**VLA: Annual Corporate Governance Report 2023**

On January 24, 2024, Van Lang Technology Development and Investment JSC announced Report No. 44/BC-VLA on the corporate governance of the company as follows:

* Name of company: Van Lang Technology Development and Investment JSC
* Head office address: No. 81 Tran Quang Khai Street, Tran Hung Dao Ward, Hoan Kiem District, Hanoi City, Vietnam
* Working address: No. 1204 Hoang Van Thu Street, Nhan Chinh Ward, Thanh Xuan District, Hanoi
* Tel: 024.35121610 Fax: Email: vlagroup.jsc@gmail.com
* Charter capital: VND 39,959,960,000
* Securities code: VLA
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* On the Internal audit execution: Have no internal audit execution
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | General Mandate No. 02/2023/NQ-DHDCDVLA | March 21, 2023 | 1. Approve production and business activities 2022 and profit distribution plan Approve production and business plan 2023 and profit distribution and dividend payment plan in 2023
2. ‎‎ Approve on the Audited Financial Statements in 2022 correcting the Financial Statements 2021
3. ‎‎ Approve the Report on activities of the Board of Directors in 2022 and the operational orientation in 2023.
4. ‎‎ Approve the Report on activities of the Supervisory Board in 2022 and the operational orientation in 2023.
5. ‎‎ Approve the Proposal on selecting an audit company.
6. Approve the remuneration settlement for members of the Board of Directors, the Supervisory Board, the Secretariat of the Company in 2022 and the remuneration settlement plan in 2023
7. Approve the Plan on additional public offering to existing shareholders to increase the Company’s charter capital
8. Approve the Proposal on the authorization of the General Meeting of Shareholders for the Board of Directors to decide several contents under the authorities of the General Meeting of Shareholders.
9. Approve the capital contribution policy for establishment of subsidiaries, joint ventures, and other long-term investments.
10. Approve the plan on establishment of the Branch of Van Lang Technology Development and Investment JSC
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1. The Board of Directors (Report in 2023)
2. Information about members of the Board of Directors (BOD)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors (Mr./Ms.) | Position (independent member of the Board of Directors, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Nguyen Thanh Tien | Chair of the Board of Directors (Non-executive member) | July 30, 2020 |  |
| 2 | Nguyen Huu Thuan | Vice Chair of the Board of Directors - also acting as the Manager (Executive member) | July 30, 2020 |  |
| 3 | Nguyen Van Duc | Member of the Board of Directors (Non-executive member) | July 30, 2020 |  |
| 4 | Tran Quang Thinh | Member of the Board of Directors (Non-executive member) | July 30, 2020 |  |
| 5 | Pham Dang Hoang Huy | Independent member of the Board of Directors | September 23, 2021 |  |

1. Board Resolutions/Board Decisions (Report of 2023);

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 07/2023/NQ-HDQTVLA | January 10, 2023 | On providing the credit limit at Military Commercial Joint Stock Bank - Ba Dinh Branch |
| 2 | 10/2023/NQ-HDQTVLA | January 12, 2023 | On approving the organization plan of the Annual General Meeting of Shareholders in 2023. |
| 3 | 16/2023/NQ-HDQTVLA | January 30, 2023 | On signing the leasing principal agreement with Minh Bao Tin Investment Joint Stock Company |
| 4 | 55/2023/NQ-HDQT | March 29, 2023 | On adjusting the timeline for using the capital in implementing the public offeringfor the existing shareholders |
| 5 | 76/2023/NQ-HDQTVLA | July 12, 2023 | On approving the transaction contracts with affiliated persons of the company |
| 6 | 81/2023/NQ-HDQTVLA | July 26, 2023 | On adjusting the contents of the Board Resolution No. 132/2022/NQ-HDQT on approving the plan to ensure the ownership rate of foreign investors |
| 7 | 84/2023/NQ-HDQTVLA | July 27, 2023 | On approving the dossier on public offering to the existing shareholders |
| 8 | 89/2023/NQ-HDQTVLA | August 15, 2023 | On approving the implementation of distributing shares to the public for existing shareholders |
| 9 | 96/2023/QD-HDQTVLA | September 08, 2023 | On the establishment of business location |
| 10 | 100/2023/NQ-HDQTVLA | September 20, 2023 | On the activities managements of PDMR of the Company |
| 11 | 104/2023/NQ-HDQTVLA | September 26, 2023 | On approving the establishment of the Branch of Van Lang Technology Development and Investment JSC in Ho Chi Minh City |
| 12 | 107/2023/NQ-HDQTVLA | October 05, 2023 | On approval of extending the time of distributing shares in the public for existing shareholders |
| 13 | 116/2023/NQ-HDQTVLA | November 29, 2023 | On approving the distribution of the remaining shares in the public offering to the existing shareholders of Van Lang Technology Development and Investment JSC.  |
| 14 | 123/2023/NQ-HDQTVLA | December 12, 2023 | On amending the operational charters and modifying the business registration certificate due to additional share issuance to the existing shareholders for the purpose of increasing the charter capital |
| 15 | 132/2023/NQ-HDQTVLA | December 25, 2023 | On approving the contents to organize the Annual General Meeting of Shareholders 2024. |
| 16 | 137/2023/NQ-HDQTVLA | December 29, 2023 | On changing the plan of using the funds received from the additional share issuance to the existing shareholders.  |

1. The Supervisory Board/ Audit Committee (Report of 2023)
2. Information about members of the Supervisory Board (SB)/the Audit Committee:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee (Mr./Ms.) | Position | Date of appointment/dismissal as member of the Supervisory Board/the Audit Committee | Qualification |
| 1 | Ms. Hoang Thi Viet | Chief of the Supervisory Board | September 23, 2021 | University Degree level |
| 2 | Mr. Nguyen Huy Bao | Member of the Supervisory Board | September 23, 2021 | University Degree level |
| 3 | Ms. Khuong Thi Phuong Uyen | Member of the Supervisory Board | September 23, 2021 | University Degree level |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board (Mr./Ms.) | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Nguyen Huu Thuan | April 10, 1990 | University Degree level | Appointed as the Manager on January 12, 2021 |
| 2 | Ms. Nguyen Thu Ha | November 10, 1989 | University Degree level | Appointed as the Deputy Director on October 25, 2021 |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment /dismissal |
| Ha Dieu Ngoc | March 22, 1983 | University Degree level | Appointed as Chief Accountant on April 08, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Report 2023) and transactions between the affiliated persons of the Company with the Company
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relationship with the Company | NSH No. , Date of issue, Place of issue | Head office/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. ... Of approval (including date of promulgation, if any) | Contents, quantity, total value of transaction/ | Note |
| 1 | Mr. Dang Trong Khang | Major shareholder  |  |  | January 30, 2023 | 16/2023/NQ- HDQT.LL dated January 30, 2023 | On approval of singing for leasing principal agreement to establish the office of Van Lang Technology Development and Investment JSC in Ho Chi Minh branch with Minh Bao Tin Investment Joint Stock Company with Mr. Dang Trong Khang, as a legal representative |  |
| November 20, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 499,130shares, worth VND 4,991,300,000. |  |
| 2 | Mr. Nguyen Thanh Tien. | PDMR |  |  | October 01, 2023 | 100/2023/NQ- HDQTVLA dated September 20, 2023 | On approving the management of operational activities of PDMR of the Company Besides the remuneration from the Board of Directors, Mr. Nguyen Thanh Tien is eligible to receive the salary and other benefits throughout the operational process in accordance with the Company’s salary, bonus and internal regulations.  |  |
|  |  |  |  |  | November 19, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 181,485 shares, worth VND 1,814,850,000 |  |
| 3 | Ms. Nguyen Thu Ha | PDMR and affiliated persons of PDMR |  |  | November 19, 2023 - November 21, 2023 | 116/NQ-HDQTVLA dated November 29, 2023 | Transaction on shares purchasing right with the total quantity of of 134,125 shares, worth VND 1,341,250,000 |  |
| November 30, 2023 - December 04, 2023 | 116/NQ-HDQTVLA dated November 29, 2023 | Distribution of the remaining shares in the public offering to the existing shareholders. The total number of shares distributed to purchase by Ms. Nguyen Thu Ha: 107,097 shares, worth VND 1,070,970,000 |  |
| 4 | Mr. Nguyen Van Tho | PDMR and affiliated persons of PDMR |  |  | November 19, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 80,475 shares, worth VND 804,750,000 |  |
| 5 | Ms. Tran Thi Thanh Hoa | Affiliated person of PDMR |  |  | November 19, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 80,060 shares, worth VND 880,600,000 |  |
| 6 | Nguyen Huu Thuan | PDMR |  |  | November 19, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 199,800 shares, worth VND 1,998,000,000 |  |
| 7 | Nguyen Van Duc | PDMR |  |  | September 13, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 6955 shares, worth VND 69,550,000 |  |
| 8 | Tran Quang Thinh | PDMR |  |  | November 19, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 47,540 shares, worth VND 475,450,000. |  |
| 9 | Vu Thi Hien Nhung | PDMR and affiliated persons of PDMR |  |  | November 19, 2023 - November 21, 2023 |  | Transaction on shares purchasing right with the total quantity of of 60,310 shares, worth VND 60,310,000 |  |
| April 01, 2022 | Resolution No. 62/2022/NQ-HDQVLA dated April 01, 2022 | On the basic of the principle contract No. 02/2022/HDDV-VLA-NIK dated April 01, 2022 and service contract No. 03/2022/HDDV-VLA-NIK dated April 01, 2022 with NIK Reality Investment and Business Training School Company Limited (as the related party with Ms. Vu Thi Hien Nhung as a legal representative)In 2023, the total transaction value with NIK Reality Investment and Business Training School Company Limited amounted to VND 423,864,402 |  |
| 10 | Hoang Thi Viet | PDMR |  |  |  |  | Transaction on shares purchasing right with the total quantity of of 100 shares, worth VND 1,000,000 |  |
| 11 | Cao Dang Thanh | Affiliated person of PDMR |  |  |  |  | Transaction on shares purchasing right with the total quantity of of 100 shares, worth VND 1,000,000 |  |
| 12 | Khuong Thi Phuong Uyen | PDMR |  |  |  |  | Transaction on shares purchasing right with the total quantity of of 100 shares, worth VND 1,000,000 |  |
| 13 | Nguyen Huy Bao | PDMR |  |  |  |  | Transaction on shares purchasing right with the total quantity of of 100 shares, worth VND 1,000,000 |  |
| 14 | Ha Dieu Ngoc | PDMR |  |  |  |  | Transaction on shares purchasing right with the total quantity of of 100 shares, worth VND 1,000,000 |  |
| 15 | Ha Quang | Affiliated person of PDMR |  |  |  |  | Transaction on shares purchasing right with the total quantity of of 100 shares, worth VND 1,000,000 |  |

Notes: NSH\* Number: ID Card/Passport No. (for individuals) or Business Registration Certificate No., Business License No. or equivalent legal documents (for institutions)

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies under the control of the Company
2. Transactions between the Company and other entities
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting): None
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager)

In 2023, the Company continuously implements the raising transactions with NIK Reality Investment and Business Training School Company Limited based on the principle contract No. 02/2022/HDDV-VLA-NIK dated April 01, 2022 and service contract No. 03/2022/HDDV-VLA-NIK dated April 01, 2022, Ms. Vu Thi Hien Nhung is the Manager - the legal representative - of NIK Reality Investment and Business Training School Company Limited.

* 1. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None
1. Share transaction of PDMR and affiliated persons of PDMR (Report OF 2023)
2. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relationship with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, etc.) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Nguyen Thanh Tien |  | 181,485 | 9.08 | 362,970 | 9.08 | Implement the rights to buy additional shares |
| 2 | Nguyen Van Tho | Father’s the Chair of the Board of Directors | 80,475 | 4.03 | 160,950 | 4.03 | Implement the rights to buy additional shares |
| 3 | Tran Thi Thanh Hoa | Mother’s the Chaird of the Board of Directors | 88,060 | 4.41 | 176,120 | 4.41 | Implement the rights to buy additional shares |
| 4 | Nguyen Thu Ha | Younger sister’s the Chair of the Board of Directors | 134,125 | 6.71 | 375,347 | 9.39 | Implement the rights to buy additionally issued shares and is distributed to purchase the remaining shares from the additional issuance by the Board of Directors |
| 5 | Vu Hien Nhung | Wife’s Chair of the Board of Directors | 60,310 | 3.02 | 120,620 | 3.02 | Implement the rights to buy additional shares |
| 6 | Nguyen Huu Thuan |  | 199,800 | 10 | 399,600 | 10 | Implement the rights to buy additional shares |
| 7 | Tran Quang Thinh |  | 47,545 | 2.38 | 95,090 | 2.38 | Implement the rights to buy additional shares |
| 8 | Nguyen Van Duc |  | 4655 | 0, 232 | 13,910 | 0.348 | Implement the rights to buy additional shares |
| 9 | Hoang Thi Viet |  | 0 | 0 | 200 | 0.006 | Implement the rights to buy additional shares |
| 10 | Cao Dang Thanh | Husband’s Chief of the Supervisory Board | 0 | 0 | 200 | 0.006 | Implement the rights to buy additional shares |
| 11 | Ha Dieu Ngoc |  | 0 | 0 | 200 | 0.006 | Implement the rights to buy additional shares |
| 12 | Nguyen Huy Bao |  | 0 | 0 | 200 | 0.006 | Implement the rights to buy additional shares |
| 13 | Khuong Thi Phuong Uyen |  | 0 | 0 | 200 | 0.006 | Implement the rights to buy additional shares |
| 14 | Dao Mong Anh | Wife of Independent member of the Board of Directors | 7960 | 0.39 | 2659 | 0.07 | Implement the rights to buy additional shares |

1. Other significant issues: None.