

Appendix V

**REPORT ON CORPORATE GOVERNANCE**

*(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)*

EDUCATIONAL BOOK JOINT  
STOCK COMPANY IN DA NANG CITY

**THE SOCIALIST REPUBLIC OF VIETNAM**  
*Independence - Freedom - Happiness*

No: 212/BC-DAE

Da Nang, July 23, 2025

**REPORT ON CORPORATE GOVERNANCE**

*First Half of 2025*

To: - State Securities Commission  
- Hanoi Stock Exchange

- Name of company: Educational Book Joint Stock Company in Da Nang City
- Address of headoffice: 39 Trinh Dinh Thao Street, Cam Le Ward, Da Nang City
- Telephone: 0236 - 3797971, 3797975 Fax: 0236 – 3797971
- Charter capital: VND 19.256.580.000
- Stock symbol: DAE
- Governance model:

+ General Meeting of Shareholders, Board of Directors, Supervisory Board, and Director

**I. Activities of the General Meeting of Shareholders**

The Annual General Meeting of Shareholders (AGM) of the Educational Book Joint Stock Company in Da Nang City was held on April 3, 2025. The total number of shareholders and proxy shareholders attending the meeting was 33, representing 1,618,833 shares, accounting for 84.07% of the Company's charter capital. The contents approved by the AGM included:

No.	Resolution/Decision No.	Date	Content
1	01/NQ -ĐHĐCĐ	3/4/2025	<ul style="list-style-type: none"><li>• Approval of the Report on the Board of Directors' activities in 2024 and the business orientation for 2025. (Details in the BOD's Report No. 123/BC-HĐQT-DAE presented at the General Meeting).</li><li>• Approval of the Summary Report on Business Performance in 2024 and the Business Plan for 2025. (Details in the Executive Board's Report</li></ul>

		<p>No. 124/BC-BGD-DAE presented at the General Meeting).</p> <ul style="list-style-type: none"> <li>• Approval of the Supervisory Board's Report for 2024 and its operational plan for 2025. (Details in Report No. 125/BC-BKS-DAE presented at the General Meeting).</li> <li>• Approval of the Submission on the 2024 Audited Financial Statements of the Company. (Details in Submission No. 01/TTr-DHCD-DAE dated 3/4/2025).</li> <li>• Approval of the Submission on the 2024 Business Results, Profit Distribution, and Fund Allocation; and the 2025 Plan for the same. (Details in Submission No. 02/TTr-DHCD-DAE dated 3/4/2025).</li> <li>• Approval of the Report on Remuneration for the Board of Directors and the Supervisory Board in 2024 and the proposed plan for 2025. (Details in Submission No. 03/TTr-DHCD-DAE dated 3/4/2025).</li> <li>• Approval of the Submission authorizing the Board of Directors to select qualified and competent audit firms, in accordance with regulations of the Ministry of Finance and the State Securities Commission, to perform internal audit and audit of the Company's financial statements for 2025. (Details in Submission No. 04/TTr-DHCD-DAE dated 3/4/2025).</li> <li>• Approval of the Submission on the policy of not increasing the Company's charter capital. (Details in Submission No. 05/TTr-DHCD-DAE dated 3/4/2025).</li> </ul>
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12/03/2025

## II. Board of Directors (Semiannual report/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. Ong Thua Phu	Chairman of the Board of Directors (BOD) - Independent BOD Member, Non-Executive	April 23, 2024	
2	Mr. Ly Xuan Hoan	BOD Member - General Director	April 23, 2024	
3	Mr. Le Diem Hung	Independent BOD Member, Non-Executive	April 23, 2024	
4	Mr. Ho Van Linh	BOD Member - Deputy General Director	April 23, 2024	
5	Mr. Tran Cong Thanh	Independent BOD Member, Non-Executive	April 23, 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. Ong Thua Phu	4/4	100%	
2	Mr. Ly Xuan Hoan	4/4	100%	
3	Mr. Le Diem Hung	4/4	100%	
4	Mr. Ho Van Linh	4/4	100%	
5	Mr. Tran Cong Thanh	4/4	100%	

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

- The Board of Directors (BOD) assigns specific tasks to each BOD member and the Executive Board to maximize their roles in corporate governance.

- The BOD outlines directions, tasks, and activity plans, and instructs the Executive Board to implement them effectively to meet the targets set out in the resolutions of the General Meeting of Shareholders.

- The Executive Board has seriously, comprehensively, and effectively implemented the resolutions of the Board of Directors issued in 2023, 2024, and 2025 during the first six months of 2025



4. Activities of the Board of Directors' subcommittees (If any): No

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

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/NQ- HDQT	12/2/2025	<p><b>Article 1.</b> Approval of the record date for exercising the right to attend the 2025 Annual General Meeting of Shareholders and the expected date of the Meeting</p> <ul style="list-style-type: none"> <li>- Record date: March 5, 2025</li> <li>- Expected date of the General Meeting: April 3, 2025</li> <li>- Venue: 771 Nguyen Huu Tho Street, Cam Le District, Da Nang City</li> </ul> <p><b>Article 2.</b> Approval of the record date for the 2024 interim dividend payment</p> <ul style="list-style-type: none"> <li>- Record date: March 5, 2025</li> <li>- Dividend rate: 12% per share (equivalent to VND 1,200 per share)</li> <li>- Payment date: March 20, 2025</li> </ul> <p><b>Article 3.</b> Authorization to the Executive Board to carry out the necessary procedures in accordance with regulations.</p>	100%
2	02/NQ- HDQT	18/2/2025	<p><b>Article 1. Approval of the audited business results for 2024:</b></p> <p>Total revenue: VND 67.17 billion, reaching 113.9% of the 2024 plan and 113.9% compared to 2023.</p> <p>Profit before tax: VND 4.068 billion, reaching 104.3% of the 2024 plan and 101.1% compared to 2023.</p> <p><b>Article 2. Approval of the business plan for 2025:</b></p> <p>Total revenue: VND 68 billion</p> <p>Profit before tax: VND 4 billion</p> <p>Dividend: 12% (cash)</p> <p><b>Article 3.</b> Approval of the signing and execution of contracts/transactions between Danang Educational Book Joint Stock Company and related parties in 2025 with transaction values of less than 35% of the total</p>	100%

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			<p>assets recorded in the latest financial statements of the Company, in accordance with Article 167 of the 2020 Law on Enterprises.</p> <p><b>Article 4.</b> Authorization for the General Director – the Legal Representative of Danang Educational Book Joint Stock Company – to negotiate specific terms and implement the signing, execution, extension, amendment, supplementation, and liquidation of contracts/transactions with related parties as mentioned in Article 3, ensuring that such contracts/transactions are conducted in a manner that protects the Company’s interests, ensures competitiveness, and complies with legal regulations.</p> <p><b>Article 5.</b> The General Director – the Legal Representative of the Company – is authorized to delegate the tasks mentioned in Article 4 to other members of the Executive Board in force majeure cases.</p> <p><b>Article 6.</b> This Resolution takes effect from the date of signing.</p>	
3	03/NQ-HĐQT	18/6/2025	<p><b>Article 1.</b> Based on the policy of Vietnam Education Publishing House and at the personal request, approval is granted for Mr. Pham Van Hai – Deputy Director of the Company – to be relieved of his position as Deputy Director as from June 18, 2025.</p> <p><b>Article 2.</b> Members of the Board of Directors, the Supervisory Board, the Executive Board, relevant departments, and Mr. Pham Van Hai are responsible for implementing this Resolution.</p>	100%
4	04/NQ-HĐQT	20/6/2025	<p><b>Article 1.</b> Approval of the independent audit firm for 2025: AAC Auditing and Accounting Co., Ltd. shall conduct the audit of the Company’s financial statements.</p> <p><b>Article 2.</b> Approval of the internal audit firm for 2025: Ecovis AFA Vietnam - Auditing, Valuation &amp;</p>	100%



			Consulting Co., Ltd shall be selected as the internal auditor. <b>Article 3.</b> Approval of the provisional labor cost unit price for 2025: VND 180 per VND 100 of profit, based on the profit plan of VND 3.5 billion approved by the 2025 Annual General Meeting of Shareholders. <b>Article 4.</b> Members of the Board of Directors, the Executive Board, the Chief Accountant, and Heads/Deputy Heads of relevant departments and units shall be responsible for implementing this Resolution.	
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### **III. Board of Supervisors/Audit Committee (Semi-annual report/annual report):**

#### **1. Information about members of Board of Supervisors or Audit Committee:**

<b>No.</b>	<b>Members of Board of Supervisors/ Audit Committee</b>	<b>Position</b>	<b>The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee</b>	<b>Qualification</b>
1	Mr. Dang Cong Duc	Head of the Board of Supervisors	Appointed on April 23, 2024	Bachelor's degree in Economics
2	Mr. Tran Dam Nhiem	Member	Appointed on April 23, 2024	Bachelor's degree in Science
3	Mr. Nguyen Vu Thanh Binh	Member	Appointed on April 23, 2024	Bachelor's degree in Economics

#### **2. Meetings of Board of Supervisors or Audit Committee**

<b>No.</b>	<b>Members of Board of Supervisors/ Audit Committee</b>	<b>Number of meetings attended</b>	<b>Attendance rate</b>	<b>Voting rate</b>	<b>Reasons for absence</b>
1	Mr. Dang Cong Duc	1/1	100%	100%	
2	Mr. Tran Dam Nhiem	1/1	100%	100%	
3	Mr. Nguyen Vu Thanh Binh	1/1	100%	100%	

#### **3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee:**

Based on the Resolutions of the Board of Directors and the Annual General Meeting of Shareholders in 2023, 2024 and 2025, the Board of Supervisors is tasked with assigning responsibilities for control and supervision of the implementation of the resolutions of the Annual General Meeting of Shareholders with the Board of Directors and the Executive Board of the company, focusing on the following contents:

- Implementation of the Company's production, business, and financial plans.
- Supervision of the Company's activities in accordance with the Enterprise Law, the Charter, and the Resolutions of the Annual General Meeting of Shareholders in 2023, 2024 and



2025, the Resolutions of the Board of Directors; supervision of the financial situation, and the use of capital in the Company's production and business activities...

4. *The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers:*

- The Board of Supervisors will attend the quarterly meetings of the Executive Board to monitor and supervise the Company's operational results in accordance with the Resolutions of the Annual General Meeting of Shareholders in 2023, 2024 and 2025.

- The supervision activities of the Board of Supervisors regarding the operations of the Board of Directors, the Executive Board, and other management personnel will be facilitated by the Board of Directors, the Executive Board, and the relevant departments, providing full information.

5. *Other activities of the Board of Supervisors and Audit Committee (if any):*

- The Board of Supervisors will participate in the Company's quarterly and annual inventory checks.

- The Board of Supervisors will participate and collaborate with the independent auditing unit to review the 2024 financial statements and the 2025 semi-annual financial statements.

**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 /
1	Mr. Ly Xuan Hoan	26/8/1974	Bachelor's degree in Economics	Reappointed on November 6, 2024
2	Mr. Pham Van Hai	20/02/1975	Bachelor's degree in Law	Relieved from the position as of June 18, 2025
3	Mr. Ho Van Linh	01/8/1971	Bachelor's degree in Economics	Appointed on January 16, 2022

**V. Chief Accountant**

Name	Date of birth	Qualification	Date of appointment/ dismissal
Ms. Nguyen Thi Minh Tam	20/01/1970	Bachelor's degree in Economics	Reappointed on November 6, 2024

**VI. Training courses on corporate governance:**

*Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: No*

**VII. The list of affiliated persons of the public company (Semi-annual report/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	Add	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
1	Mr. Ong Thua Phu		Chairman of the Board of Directors (BOD)			28/04/2023			Chairman of the Board of Directors (BOD)
2	Mr. Ly Xuan Hoan		BOD Member - General Director			20/4/2019			BOD Member - General Director
3	Mr. Ho Van Linh		BOD Member - Deputy General Director			16/01/2022			BOD Member - Deputy General Director
4	Mr. Tran Cong Thanh		BOD Member			23/04/2024			BOD Member
5	Mr. Le Diem Hung		BOD Member			28/4/2023			BOD Member
6	Mr. Tran Trong Hieu		Company Secretary			05/05/2024			Company Secretary
7	Mr. Pham Van Hai		Deputy General Director			01/12/2020		Relieved from the position as of June 18, 2025	Deputy General Director
8	Ms. Nguyen Thi Minh Tam		Chief Accountant			20/4/2019			Chief Accountant
9	Mr. Dang Cong Duc		Head of the Board of Supervisors			20/4/2019			Head of the Board of Supervisors
10	Mr. Tran Dam Nhiem		Member of the Board of Supervisors			28/4/2023			Member of the Board of Supervisors
11	Mr. Nguyen Vu Thanh Binh		Member of the Board of Supervisors			29/6/2020			Member of the Board of Supervisors

*Note: NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).*

*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	Content, quantity, total value of transaction	Note
1	Vietnam Education Publishing House Co., Ltd	Major shareholder	0100108543	81 Tran Hung Dao Street, Cua Nam Ward, Hanoi, Vietnam	2004	BOD Resolution No. 02/NQ-HDQT dated February 18, 2025	679.652.400 VND	
2	Da Nang Education Investment and Development Joint Stock Company	Major shareholder	0400568767	145 Le Loi, Hai Chau Ward, Da Nang City	2010	BOD Resolution No. 02/NQ-HDQT dated February 18, 2025	673.500.000 VND	

*Note: NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on operations or equivalent legal documents (As for organisations).*

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: No

4. Transactions between the Company and other objects: No

#### **VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/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	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport 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
1	Mr. Ong Thua Phu		Chairman of the Board of Directors			3.212	0,17%	
1.01	Phan Thi Cai		Mother			0	0	
1.02	Ha Thi Thu Thao		Wife			0	0	
1.03	Ong Thi Bao Ngan		Child			0	0	

1.04	Ong Gia Phuoc		Child			0	0	
1.05	Ong Thi Ngoc		Sister			0	0	
1.06	Ong Thi Tran		Sister			0	0	
1.07	Ong Thi Huong		Sister			0	0	
1.08	Ong Thi Hoang		Sister			0	0	
1.09	Ong Thi Vu		Sister			0	0	
1.10	Ong Tu Cuong		Sister			0	0	
1.11	Ong Thi Ky Thuat		Sister			10.280	0,54%	
1.12	Dang Nguyen		Brother-in-law			0	0	
1.13	Tran Nam		Brother-in-law			0	0	
1.14	Tran Nguyen My		Brother-in-law			0	0	
1.15	Nguyen Van Xanh		Brother-in-law			0	0	
1.16	Tran Van Muoi		Brother-in-law			0	0	
1.17	Ngo Tan Minh		Brother-in-law			0	0	
2	Ly Xuan Hoan		<b>Member of the Board of Directors / Director</b>			0	0	
2.01	Ly Xuan Thi		Father			0	0	
2.02	Ly Thi Xuan Oanh		Sister			0	0	
2.03	Ly Xuan Vu		Brother			0	0	
2.04	Ho Thi Kieu Na		Wife			0	0	
2.05	Ly Ho Duy		Child			0	0	
2.06	Ly Ho Vien		Child			0	0	

2.07	Pham Thi Kim Cuc		Sister-in-law			0	0	
2.08	Ho Duong		Father-in-law			0	0	
2.09	Ho Thi Kim Tri		Mother-in-law			0	0	
3	Ho Van Linh		<b>Member of the Board of Directors / Deputy Director</b>			234.640	12,18%	
3.01	Nguyen Thi Tho		Mother			0	0	
3.02	Nguyen Van Chau		Father-in-law			0	0	
3.03	Nguyen Thi Hoa		Wife			0	0	
3.04	Ho Thao Linh		Child			0	0	
3.05	Ho Thuc Nhi		Child			0	0	
3.06	Ho Duc Khoi		Child			0	0	
3.07	Ho Quang		Brother			0	0	
3.08	Ho Phat		Brother			0	0	
3.09	Ho Van Lin		Brother			0	0	
3.10	Le Thi Thanh Nga		Sister-in-law			0	0	
3.11	Huynh Thi Phuong		Sister-in-law			0	0	
3.12	Nguyen Thi Thang		Sister-in-law			0	0	
3.13	Nguyen Thi Kim Anh		Sister-in-law			0	0	
4	Tran Cong Thanh		<b>Member of the Board of Directors</b>			0	0	
4.01	Tran Cong Thong		Father			0	0	



4.02	Mac Thi Lanh		Mother			0	0	
4.03	Le Van Loc		Father-in-law			0	0	
4.04	Dang Thi Thuan		Mother-in-law			0	0	
4.05	Le Thi Hoa		Wife			0	0	
4.06	Tran Thi Loan		Sister			0	0	
4.07	Tran Thi Liem		Brother			0	0	
4.08	Nguyen Duong Truong Vy		Brother-in-law			0	0	
4.09	Tran Cong Phu		Child			0	0	
4.10	Tran Cong Phuc		Child			0	0	
5	Le Diem Hung		Member of the Board of Directors			0	0	
5.01	Ho Thi Trinh Nu		Wife			0	0	
5.02	Le Ho Gia Khang		Child			0	0	
5.03	Le Ho Gia Ai		Child			0	0	
5.04	Ho Trien		Father-in-law			0	0	
5.05	Do Thi Duc		Mother-in-law			0	0	
5.06	Le Thi Xuan		Sister			0	0	
5.07	Le Thuong		Brother			0	0	
5.08	Le Thi Phuong		Sister			0	0	
5.09	Le Thi Hoa		Sister			0	0	
5.10	Le Thi Binh		Sister			0	0	
5.11	Le Thi Thuan		Sister			0	0	
6	Tran Trong Hieu		Company Secretary			6.425	0,33%	
6.01	Tran Nam		Father			0	0	

6.02	Ong Thi Tran		Mother			0	0	
6.03	Nguyen Thien Hung		Father-in-law			0	0	
6.04	Pham Thi Minh Nguyet		Mother-in-law			0	0	
6.05	Tran Thi Hoang Anh		Sister			0	0	
6.06	Tran Thi Hoang Van		Sister			0	0	
6.07	Nguyen Hoang Giang		Brother-in-law			0	0	
6.08	Nguyen Ngoc Nhu Quynh		Wife			0	0	
6.09	Tran Phuoc Toan		Child			0	0	
7	Nguyen Thi Minh Tam		Chief Accountant			3.358	0,17%	
7.01	Tu Thi Hanh		Mother			0	0	
7.02	Dang Van Chi		Husband			0	0	
7.03	Dang Nguyen Nhat Minh		Child			0	0	
7.04	Dang Nguyen Nhat Quang		Child			0	0	
7.05	Nguyen Minh Hung		Brother			0	0	
7.06	Nguyen Thi Minh Tuyen		Brother			0	0	
7.07	Nguyen Thi Minh Thu		Brother			0	0	
8	Dang Cong Duc		Head of the Board of Supervisors			0	0	
8.01	Dang Nguyen		Father			0	0	
8.02	Ong Thi Ngoc		Mother			0	0	
8.03	Huynh Thi Thu		Mother-in-law			0	0	
8.04	Vo Huynh Thuy Thanh		Wife			0	0	
8.05	Dang Thi Ngoc Dung		Sister			0	0	

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8.06	Dang Thi Bao Tram		Brother			0	0	
8.07	Le Viet Trong		Brother-in-law			0	0	
8.08	Nguyen Van Son		Brother-in-law			0	0	
8.09	Dang Cong Minh Dat		Child			0	0	
8.10	Dang Cong Minh Khang		Child			0	0	
9	Nguyen Vu Thanh Binh		Member of the Board of Supervisors			3.855	0,2%	
9.01	Nguyen Thanh Minh		Father			0	0	
9.02	Vu Thi Xuyen		Mother			0	0	
9.03	Nguyen Vu Thanh Hai		Brother			0	0	
9.04	Ngo Thi Thu Thanh		Sister-in-law			0	0	
9.05	Pham Thi Ngoc Anh		Wife			0	0	
9.06	Nguyen Thi Thuy		Mother-in-law			0	0	
9.07	Nguyen Gia Khang		Child			0	0	
9.08	Nguyen Gia Khiem		Child			0	0	
10	Tran Dam Nhiem		Member of the Board of Supervisors			0	0	
10.01	Le Thi Bich Thuy		Wife			0	0	
10.02	Tran Thi Kim Ngan		Child			0	0	
10.03	Tran Thi Kim Ngoc		Child			0	0	
10.04	Ho Thi Cuc		Mother			0	0	
10.05	Le Dinh Khai		Father-in-law			0	0	
10.06	Tran Thi Nhung		Mother-in-law			0	0	
10.07	Tran Thi Lam		Sister			0	0	

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10.08	Tran Thi Da Ly		Sister			0	0	
10.09	Tran Thi Dong Tin		Sister			0	0	
10.10	Tran Thi Thong		Brother			0	0	
10.11	Nguyen Van Luong		Brother-in-law			0	0	
10.12	Vo Tan Dung		Brother-in-law			0	0	

2. Transactions of internal persons and affiliated persons with shares of the company:  
No

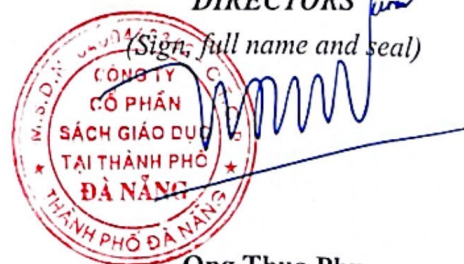
**IX. Other significant issues: No**

**Recipients:**

- State Securities Commission;
- Hanoi Stock Exchange;
- Archived:

**CHAIRMAN OF THE BOARD OF  
DIRECTORS**

(Sign, full name and seal)



**Ong Thua Phu**

**CÔNG TY CỔ PHẦN SÁCH GIÁO DỤC TẠI THÀNH PHỐ ĐÀ NẴNG**