools	Company's subsidiaries	0104755693	Year 2025	Publications	1,000,000,000
20	Fine Arts and Communication Joint Stock Company	Affiliated Company	0102365521	Year 2025	Publications	500,000,000
21	Education Investment and Publishing Joint Stock Company	Affiliated Company	0105389898	Year 2025	Publications	5,000,000,000
22	Hanoi City Educational Book Joint Stock Company	Affiliated Company	0101493714	Year 2025	Publications	1,000,000,000
23	ECI Group Joint Stock Company	Affiliated Company	0102137109	Year 2025	Publications	500,000,000
24	Ethnic Book Joint Stock Company	Affiliated Company	0102112993	Year 2025	Publications	500,000,000
25	Binh Dinh Book and Equipment Joint Stock Company	Affiliated Company	4100259437	Year 2025	Publications	500,000,000
26	Binh Thuan Book and Equipment Joint Stock Company	Affiliated Company	3400393632	Year 2025	Publications	15,000,000,000
27	Kon Tum School Book - Equipment Joint Stock Company	Other investments over 10% of capital	6100201896	Year 2025	Publications	500,000,000
28	Ninh Thuan Book & School Equipment Joint Stock Company	Other investments under 10%	4500235670	Year 2025	Publications	3,000,000,000
29	Binh Dinh Book and Equipment Joint Stock Company	Affiliated Company of Da Nang Education Investment and	4100259437	Year 2025	Publications	500,000,000

No.	Name of organization/individual	Relationship with Vietnam Education Publishing House (SED's invested company)	Enterprise code	Expected time of transaction	Content of transaction, contract	Estimated value (VND)
		Development Joint Stock Company				
30	Ho Chi Minh City School Book and Equipment Joint Stock Company	Company's subsidiaries	0301325347	Year 2025	Publications	280,000,000,000
31	Binh Duong Educational Book Joint Stock Company	Affiliated Company of Southern Book and Educational Equipment Joint Stock Company	3700622234	Year 2025	Publications	10,000,000,000
32	Ba Ria - Vung Tau School Book - Equipment Joint Stock Company	Affiliated Company of Southern Book and Educational Equipment Joint Stock Company	3500661123	Year 2025	Publications	15,000,000,000
33	Can Tho School Equipment Book Joint Stock Company	Affiliated Company	1800561415	Year 2025	Publications	15,000,000,000
34	Ben Tre Book and Equipment Joint Stock Company	Affiliated Company	1300377802	Year 2025	Publications	60,000,000,000
35	Vinh Long Book - Equipment Joint Stock Company	Other investments under 10%	1500408582	Year 2025	Publications	45,000,000,000



No.: /BBĐHCD – SED.

Ho Chi Minh City, April 10, 2025.

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MINUTES OF THE MEETING

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS



- Name of company** : Phuong Nam Education Investment And Development JSC
- Address of head office** : 231 Nguyen Van Cu, District 5, Ho Chi Minh City
- Telephone** : (028) 73 035 556
- Enterprise Code** : Number 4103006644, initially issued by the Ho Chi Minh City Department of Planning and Investment on 2007-05-09, modified for the eighth time on 2021-11-23, and the current enterprise code is 0304952106.
- Time** : 08:00, April 10, 2025
- Meeting Venue** : 231 Nguyen Van Cu, District 5, Ho Chi Minh City

PART I: INTRODUCTION AND OPENING OF THE MEETING

1. Report on verification of delegates' eligibility

- Reporter: Ms. Nguyen Thi Chanh – Position: Head of the Delegate Eligibility Verification Board
- Content:
 - Total number of shareholders invited to attend: All shareholders listed in the shareholder list as of 2025-03-11, owning 9,271,800 shares, equivalent to 9,271,800 voting rights of Phuong Nam Education Investment & Development JSC.
 - Shareholders attending the Meeting: shareholders and shareholder representatives, owning and representing shares with voting rights, accounting for% of the total voting shares of the Company.

According to the Enterprise Law and the Company's Charter, the 2025 Annual General Meeting of Shareholders of Phuong Nam Education Investment & Development JSC is eligible to proceed.

2. Flag salutation and declaration of reasons

3. Introduction of the Presidium, including:

Mr. Le Huy Chairman of the Board of Directors, Chairman of the Meeting

Ms. Le Phuong Mai Board of Directors' members and General Director

Mr. Dinh Gia Le Board of Directors' members

4. The Chairman introduces the Secretary of the Meeting:

Ms. Ngo Hoai Giang Company Secretary

The Meeting unanimously approved the personnel of the Meeting Secretary.

5. The Chairman introduces the Ballot Counting Board, including:

Mr. Do Huy Kien Head of the Ballot Counting Board

Mr. Phan Dang Tan Tai Member of the Ballot Counting Board

Mr. Nguyen Le Tuan Anh Member of the Ballot Counting Board

The Meeting unanimously approved the personnel of the Ballot Counting Board.

6. Mr. Le Huy, on behalf of the Presidium, approves the working regulations at the Meeting.

The Meeting unanimously approved the working regulations.

7. Mr. Le Huy, on behalf of the Presidium, approves the Meeting Agenda.

The Meeting unanimously approved the Meeting Agenda.

Detailed voting results for the following contents: approval of the Presidium, Ballot Counting Board, Meeting Agenda, and working regulations at the Meeting are as follows:

Total valid ballots: representing: votes, accounting for:% of the total votes of the attending shareholders, of which:

- Total approving votes: representing: votes, accounting for:% of the total votes cast at the meeting.
- Total disapproving votes: representing:..... votes, accounting for:.... 0% of the total votes cast at the meeting.
- Total abstentions: representing:..... votes, accounting for:.... 0% of the total votes cast at the meeting.

Total invalid ballots: representing:.... votes, accounting for:.... 0% of the total votes cast at the meeting.

PART II: MEETING CONTENT

A. THE MEETING LISTENS TO THE PRESENTATION OF THE REPORTS

Content 01: Report of the Board of Directors on the operating results of 2024 and the operating plan for 2025

Presenter: Mr. Le Huy – Chairman of the Board of Directors

Content 02: Report of the General Director on the production and business results of 2024 and the business plan for 2025

Presenter: Ms. Le Phuong Mai – General Director

Content 03: Report of the Board of Supervisors on the operating results of 2024 and the operating plan for 2025

Presenter: Mr. Do Huy Kien – Head of the Board of Supervisors

B. THE GENERAL MEETING LISTENS TO THE PRESENTATION OF THE CONTENTS OF THE SUBMISSIONS

Content 04: Submission of the Audited Financial Statements of 2024

Presenter: Mr./Ms.-

Content 05: Submission of Profit Distribution for 2024

Presenter: Mr./Ms.-

Content 06: Submission of Remuneration for the Board of Directors and Board of Supervisors in 2024 and the plan for 2025

Presenter: Mr./Ms.-

Content 07: Submission of the Selection of the Auditing Company for the 2025 Financial Statements

Presenter: Mr./Ms.-

Content 08: Submission of Contracts and Transactions between the Company and Vietnam Education Publishing House or Dependent Accounting Units authorized by Vietnam Education Publishing House or related companies within the parent company - subsidiary system of Vietnam Education Publishing House

Presenter: Mr./Ms.-



PART III. SHAREHOLDER COMMENTS:

1. Shareholder

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Response:

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2. Shareholder

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Response:

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3. Shareholder

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Response:

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PART IV. SHAREHOLDER VOTING

At ... hours ... minutes, shareholders attending the General Meeting:shareholders and shareholder representatives, owning and representingshares with voting rights, accounting for% of the total voting shares of the Company.

Statistics of ballots issued, ballots collected, and ballots not collected:

Total ballots issued: representing shares, accounting for 100.0000% of the voting shares attending the meeting.

Of which:

There are ... delegates (...) with 2 ballots:

- + *1 ballot representing the number of personally owned and authorized shares with restricted voting rights on Content 8;*
- + *1 ballot representing the number of owned and authorized shares with unrestricted voting rights on Content 8.*

Total ballots collected: representingshares, accounting for% of the voting shares attending the meeting.

Total ballots not collected: representing shares, accounting for% based on the voting shares attending the meeting.

The General Meeting listens to the presentation and votes by secret ballot on the following contents:

Content 1: Approval of the Report of the Board of Directors on the operating results of 2024 and the operating plan for 2025

➤ Voting Results:

Valid Votes:	- Number of shares:	- Percentage: % of attending voting shares
<i>Affirmative Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Dissenting Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Abstaining Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
Invalid Votes:	- Number of shares:	- Percentage: % of attending voting shares

Thus, Content 1 has been approved with a% of the attending voting shares.

Content 2: Approval of the General Director's Board Report on the 2024 production and business results and the 2025 business plan.

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➤ Voting Results:

Valid Votes:	- Number of shares:	- Percentage: % of attending voting shares
<i>Affirmative Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Dissenting Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Abstaining Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
Invalid Votes:	- Number of shares:	- Percentage: % of attending voting shares

Thus, Content 2 has been approved with a% of the attending voting shares.

Content 3: Approval of the Supervisory Board's Report on the 2024 operational results and the 2025 operational plan.

➤ Voting Results:

Valid Votes:	- Number of shares:	- Percentage: % of attending voting shares
<i>Affirmative Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Dissenting Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Abstaining Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
Invalid Votes:	- Number of shares:	- Percentage: % of attending voting shares

Thus, Content 3 has been approved with a% of the attending voting shares.

Content 4: Approval of the 2024 Audited Financial Statement Report.

➤ Voting Results:

Valid Votes:	- Number of shares:	- Percentage: % of attending voting shares
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<i>Affirmative Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Dissenting Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
<i>Abstaining Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of attending voting shares</i>
Invalid Votes:	- Number of shares:	- Percentage: % of attending voting shares

Thus, Content 4 has been approved with a% of the attending voting shares.

Content 5: Approval of the 2024 Profit Distribution Report.

➤ Voting Results:

Valid Votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting
<i>Number of votes in favor:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>
<i>Number of votes against:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>
<i>Number of abstentions:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>
Number of invalid votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting

Thus, Content 5 has been approved with a% of the attending voting shares.

Content 6: Approval of the 2024 and 2025 Management Board and Supervisory Board Remuneration Report.

➤ Voting Results:

Number of valid votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting
<i>Number of affirmative votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>
<i>Number of dissenting votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>



<i>Number of neutral votes:</i>	- Number of shares:	- Percentage: % of voting shares attending the meeting
Number of void votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting

Thus, Content 6 has been approved with a% of the attending voting shares.

Content 7: Approval of the 2025 Financial Statement Audit Firm Selection Report.

➤ Voting Results:

Number of admissible votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting
<i>Approving votes:</i>	- Number of shares:	- Percentage: % of voting shares attending the meeting
<i>Disapproving votes:</i>	- Number of shares:	- Percentage: % of voting shares attending the meeting
<i>Non-committal votes:</i>	- Number of shares:	- Percentage: % of voting shares attending the meeting
Unqualified votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting

Thus, Content 7 has been approved with a% of the attending voting shares.

Content 8: Approval of Contracts and Transactions between the Company and Vietnam Education Publishing House or its authorized affiliated accounting units or related companies within the parent-subsidiary system of Vietnam Education Publishing House.

Votes cast:	- Number of shares:	- Percentage: % of voting shares attending the meeting
<i>Wherein:</i>		
+ <i>Votes received:</i>	- Number of shares:	- Percentage: % of voting shares attending the meeting
+ <i>Unreturned votes:</i>	- Number of shares:	- Percentage: % of voting shares attending the meeting
Uncast votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting

➤ Voting Results: (after separating the ballots of delegates with related interests – List attached).

Legitimate votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting
<i>Assenting Votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>
<i>Dissenting votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>
<i>Abstaining votes:</i>	<i>- Number of shares:</i>	<i>- Percentage: % of voting shares attending the meeting</i>
Invalid votes:	- Number of shares:	- Percentage: % of voting shares attending the meeting

Thus, Content 8 has been approved with a% of the attending voting shares.

PART V: STATEMENTS BY REPRESENTATIVES OF VIETNAM EDUCATION PUBLISHING HOUSE.

.....

PART VI: APPROVAL OF THE MEETING MINUTES.

At ... hours ... minutes, shareholders attending the General Meeting: shareholders and shareholder representatives, owning and representing voting shares, accounting for% of the total voting shares of the company.

Presenter: Ms. Ngo Hoai Giang read the meeting minutes.

The General Meeting voted and unanimously approved the entire minutes of the 2025 Annual General Meeting of Shareholders with% of the votes in favor.

These minutes are made in ... copies and are kept at Phuong Nam Education Investment & Development JSC.

The General Meeting ended at hours on the same day.

SECRETARY OF THE GENERAL MEETING

ON BEHALF OF THE PRESIDUM CHAIRPERSON

NGO HOAI GIANG

LE HUY



No.: /NQĐHCD – SED

Ho Chi Minh City, 2025-04-10

DRAFT



Resolution

2025 Annual General Meeting of Shareholders

- Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 2020-06-11;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on 2019-11-26;
- Pursuant to the Charter of Phuong Nam Education Investment & Development JSC;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. ... dated 2025-04-10;

RESOLVES

On 2025-04-10, at the Company's headquarters: 231 Nguyen Van Cu, District 5, Ho Chi Minh City, the 2025 Annual General Meeting of Shareholders of Phuong Nam Education Investment & Development JSC was held with the participation of shareholders and shareholder representatives, owning and representing shares, accounting for% of the total voting shares of the Company.

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

Article 1: Approve the Report of the Board of Directors on the operating results of 2024 and the operating plan for 2025

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

Article 2: Approve the Report of the General Director on the production and business results of 2024 and the business plan for 2025

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

Article 3: Approve the Report of the Supervisory Board on the operating results of 2024 and the operating plan for 2025

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

Article 4: Approve the Proposal on the Audited Financial Statements of 2024

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

Article 5: Approve the Proposal on Profit Distribution for 2024

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

Article 6: Approve the Proposal on Remuneration for the Board of Directors and Supervisory Board for 2024 and the plan for 2025

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

Article 7: Approve the Proposal on the Selection of an Auditing Company for the 2025 Financial Statements

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

Article 8: Approve the Proposal on Contracts and Transactions between the Company and Vietnam Education Publishing House or Dependent Accounting Units authorized by Vietnam Education Publishing House or related companies in the parent-subsidiary system of Vietnam Education Publishing House

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

The resolution was fully adopted by the 2025 Annual General Meeting of Shareholders of Phuong Nam Education Investment & Development JSC. The Board of Directors, the General Director, and related individuals are responsible for implementing this resolution. This resolution takes effect from the date of signing.

Recipients:

- *Board of Directors.*
- *Board of General Directors.*
- *Company Secretary.*
- *SED Shareholders*

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

LE HUY