**LBE: Extraordinary General Mandate 2023**

On November 25, 2023, Long An Book and Educational Equipment Joint Stock Company announced General Mandate No. 45/NQ-STBTH as follows:

‎‎Article 1. Approve and assign the Board of Directors to decide on the plan to establish a subsidiary, including:

1. Expected name of the Company: Long An Book - Educational Equipment Joint Stock Company

The Company’s name can change depending on the requirements of the business registration agency and the Board of Directors shall decide on the appropriate name.

1. Business type: Joint Stock Company.
2. Expected head office address: No. 39, Hai Ba Trung Street, Ward 1, Tan An City, Long An Province
3. Expected charter capital: VND 10,000,000,000
4. Expected capital contribution rate: Long An Book and Educational Equipment Joint Stock Company contribute VND 9,950,000,000, equivalent to 99.5% of the charter capital.
5. Expected main business lines: Book publishing (Detail: publishing textbooks and other books) (VSIC 5811).

‎‎Article 2. Approve and assign, authorize the Board of Directors to approve transactions and contracts of the Company, including:

1. The Board of Directors decides all issues related to the establishment of the subsidiary (company name, charter capital, shareholders/members contributing capital and rate of capital contribution (%), business line, organizational structure, etc.), transfer business activities, and assets to the subsidiary to serve the Company's restructuring plan.
2. The Board of Directors approves and decides on contracts and transactions in case (i) the total value in a transaction is equal to or higher than 35% of the total value of assets in the latest Financial Statements of the Company; and/or (ii) transactions cause the total transaction value arising within 12 months from the first transaction to exceed 35% of the total asset value recorded in the Company's latest Financial Statements, while these transactions require the approval of the General Meeting of Shareholders according to provisions of Points r and s, Clause 2, Article 15 of the Company's Charter (including cases where the subsidiary is an affiliated person of shareholders, members of the Board of Directors, the Supervisory Board, the General Manager, and other managers).
3. The Board of Directors can assign, and authorize the legal representative of the Company, or other relevant organizations, and individuals to implement the above decisions and tasks. At the same time, the Board of Directors has full authority to decide and handle all other arising issues related to the above tasks and decisions in accordance with the provisions of law.

‎‎Article 3. Approve the plan for amending and supplementing business lines of the Company.

1. Elimination of the following business lines to align with the Company's orientation and goals in the future:

|  |  |  |
| --- | --- | --- |
| **No.** | **Business line** | **Business code** |
| 1 | Generation of electricity  Details: Generating renewable and clean energy | 3511 |
| 2 | Book publishing  Details: Publishing textbooks and other books | 5811 |
| 3 | Other production that are not elsewhere classified  Details: Producing and trading educational, technical, information technology equipment, CDs | 3290 |
| 4 | Printing  Details: Printing books, publications, documents serving the education industry and the general public. | 1811 |
| 5 | Organizing the introduction of products and trade promotion  Details: Organizing instructions and professional training for the use of libraries and school equipment | 8230 |
| 6 | Consultation, brokerage, real estate, and land use rights auction  Details: Real estate brokerage service | 6820 |

1. Detailed amendments to the following business lines to comply with regulations according to Decision No. 27/2018/QD-TTg dated July 6, 2018 on promulgating Vietnam's economic sector system:

Business line after the amendment

|  |  |  |
| --- | --- | --- |
| No. | Business line | Business code |
| 1 | Wholesale of other household appliances  Target: Trading entertaining products, sports equipment (implemented according to Circular No. 34/2013/TT-BTC). Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member. | 4649 |
| 2 | Other specialized wholesale is not anywhere classified.  Detail: Trading information technology equipment, fertilizers, and agricultural supplies (implemented according to Circular 34/2013/TT-BTC). Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member. | 4669 |
| 3 | General wholesale  Details: Buying and selling consumer goods (implemented according to Circular 34/2013/TT-BTC). Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member. | 4690 |
| 4 | Wholesale of other construction materials and installation equipment:  Details: Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member (implemented according to Circular 34/2013/TT-BTC) | 4663 |

1. Supplement the following business lines to align with the Company's orientation and goals in the future:

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| --- | --- | --- |
| No. | Business line | Business code |
| 1 | Managing and consulting activities  Details: Management consulting service includes: General management consulting service, Financial management consulting services (except business tax), Marketing management consulting services, Human resource management consulting services, Production management consulting services, Community relations services, Other management consulting services. | 7020 (Main) |
| 2 | Computer programming  Details: Programming service | 6201 |
| 3 | Computer consulting and computer system administration Detail: Software consulting and system consulting services | 6202 |

1. Assign and authorize the legal representative to sign documents, implement and/or authorize other organizations, and individuals to carry out procedures for notifying changes in business registration at the Department of Planning and Investment of Long An Province, and perform related work at the State Securities Commission, competent state agencies, and related organizations.

‎‎Article 4. Approve changing the number of the Board of Directors’ members (from 3 to 11 members).

‎‎Article 5. Approve the amendment to the Charter on Organization and Operation of the Company.

Amend the content of Clause 1, Article 4, Chapter III - Operational objectives of the Company to update changes in the Company's business lines, and Clause 1, Article 26, Chapter VII - Board of Directors to adjust the number of the Board of Directors’ members.

Former Charter:

“Article 4. Operational objectives of the Company

1. Business lines:

|  |  |  |
| --- | --- | --- |
| No. | Business line | Business code |
| 1 | Generation of electricity  Details: Generating renewable and clean energy | 3511 |
| 2 | Book publishing  Details: Publishing textbooks and other books | 5811 |
| 3 | Wholesale of other household appliances; Details: goods and services for healthy educational and entertainment purposes, sports equipment, cultural products, stationery, buying and selling helmets | 4649 |
| 4 | Other production that is not elsewhere classified  Details: Producing and trading educational, technical, information technology equipment, CDs | 3290 |
| 5 | Other uncategorized specialized wholesale  Details: Producing and trading educational, technical, information technology equipment, CDs, fertilizers, agricultural supplies | 4669 |
| 6 | Printing  Details: Printing books, publications, documents serving the education industry and the general public. | 1811 |
| 7 | General wholesale  Details: Trading customer goods | 4690 |
| 8 | Organizing introduction and trade promotion  Details: Organizing instructions and professional training for the use of libraries and school equipment | 8230 |
| 9 | Architectural activities and related technical consultancy  Details: Consulting and supervision of school equipment installation | 7110 |
| 10 | Wholesale of materials and other installation equipment in construction  Details: Trading alcoholic beverage | 4663 |
| 11 | Consultation, brokerage, real estate and land use rights auction;  Details: Real estate brokerage services | 6820 |

“Article 26. Board of Directors’ composition and term of members

1. Number of the Board of Directors' members is 05 members.”

New Charter (Amended):

“Article 4. Operational objectives of the Company.

1. Business lines of the Company

|  |  |  |
| --- | --- | --- |
| No. | Business line | Business code |
| 1 | Management consulting activities  Details: Management consulting service includes: General management consulting service, Financial management consulting services (except business tax), Marketing management consulting services, Human resource management consulting services, Production management consulting services, Community relations services, Other management consulting services. | 7020  (Main) |
| 2 | Wholesale of other household appliances  Details: Trading entertaining products, sports equipment (implemented according to Circular No. 34/2013/TT-BTC) Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member. | 4649 |
| 3 | Other uncategorized specialized wholesale  Details: Trading information technology equipment, fertilizers, and agricultural materials (implemented according to Circular 34/2013/TT-BTC). Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member. | 4669 |
| 4 | General wholesale  Details: Buying and selling consumer goods (implemented according to Circular 34/2013/TT-BTC). Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member. | 4690 |
| 5 | Architectural activities and related technical consultancy:  Details: Consulting and supervision of school equipment installation | 7110 |
| 6 | Wholesale of materials and other installation equipment in construction  Details: Exercising the right to export, import, wholesale, and distribute goods that are not banned from export, import, and distribution according to Vietnamese law and or are not subject to restrictions under international treaties of which Vietnam is a member (implemented according to Circular 34/2013/TT-BTC) | 4663 |
| 7 | Computer programming  Details: Programming service | 6201 |
| 8 | Consult on computers and computer system administration  Details: Software consulting and system consulting services | 6202 |

“Article 26. Board of Directors’ composition and term of members

1. The number of the Board of Directors’ number is from 03 to 11 members.”

‎‎Article 6. Approve the proposal of the shareholder group on dismissing the Board of Directors and electing a new Board of Directors

‎‎Article 7. Approve the election results of the Board of Directors’ members for the remaining period of the term 2020-2024 as follows:

Mr. Tran Viet Thang - Member of the Board of Directors

Mr. Nguyen Van Ngoi - Member of the Board of Directors

Ms. Nguyen Thi Cam Tu - Member of the Board of Directors.

‎‎Article 8. The General Meeting of Shareholders assigned tasks and authorized the Board of Directors, the Manager, and relevant individuals to implement this General Mandate in accordance with the provisions of the law and the Company's Charter.

Assign the legal representative to sign documents, implement and/or authorize other organizations, and individuals to carry out procedures for notifying changes in business registration at the Department of Planning and Investment of Long An Province, and perform related work at the State Securities Commission, competent state agencies, and related organizations.

This General Mandate was approved by the General Meeting of Shareholders and takes effect from the date of its signing.

This General Mandate was approved by the General Meeting of Shareholders with the approval rate of 100% of the votes with the rights to attend the Meeting.