**SGD: Annual General Mandate 2024**

On March 28, 2024, Educational Book JSC in Ho Chi Minh City announced General Mandate No. 01/NQ-DHDCD.2024 as follows:

‎‎Article 1. Approve the Report on business results and Profit Distribution Plan for 2023 and plan for 2024 as follows:

Business results of 2023:

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Targets | Unit | 2023 Plan | 2023 Results | Rate (%) |
| Revenue | Billion VND | 230 | 205 | 89.13 |
| Profit before tax | Billion VND | 8 | 2.7 | 33.75 |
| Dividends | % | 10 | 0 | 0 |

The business plan for 2024:

|  |  |  |
| --- | --- | --- |
| Targets | Unit | Plan |
| Revenue | Billion VND | 210 |
| Profit before tax | Billion VND | 5 |
| Dividends | % | 10 |

‎‎Article 2. Approve the Report on activities of the Board of Directors in 2023 and the plan orientation for 2024.

‎‎Article 3. Approve the Report on activities of the Supervisory Board in 2023 and the plan orientation in 2024.

‎‎Article 4. Approve the Company's audited consolidated Financial Statements 2023

‎‎Article 5. Approve the payment of remuneration for members of the Board of Directors and Supervisory Board in the fiscal year 2023 and propose remuneration for members of the Board of Directors and Supervisory Board in the fiscal year 2024 as follows:

* Based on Resolution No. 01/NQ-HDQT dated January 23, 2024, in 2023, members of the Board of Directors and Supervisory Board of the Company will not receive remuneration of the Board of Directors and Supervisory Board in the fiscal year 2023 because Company profits are low.
* The remuneration plan for members of the Board of Directors and the Supervisory Board in the fiscal year 2024 is: 7% of profit after tax, not less than VND 200 million.

‎‎Article 6. Approve authorizing the Board of Directors to select AAC Auditing and Accounting Company Limited which is an independent audit company approved by the State Securities Commission to audit public companies and listed companies to audit the Company's Financial Statements 2024.

‎‎Article 7. Approve the content of: Mr. Ngo Trong Vinh - Chair of the Board of Directors and affiliated persons receiving the transfer of voting shares of Educational Book JSC in Ho Chi Minh City (Securities code: SGD) to increase the share ownership rate at the Company to the levels prescribed in Point a, Point b, Clause 1, Article 35 of the Law on Securities without having to carry out public offering procedures. Detailed contents are as follows:

1. Transferring organizations and individuals who do not have to carry out public offering procedures: Shareholders of Educational Book JSC in Ho Chi Minh City.
2. Organizations and individuals receiving the transfer who are not required to carry out public offering procedures:

* Mr. Ngo Trong Vinh - Chair of the Board of Directors
* Mr. Ngo Anh Phuong - Member of the Board of Directors and Son of the Chair of the Board of Directors

1. Organizations and individuals specified in Clause 2 above are not required to carry out public offering procedures when purchasing/receiving transfer of voting shares of the Company, leading to the ownership (of voting shares of Educational Book JSC in Ho Chi Minh City) of organizations and individuals specified in Clauses 2 and their direct or indirect affiliated persons reach or exceed the limit as prescribed in Point a, Point b, Clause 1, Article 35 of the Law on Securities.
2. Transaction method: Receive transfer through order-matching or put-through on HNX according to regulations of the Stock Exchange.
3. Authorize the Board of Directors with full authority to decide on all issues related to the above transfer to ensure implementation of the contents in this Proposal, approved at the Annual General Meeting of Shareholders 2024.

‎‎Article 8. Approve transactions between the Company and related parties of the Company.

‎‎Article 9. Approve the authorization for the Board of Directors to consider and approve the implementation of financial transactions between the Company and relevant individuals and organizations.

‎‎Article 10. Approve changing some of the Company's business lines as follows:

By reviewing the business lines, in order to be consistent with the actual operating situation of the Company and conveniently explain to competent State agencies about the foreign ownership rate for public companies, the Board of Directors proposed to the General Meeting of Shareholders to consider and approve the adjustment of the scope of operations of some business lines of the Company, the content submitted is as follows:

* 1. Change the Company's business lines

1. Cancel the following business lines:

|  |  |  |
| --- | --- | --- |
| No. | Names of business lines removed from the registered list | Business line code |
| 1 | Wholesale of solid, liquid and gaseous fuels and related products  Details: Wholesale of gasoline and related products (except LPG and residual lubricant oil trading). | 4661 |

1. Amendments to the Company's Charter

Amendments to the Company's business lines in the Company's Charter, reflecting the change in business lines in Section 10.1 above.

1. Results

Approve the assignment/authorization for the General Manager who is also the Legal Representative to carry out tasks related to changing the Company's business lines including but not limited to the following tasks: Carry out procedures related to changing business lines at the competent State agency, including adjusting detailed content within the scope of business line code approved by the General Meeting of Shareholders in the Proposal;

Carry out other tasks related to changing the Company's business lines in accordance with the provisions of law.

‎‎Article 11. Approve authorizing the Board of Directors to implement the General Mandates approved by the General Meeting of Shareholders and issues related to or arising from such General Mandates, including those fall under the authority of the General Meeting of Shareholders according to regulations.

‎‎Article 12. Approve the opening of additional business locations at: Km11, National Highway 5, Duong Xa, Gia Lam, Hanoi.

‎‎Article 13. Approve the election of members of the Board of Directors and Supervisory Board - Term V (2024-2028)

‎‎Article 14. Approve the election regulations for the Board of Directors and Supervisory Board - Term V (2024-2028)

‎‎Article 15. Approve the List of elected members of the Board of Directors and Supervisory Board - Term V (2024-2028), including the following persons:

The Board of Directors:

1. Mr. Ngo Trong Vinh
2. Mr. Nguyen Trong Ha
3. Ms. Lam Quynh Huong
4. Ms. Vuong Thi Thanh Huyen
5. Ms. Le Thi Tuyet Minh

The Supervisory Board:

1. Ms. Ngo Thi Thanh Huyen
2. Ms. Nguyen Thi Anh Hong
3. Ms. Nguyen Thi Mai

‎‎Article 16. This General Mandate takes effect from the date of its signing.

The Board of Directors of Educational Book JSC in Ho Chi Minh City is responsible for carrying out the work authorized by the General Meeting of Shareholders in this General Mandate, ensuring the benefits of shareholders and the Company in accordance with the provisions of Law.

Members of the Board of Directors, the Board of Managers, the Supervisory Board and shareholders of the Company are responsible for implementing this General Mandate. Assign the Board of Directors, the Board of Managers and the Supervisory Board to implement in accordance with the provisions of the Company's Charter.