

Thái Nguyên, ngày 26 tháng 07 năm 2025

Số:/2025/STH/NQ-ĐHĐCĐ

NGHỊ QUYẾT
Đại hội đồng cổ đông bất thường lần thứ nhất năm 2025

Căn cứ Luật doanh nghiệp số 59/2020/QH14 ngày 17 tháng 06 năm 2020 của Quốc hội nước Cộng hòa Xã hội chủ nghĩa Việt Nam;

Căn cứ Điều lệ Công ty cổ phần Phát hành sách Thái Nguyên;

Căn cứ Biên bản kiểm phiếu Đại hội đồng cổ đông bất thường năm 2025.

QUYẾT NGHỊ

Điều 1: Thông qua việc thay đổi tên công ty và sửa đổi điều lệ công ty của Công ty Cổ phần Phát hành sách Thái Nguyên theo tờ trình số

Thông qua tên công ty sau khi thay đổi: Công ty Cổ phần STH Holdings.

Điều 2: Thông qua việc chấp thuận cho cổ đông nhận chuyển nhượng cổ phần dẫn đến sở hữu trên 25% vốn điều lệ mà không phải chào mua công khai theo tờ trình số.....

Điều 3: Điều khoản thực hiện

Các Cổ đông, Thành viên Hội đồng quản trị, Ban Tổng Giám đốc Công ty, các ông (bà) Trưởng, Phó phòng có trách nhiệm thực hiện Nghị quyết này theo đúng pháp luật, Điều lệ Công ty và những nội dung tại các Báo cáo, Tờ trình được thông qua tại Biên bản họp Đại hội đồng cổ đông trên.

Nghị quyết này được Đại hội đồng cổ đông thường bất thường của Công ty cổ phần Phát hành sách Thái Nguyên năm 2025 thông qua toàn văn và có hiệu lực kể từ ngày ký.

Nơi nhận:

- Các cổ đông, Website;
- UBCKNN, SGDCK Hà Nội;
- Các TV HĐQT, BTGD, BKS;
- Lưu: VT.

TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG
CHỦ TỌA

Nguyễn Nam Tiến

**THAI NGUYEN BOOK DISTRIBUTION JOINT STOCK
COMPANY
GENERAL MEETING OF SHAREHOLDERS**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Thai Nguyen, April 15, 2025

**No.: 01/2025/STH/NQ-GMS
(DRAFT)**

RESOLUTION

**2025 Annual General Meeting of Shareholders
Thai Nguyen Book Distribution Joint Stock Company**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020,
issued by the National Assembly of the Socialist Republic of Vietnam;
Pursuant to the Charter of Thai Nguyen Book Distribution Joint Stock
Company;
Pursuant to the Ballot Counting Minutes of the 2025 AGM;
Pursuant to the Meeting Minutes No. 01/2025/STH/BB-GMS dated April 15,
2025;*

THE GENERAL MEETING RESOLVES:

Article 1: Approval of the Board of Directors' (BoD) Report on 2024 operations and 2025 orientation (per Report No. 01/2025/STH/BC-HĐQT).

Article 2: Approval of the Executive Board's Report on 2024 operations and 2025 plan (per Report No. 02/2025/STH/BC-BTGĐ).

Article 3: Approval of the Supervisory Board's 2024 performance report and 2025 plan (per Report No. 03/2025/STH/BC-BKS).

Article 4: Approval of the audited financial statements for 2024 (per Proposal No. 01/2025/STH/TTr-HĐQT).

**The financial statements audited by Nhan Tam Viet Auditing Co., Ltd.
Summary of key figures:**

No.	Item	2024 (VND)
1	Total assets (as of 31/12)	213.854.503.130
2	Liabilities (as of 31/12)	14.673.139.130
3	Owner's equity (as of 31/12)	199.181.364.000
4	Net revenue	27.334.111.010
5	Net profit from business	746.266.604
6	Profit before tax	1.279.870.211
7	Profit after tax	1.279.870.211
8	Basic earnings per share (VND)	66

Article 5: Approval of remuneration finalization for 2024 and projected remuneration for BoD and Supervisory Board in 2025 (per Proposal No. 02/2025/STH/TTr-HĐQT).

- **2024 Remuneration:**
 - BoD: VND 149,760,000
 - Supervisory Board: VND 49,920,000
- **2025 Estimated Remuneration:**
 - BoD: VND 158,760,000
 - Supervisory Board: VND 52,908,000

Article 6: Authorization for the BoD to select an auditing firm for the 2025 financial statements audit (per Proposal No. 03/2025/STH/TTr-HĐQT). Selected firm: Nhan Tam Viet Auditing Co., Ltd.

Article 7: Approval of the 2025 business and investment plan (per Proposal No. 04/2025/STH/TTr-HĐQT). Estimated:

No	Plan	Year 2025 (VND)
1	Net revenue	35.000.000.000
2	Profit before tax	1.600.000.000
3	Profit after tax	1.280.000.000
4	Charter capital	195.000.000.000
5	Dividend rate	0%

Continue implementation of the investment policy for constructing the new headquarters — Thai Hung Complex Tower project, as approved by the 2022 Annual General Meeting.

Article 8: Approval of the amendment and supplementation of business lines and the amendment of the Company’s Charter (per Proposal No. 05/2025/STH/TTr-HĐQT).

Article 9: Approval of dismissal and replacement election of Supervisory Board member for 2023–2027 term (per Proposal No. 06/2025/STH/TTr-HĐQT).

- Dismissal: **Ms. Nguyen Thi Lan Huong**, effective April 15, 2025
- Replacement: **Ms. Hoang Thi Lan**

New Supervisory Board:

No.	Name	Position
1	Nguyen Thi Minh	Member
2	Nguyen Thi Nhu Thuy	Member
3	Hoang Thi Lan	Member

Article 10: Approval for a shareholder to acquire over 25% of charter capital without a public offer (per Proposal No. 07/2025/STH/TTr-HĐQT).

Article 11: Approval of the acquisition of a portion of the “Thai Hung Eco City New Urban Area” project related to Iris Kindergarten, Primary School, Lower Secondary School, and Upper Secondary School (as per Proposal No. 08/2025/STH/TTr-BOD).

Specifically:

Approval of the policy to acquire a portion of the “Thai Hung Eco City New Urban Area Project (a complex of commercial, service, educational, and residential facilities in Gia Sang)” owned by Thai Hung Trading Joint Stock Company (Enterprise Registration Certificate No. 4600310787 issued by the Business Registration Office – Department of Planning and Investment of Thai Nguyen Province on March 28, 2003, and amended for the 23rd time on June 24, 2024), relating to “Iris Kindergarten” and “Iris Primary, Lower Secondary, and Upper Secondary School” (hereinafter collectively referred to as “Iris School”).

The General Meeting of Shareholders authorizes the Board of Directors and the Executive Board of the Company to negotiate and sign agreements and contracts to complete the acquisition of the above-mentioned portion of the Iris School Project without further approval from the General Meeting of Shareholders. The Board of Directors shall be responsible for reporting on the implementation progress at the nearest meeting of the General Meeting of Shareholders.

Article 12: Approval of 2024 profit distribution plan (per Proposal No. 09/2025/STH/TTr-HĐQT):

No.	Item	Rate (%)	Amount (VND)
1	Profit before tax		1.279.870.211
2	Corporate income tax		
3	Profit after tax		1.279.870.211
4	Profit distribution		
-	- Executive bonus fund		
-	- Development investment fund	36%	464.211.628
-	- Reward and welfare fund	0%	0
-	- Dividend payment	0%	0
5	Retained earnings from prior years		2.202.346.314
6	Total accumulated profit till 2024		3.482.216.525
7	Proposed dividend distribution	0%	0

Article 13: Execution

All shareholders, members of the BoD, Executive Board, department heads and deputy heads are responsible for executing this Resolution in accordance with applicable laws, the Company Charter and the contents of the Reports and Proposals approved in the Minutes of the General Meeting of Shareholders above.

This Resolution was unanimously approved at the 2025 Annual General Meeting of Shareholders of Thai Nguyen Book Distribution Joint Stock Company and takes effect from the date of signing.

Recipients:

- Shareholders, Company website
- SSC, Hanoi Stock Exchange
- BoD, Executive Board, Supervisory Board
- Archive: Office

**ON BEHALF OF THE GENERAL
MEETING
CHAIRMAN**

Nguyen Nam Tien