

Hanoi, Jan 20, 2025

No: 02/BC-SGD

**REPORT ON CORPORATE GOVERNANCE
(year 2024)**

To:

- The State Securities Commission;
- The Stock Exchange.

- Name of company: **EDUCATIONAL BOOK JOINT STOCK COMPANY IN HO CHI MINH CITY**
- Address of head office: 363 Hung Phu - Hung Phu Ward - District 8 - Ho Chi Minh City
- Telephone: 028.39540600 Fax: 028.39540598 Email: kinhdoanh@sgd.edu.vn
- Charter capital: 41.370.000.000 VND
- Stock symbol: SGD
- Governance model:
 - + General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director.
- The implementation of internal audit: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
01	01/NQ-ĐHĐCĐ.2024	28/03/2024	Approving a number of contents: Report on production, business and investment results in 2023 and plan for 2024; Financial report in 2023; and issues under the authority of the 2024 Annual General Meeting of Shareholders.

II. Board of Directors (annual report):

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

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal

1	Mr. Ngo Trong Vinh	Chairman of Board	28/03/2024	28/03/2024
2	Mr. Nguyen Trong Ha	Members of the Board of Director	28/03/2024	28/03/2024
3	Mrs. Lam Quynh Huong	Member of the Board of Directors	28/03/2024	28/03/2024
4	Mrs. Le Thi Tuyet Minh	Member of the Board of Directors	28/03/2024	28/03/2024
5	Mr. Ngo Anh Phuong	Member of the Board of Directors	03/2019	28/03/2024
	Mrs. Vuong Thi Thanh Huyen	Independent members of the Board of Directors	28/03/2024	28/03/2024

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Ngo Trong Vinh	06	100%	
2	Mr. Nguyen Trong Ha	06	100%	
3	Mrs. Lam Quynh Huong	06	100%	
4	Mrs. Le Thi Tuyet Minh	06	100%	
5	Mr. Ngo Anh Phuong	02	33,3%	End of term
6	Mrs. Vuong Thi Thanh Huyen	04	66,7%	New term

3. Supervising the Board of Management by the Board of Directors:

The members of the Board of Directors have performed their duties of directing, supervising and promptly urging the activities of the Board of Directors through:

- The Board of Directors attended and gave opinions in important meetings of the Board of Directors in implementing the Resolutions and Decisions of the Board of Directors;
- Attended and gave opinions in the company's periodic meetings;
- Monitored and grasped the production and business operations process through the Board of Directors' internal reports;
- Inspected and supervised the operation, management, production and business organization and implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors of the company's Board of Directors. The Board of Directors met quarterly with the company's Executive Board to listen to reports on the business situation and other activities of the company, and together with the Executive Board resolved the company's work and proposed directions for the following months.

4. Activities of the Board of Directors' subcommittees (If any): Not available.

5. Resolutions/Decisions of the Board of Directors (annual report):

No.	Resolution/ Decision No.	Date	Content	Approval rate
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01	01/NQ-HĐQT	23/01/2024	<p>Approval of the Last Registration Date to finalize the list of shareholders for the 2024 Annual General Meeting of Shareholders as follows:</p> <p>+ Last Registration Date: Friday, February 23, 2024</p> <p>+ Expected date of the General Meeting of Shareholders: March 2024</p> <p>+ Meeting location: Expected at the Conference Hall of the Educational Book Joint Stock Company in Ho Chi Minh City, address: 363 Hung Phu, Ward 9, District 8, Ho Chi Minh City</p>	100%
02	02/NQ-HĐQT	01/03/2024	<p>Approving the date of the 2024 Annual General Meeting of Shareholders as follows: - Meeting time: 8:30 a.m. - Meeting date: Thursday, March 28, 2024 - Venue: The hall of the Education Book Joint Stock Company in Ho Chi Minh City. No. 363 Hung Phu - Ward 9 - District 8 - Ho Chi Minh City - Conditions for participation: Shareholders holding shares of the company that have been closed until February 23, 2024. - Meeting content: Approving the 2023 reports, the targets and directions for production and business activities in 2024, electing members of the Board of Directors, the Supervisory Board for Term V (2024-2028) and other contents to be submitted to the General Meeting of Shareholders for approval.</p>	100%
03	03/NQ-HĐQT	02/04/2024	Election of the new Chairman of the Board of Directors and Appointment of other Positions	100%
04	04/NQ-HĐQT	07/06/2024	Through the selection of AAC Auditing and Accounting Company Limited, address: Lot 78-80, 30/4 Street, Hoa Cuong Bac Ward, Hai Chau District, Da Nang City, Vietnam as the auditing unit for the fiscal year 2024 of Ho Chi Minh City Education Book Joint Stock Company.	100%

III. Board of Supervisors (annual report):

1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors/	Qualification
1	Mrs. Ngo Thi Thanh Huyen	The Head of the Board of Supervisors	28/03/2024	Bachelor of Finance accountant
2	Mrs. Nguyen Thi Anh Hong	The member of the Board of Supervisors	28/03/2024	Finance accountant
3	Mrs. Dao Phuong Thao	The member of the Board of Supervisors	03/2019/ 28/03/2024	Finance accountant
4	Mrs. Nguyen Thi Mai	The member of the Board of Supervisors	28/03/2024	Bachelor of Finance accountant

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Ngo Thi Thanh Huyen	04	100%	100%	
2	Mrs. Nguyen Thi Anh Hong	04	100%	100%	
3	Mrs. Dao Phuong Thao	01	25%	100%	End of term
4	Mrs. Nguyen Thi Mai	03	75%	100%	New term

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

3.1. Results of monitoring the activities of the Board of Directors

- Monitoring the activities of the Board of Directors: Regarding the implementation of the Resolution of the Annual General Meeting of Shareholders. Regarding the issuance of Resolutions and decisions related to production and business activities in accordance with the provisions of the Company's charter and the provisions of law.

- The Board of Directors has performed well its role in directing, supervising and supporting the Board of Directors to effectively operate production and business activities according to the targets approved by the General Meeting of Shareholders. The Board of Directors has seriously monitored the production and business activities of the Company, and at the same time continuously sought new investment opportunities to stabilize and develop the Company.

- The Board of Directors of Educational Book Joint Stock Company in Ho Chi Minh City has implemented the contents of the Resolution of the 2024 General Meeting of Shareholders.

3.2. Results of monitoring the activities of the Board of Directors

- Monitoring the activities of the Board of Directors: Regarding the implementation of resolutions and decisions of the Board of Directors; Regarding the management of production, business and investment of the unit with the goals and solutions to ensure the completion of business targets and tasks in 2024; Regarding the preparation of periodic financial reports and the business performance of the Company.

- The Board of Directors clearly and specifically assigns tasks to each member in charge of each field. Regularly reviews and evaluates the production and business situation, promptly corrects production and business activities in accordance with the general direction, promptly resolves difficulties and obstacles in the production, business and investment activities of the Company.

- The Executive Board has done a good job of preparing periodic financial reports on the business performance of the Company. Strictly organize the implementation of the Resolution of the General Meeting of Shareholders as well as the Resolutions and decisions of the Board of Directors of the Company, in accordance with the Charter and provisions of law. Propose that the Board of Directors of the Company consider business, investment and financial issues of Educational Book Joint Stock Company in Ho Chi Minh City

3.3. For shareholders.

- The Board of Supervisors reports to the 2024 Annual General Meeting of Shareholders on the activities of the Board of Supervisors and the 2025 operation plan. Report on the results of monitoring the Board of Directors and the Executive Board of Educational Book Joint Stock Company in Ho Chi Minh City

4. The coordination among the Board of Supervisors, the Board of Management, Board of

Directors and other managers:

- The Board of Supervisors has coordinated with departments in inspection and supervision activities according to regulations. During the period, the Board of Supervisors fully participated in the Board of Directors' meetings, attended periodic meetings with the Board of Directors, and the Company's functional departments.

- The Board of Directors and the Board of Directors have cooperated and created favorable conditions for the Board of Supervisors to perform its duties, such as providing information and documents, and staff coordinating with the Board of Supervisors when requested. The Board of Directors and the Board of Directors have created favorable conditions for the Board of Supervisors to participate in all meetings.

- The Board of Supervisors has informed the Board of Directors and the Board of Directors about the work plan; inspection and control plan for the year, and coordinated well with the Company's functional departments.

- The Board of Supervisors periodically reviews the Company's financial reports every quarter. Analyzes, evaluates and compiles statistics on indicators to support the Company's management and operation.

- The Board of Supervisors is provided with full information on the decisions of the Board of Directors. Communication, exchange or coordination between the Board of Supervisors and members of the Board of Directors and the Executive Board are conducted regularly and smoothly.

5. Other activities of the Board of Supervisors: Not available.

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management /
01	Mr. Ngo Trong Vinh	05/02/1964	Bachelor of Business Administration	14/07/2020

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Dao Thi Thanh Ban	14/05/1976	Bachelor of Finance accountant	04/05/2023

VI. Training courses on corporate governance:

Assign Company leaders, Company administrators and information disclosers to fully participate in training courses and instructions on new Circulars and Decrees of the Ministry of Finance, the State Securities Commission, the Hanoi Stock Exchange and the Vietnam Securities Depository and Clearing Corporation.

VII. The list of affiliated persons of the public company (annual report) and transactions of affiliated persons of the Company)

1. The list of affiliated persons of the Company

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	NSH No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be	Reasons	Relationship with the Company
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							affiliated person		
I	Ngo Trong Vinh		Chairman of BOD						
1	Le Thi Tuyet Nhung					28/03/2024			Wife
2	Ngo Anh Phuong					28/03/2024			Son
3	Ngo Thuy Duong					28/03/2024			Daughter
4	Nguyen Thi La					28/03/2024			Mother
5	Ngo Trong Quang					28/03/2024			Brother
6	Le Ngoc Van					28/03/2024			Father in law
7	Cao Thi Tuyet Le					28/03/2024			Mother in law
8	Ngo Trong Thuan								Father
9	Ngo Trong Sang								Brother
10	Hoang Thi Chinh					28/03/2024			Sister in law
11	Ngo Thi Mui					28/03/2024			Sister in law
II	Le Thi Tuyet Minh		Member of BOD						

1	Nguyen Van Chien					28/03/2024			Husband
2	Lam Thi Cam Le					28/03/2024			Sister in law
3	Ngo Thi Kim Dang					28/03/2024			Mother
4	Le Hoai Nam					28/03/2024			Brother
5	Nguyen Minh Nguyen					28/03/2024			Son
6	Nguyen Le Khoi Nguyen					28/03/2024			Son
7	Nguyen Van Son					28/03/2024			Father in law
8	Vu Thi Huu					28/03/2024			Mother in law
III	Lam Quynh Huong		Member of BOD						
1	Doan Thi Lien					28/03/2024			Mother
2	Lam Thanh Tung					28/03/2024			Brother
3	Lam My Duyen					28/03/2024			Sister
4	Lam Kha An					28/03/2024			Daughter
5	Nguyen Hong Lam					28/03/2024			Brother in law
6	Le Thi Giang					28/03/2024			Sister in law
7	Lam Tien Thinh								Father

IV	Nguyen Trong Ha		Member of BOD						
1	Nguyen Trong Nha					28/03/2024			Father
2	Nguyen Thi Loan					28/03/2024			Mother
3	Nguyen Thi Dieu Huyen					28/03/2024			Sister
4	Nguyen Thi Le Hang					28/03/2024			Sister
5	Tran Thi Thu Hang					28/03/2024			Wife
6	Nguyen Ha Linh					28/03/2024			Daughter
7	Nguyen Ha Trang					28/03/2024			Daughter
8	Nguyen Trong Phuc					28/03/2024			Son
9	Le Hong Thang					28/03/2024			Brother in law
10	Nguyen Hoang					28/03/2024			Brother in law
11	Tran Duc Hieu					28/03/2024			Father in law
12	Dang Thi Phuong					28/03/2024			Mother in law
V	Vuong Thi Thanh Huyen		Member of BOD			28/03/2024			
1	Vuong Duc Hanh					28/03/2024			Father
2	Nguyen Thi Oanh					28/03/2024			Mother

3	Vuong Duc Quan					28/03/2024			Brother
VI	Ngo Thi Thanh Huyen		The Head of the Board of Supervisors						
1	Nguyen Van Thinh					28/03/2024			Husband
2	Nguyen Anh Truc					28/03/2024			Son
3	Nguyen Kien Giang					28/03/2024			Son
4	Le Thi Nga					28/03/2024			Mother
5	Ngô Thi Tuyen					28/03/2024			Sister
6	Ngô Thi Phong Nha					28/03/2024			Sister
VII	Nguyen Thi Anh Hong		The member of the Board of Supervisors						
1	Duong Thi Phong					28/03/2024			Mother
2	Vu Hong Quang					28/03/2024			Husband
3	Vu Hong Quan					28/03/2024			Son
4	Nguyen Dang Khoi					28/03/2024			Brother
5	Nguyen Hong Van					28/03/2024			Sister

			The member of the Board of Supervisors						
VIII	Nguyen Thi Mai								
1	Luu Cong Chuan					28/03/2024			Husband
2	Luu Tue Linh					28/03/2024			Daughter
3	Luu Ngoc Minh Chau					28/03/2024			Daughter
4	Nguyen Van Manh					28/03/2024			Father
5	Nguyen Thi Mien					28/03/2024			Mother
6	Nguyen Thi Lan Anh					28/03/2024			Sister
7	Nguyen Thi Minh					28/03/2024			Sister
8	Nguyen Thanh Dat					28/03/2024			Brother
9	Nguyen Dinh Truong					28/03/2024			Brother in law
10	Luu Cong Nghieu					28/03/2024			Father in law
11	Ngo Thi Muon					28/03/2024			Mother in law
IX	Dao Thi Thanh Ban								
1	Dao Viet De					04/05/2023			Father
2	Cao Thi Nhat					04/05/2023			Mother
3	Dao Thi Ban					04/05/2023			Sister
4	Dao Quoc Vuong					04/05/2023			Brother
5	Nguyen Trong Hien					04/05/2023			Husband
6	Nguyen Ban Mai					04/05/2023			Daughter
7	Nguyen Phuong Linh					04/05/2023			Daughter

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons.

No.	Name of organization/individual	Relationship with the Company	NSH No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
01	Vinh Long Book Equipment Joint Stock Company	Affiliated persons	1500408582 04/17/2024 Department of Planning and Investment of Vinh Long	No. 23 Le Van Tam Street, Ward 1, Vinh Long City, Vinh Long Province			Loan 1,400,000,000 VND	
02	Mrs. Le Thi Tuyet Nhung	Affiliated persons	035171000067 12/22/2021 DGOP	No. 67 Minh Khai 8/3 Street, Hai Ba Trung,			Loan 1,600,000,000 VND	

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power. Not available

No.	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No. /Passport No., date of issue, place of Issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
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4. Transactions between the Company and other objects. Not available.

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting).

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO).

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers.

VIII. Share transactions of internal persons and their affiliated persons (annual report)

1. The list of internal persons and their affiliated persons / Transactions of internal persons and affiliated persons with shares of the Company

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	NSH No.*, date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
I	Ngo Trong Vinh		Chairman of BOD			207.000	5.12%	
1	Le Thi Tuyet Nhung					0	0	
2	Ngo Anh Phuong					0	0	
3	Ngo Thuy Duong					0	0	
4	Nguyen Thi La					207.000	5.12%	
5	Ngo Trong Quang					183.900	4.79%	
6	Le Ngoc Van					0	0	
7	Cao Thi Tuyet Le					0	0	
8	Ngo Trong Thuan					0	0	
9	Ngo Trong Sang					0	0	
10	Hoang Thi Chinh					0	0	
11	Ngo Thi Mui					0	0	
II	Le Thi Tuyet Minh		Member of BOD			0	0	
1	Nguyen Van Chien					0	0	

2	Lam Thi Cam Le					0	0	
3	Ngo Thi Kim Dang					0	0	
4	Le Hoai Nam					0	0	
5	Nguyen Minh Nguyen					0	0	
6	Nguyen Le Khoi Nguyen					0	0	
7	Nguyen Van Son					0	0	
8	Vu Thi Huu					0	0	
III	Lam Quynh Huong	061C007472	Member of BOD			0	0	
1	Doan Thi Lien					0	0	
2	Lam Thanh Tung					0	0	
3	Lam My Duyen					0	0	
4	Lam Kha An					0	0	
5	Nguyen Hong Lam					0	0	
6	Le Thi Giang					0	0	
7	Lam Tien Thinh					0	0	
IV	Nguyen Trong Ha		Member of BOD			0	0	
1	Nguyen Trong Nha					0	0	

2	Nguyen Thi Loan					0	0	
3	Nguyen Thi Dieu Huyen					0	0	
4	Nguyen Thi Le Hang					0	0	
5	Tran Thi Thu Hang					0	0	
6	Nguyen Ha Linh					0	0	
7	Nguyen Ha Trang					0	0	
8	Nguyen Trong Phuc					0	0	
9	Le Hong Thang					0	0	
10	Nguyen Hoang					0	0	
11	Tran Duc Hieu					0	0	
12	Dang Thi Phuong					0	0	
V	Vuong Thi Thanh Huyen		Member of BOD			0	0	
1	Vuong Duc Hanh					0	0	
2	Nguyen Thi Oanh					0	0	
3	Vuong Duc Quan					0	0	
VI	Ngo Thi Thanh Huyen		The Head of the Board of Supervisors			142.700	3.53%	

1	Nguyen Van Thinh					0	0	
2	Nguyen Anh Truc					0	0	
3	Nguyen Kien Giang					0	0	
4	Le Thi Nga					0	0	
5	Ngo Thi Tuyen					0	0	
6	Ngo Thi Phong Nha					0	0	
VII	Nguyen Thi Anh Hong		The member of the Board of Supervisors			0	0	
1	Duong Thi Phong					0	0	
2	Vu Hong Quang					0	0	
3	Vu Hong Quan					0	0	
4	Nguyen Dang Khoi					0	0	
5	Nguyen Hong Van					0	0	
VIII	Nguyen Thi Mai		The member of the Board of Supervisors			0	0	
1	Luu Cong Chuan					0	0	

2	Luu Tue Linh					0	0	
3	Luu Ngoc Minh Chau					0	0	
4	Nguyen Van Manh					0	0	
5	Nguyen Thi Mien					0	0	
6	Nguyen Thi Lan Anh					0	0	
7	Nguyen Thi Minh					0	0	
8	Nguyen Thanh Dat					0	0	
9	Nguyen Dinh Truong					0	0	
10	Luu Cong Nghieu					0	0	
11	Ngo Thi Muon					0	0	
IX	Dao Thi Thanh Ban		Chief Accountant			0	0	
1	Dao Viet De					0	0	
2	Cao Thi Nhat					0	0	
3	Dao Thi Ban					0	0	
4	Dao Quoc Vuong					0	0	
5	Nguyen Trong Hien					0	0	
6	Nguyen Ban Mai					0	0	
7	Nguyen Phuong Linh					0	0	

2. Transactions of internal persons and affiliated persons with shares of the company

No.	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			Number of shares	Percentage	Number of shares	Percentage	

IX. Other significant issues

CHAIRMAN OF THE BOARD OF DIRECTORS

NGO TRONG VINH

