

No: 47/2025/BC-VLA

*Ha Noi, month 04 day 23. year 2025*

**DISCLOSURE OF INFORMATION**

To: - The State Securities Commission;  
- The Stock Exchange.  
- Shareholders

- Name of company: VAN LANG TECHNOLOGY DEVELOPMENT AND INVESTMENT JOINT STOCK COMPANY

- Stock symbol: VLA

- Address of headoffice: No. 81, Tran Hung Dao Street, Tran Hung Dao Ward, Hoan Kiem District, Hanoi City

- Telephone: 0246.655.5854

- The person who made the disclosure: Nguyen Huu Thuan

- Address: No. 1204, Building 17-T5 Hoang Dao Thuy Street, Nhan Chinh Ward, Thanh Xuan District, Hanoi City

- Telephone: 0246.655.5854

Mobile: 0886222629

- Information disclosure type: ☐ 24 hours ☐ Irregular ☐ Requested ☒ Periodic

- Content of information disclosure : Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders of Van Lang Technology development and Investment Joint Stock Company, along with accompanying documents.

This information has been published on our company's website: [www.vla.vn](http://www.vla.vn)

We declare that all information provided in this paper is true and accurate; We shall be legally responsible for any misrepresentation.

**Attached documents:**

- Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders of Van Lang Technology development and Investment Joint Stock Company, along with accompanying documents.

**Legal representative  
Director**

(Sign, full name and seal)

  
**Nguyen Huu Thuan**

No: 02/2025/NQ-ĐHĐCĐVLA

Hanoi, April 22, 2025

**RESOLUTION**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VAN LANG TECHNOLOGY INVESTMENT AND DEVELOPMENT JOINT**  
**STOCK COMPANY**

*Pursuant to:*

- Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Charter of Van Lang Technology Investment and Development Joint Stock Company;
- Minutes of the General Meeting of Shareholders No. 01/2025/BB-ĐHĐCĐVLA dated April 22, 2025 of Van Lang Technology Investment and Development Joint Stock Company

The 2025 Annual General Meeting of Shareholders (AGM) on April 22, 2025 of Van Lang Technology Investment and Development Joint Stock Company discussed and approved the following contents:

**RESOLUTION**

**Article 1.** Approval of the Board of Directors' Report on the results of production and business activities in 2024, the business plan and direction for 2025 (Submission No. 27/2025/BC-VLA dated April 22, 2025)

The results of business activities in 2024 are as follows:

Unit: 1000 VND

No	Target	2024
1	Total revenue	19.522.716
	Production and business revenue	14.762.079
	Financial revenue	1.851.731
	Other income	2.908.906



2	Total cost	18.801.562
3	Profit before tax (PBT):	721.154
4	Current corporate income tax expense	204.564
5	Profit after tax (PAT)	516.589
6	Development Investment Fund	0
7	Deduction from Reward and Welfare Fund	0
8	Dividend payment 2024	0

Business plan 2025:

Unit: 1000 VND

No	Target	Plan for 2025
1	Total Revenue	10.000.000
2	Total Expenses	9.375.000
3	Profit Before Tax	625.000
4	Current Corporate Income Tax Expense	125.000
5	Profit After Tax (PTI)	500.000
6	Dividends	5,0%/VĐL

**Article 2.** Approval of the Board of Directors' Report on the management and performance of the Board of Directors in 2024, and the Board of Directors' action plan in 2025 (Submission No. 28/2025/BC-HĐQT dated April 22, 2025)

**Article 3.** Approval of the Supervisory Board's Report on the Company's operations, the Board of Directors' and General Director's performance, and the Supervisory Board's performance in 2024, and the Supervisory Board's performance plan in 2025 (Submission No. 29/2025/BC-BKS dated April 22, 2025)

**Article 4.** Approval of the Company's 2024 Audited Financial Statements (Submission No. 33/2025/TTr-HĐQT dated April 22, 2025)

**Article 5.** Approval of the selection of an auditing unit for the 2025 Financial Statements (Submission No. 34/2025/TTr-BKS dated April 22, 2025)

The General Meeting of Shareholders approved the continued selection of Nhan Tam Viet Auditing Company Limited as the auditor for the Company's 2025 financial statements,

and authorized the Company's General Director to sign an audit service contract with the selected auditing company to review and audit the Company's 2025 financial statements.

At the same time, the General Meeting of Shareholders approved the authorization for the Board of Directors, in case of force majeure or objective factors leading to Nhan Tam Viet Auditing Company Limited not auditing the Company's 2025 financial statements, the Board of Directors shall decide to select one of the auditing units as proposed by the Supervisory Board or select another suitable auditing unit that satisfies the criteria in the submission, and assign the Company's General Director to sign an audit service contract with the selected auditing company to review and audit the Company's 2025 financial statements.

**Article 6.** Approval of the Dividend Payment and Profit Distribution Plan for 2024 (Submission No. 35/2025/TTr-HĐQT dated April 22, 2025)

Unit: 1000 VND

No	Content of Items	Value
1	Profit After Tax	516.589
2	Fund Allocation (%)	0
	- Extract from Development Investment Fund (%)	0
	- Bonus and welfare fund (%)	0
3	Undistributed Accumulated Profit after Tax of Previous Years	3.614.093
4	Undistributed accumulated profit after tax as of December 31 <sup>st</sup> , 2024	4.130.682
5	Dividend payout ratio of 2024 (%) (Dividend payment source from Undistributed accumulated profit after tax as of December 31 <sup>st</sup> , 2024)	0



**Article 7.** Approval of the implementation of remuneration payment in 2024 and the remuneration payment plan in 2025 for members of the Board of Directors and the Board of Supervisors (Submission No. 36/2025/TTr-HĐQT dated April 22, 2025)

**Article 8.** Approval of amendments, supplements and replacements of business lines (Submission No. 37/2025/TTr-HĐQT dated April 22, 2025)

**Article 9.** Approval of supplements and amendments to the contents of the Company Charter and Internal Governance Regulations (Submission No. 38/2025/TTr-HĐQT dated April 22, 2025)

The Board of Directors proposes that the General Meeting of Shareholders approve the amendment and supplement of the Company Charter and the Internal Regulations on Corporate



Governance in accordance with the Model Charter of a public company, the provisions of the Enterprise Law and the Securities Law.

**Article 10.** Approval of continuing to study the Investment Cooperation Project of the 16ha project in Phu Cuong commune, Tan Lac district, Hoa Binh province (Submission No. 40/2025/TTr-HĐQT dated April 22, 2025);

**Article 11.** Approval of decisions on investment, purchase, sale of assets and implementation of transactions under the authority of the General Meeting of Shareholders (Submission No. 39/2025/TTr-HĐQT dated April 22, 2025)

**Article 12.** Approval of Mr. Nguyen Thanh Tien - Chairman of the Board of Directors to purchase shares of the company's shareholders to increase the ownership ratio in the company without having to make a public offering (Submission No. 41/2025/TTr-HĐQT dated April 22, 2025);

**Article 13.** Implementation provisions

The Resolution has been approved by the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company. The General Meeting of Shareholders assigns the Board of Directors and the Board of General Directors to be responsible for implementing the contents of the Resolution in accordance with the provisions of the Company Charter and the provisions of the Law.

The Resolution takes effect from the date of signing.

**Recipients:**

- Shareholders, Company website;
- Members of the Board of Directors, Supervisory Board, and Executive Board;

**On behalf of the General Meeting of Shareholders**

**Chairman**



**Nguyen Thanh Tien**



-----  
No: 01/2025/BB-ĐHĐCĐVLA

-----o0o-----

Hanoi, April 22, 2025

**MINUTES OF MEETING**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VAN LANG TECHNOLOGY DEVELOPMENT AND INVESTMENT JOINT STOCK**  
**COMPANY**

**Company name:** Van Lang Technology Investment and Development Joint Stock Company

**Head office:** No. 81 Tran Hung Dao, Tran Hung Dao ward, Hoan Kiem district, Hanoi city

Business registration certificate No. 0102459018 was changed for the 12th time by the Business Registration Office - Hanoi Department of Planning and Investment on December 25, 2024.

Today, April 22, 2025, at 8:30 a.m. at Novotel Suites Hanoi Hotel, No. 5 Duy Tan Street, Duy Tan Ward, Dich Vong Hau Ward, Cau Giay District, Hanoi City, the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company was held with the following contents:

**PART I: OPENING OF THE GENERAL MEETING OF SHAREHOLDERS**

**1. Congress participants:**

The meeting listened to Mr. **Đoàn Minh Đức** - Head of the Shareholders' Qualification Examination Committee announce the results of the examination of shareholders' qualifications and shareholder representatives attending the meeting as follows:

- The total number of shareholders and shareholder representatives entitled to attend the 2025 Annual General Meeting of Shareholders is 167 people, owning and representing a total of 3,995,996 shares, equivalent to 100% of the total number of shares with voting rights.

- The total number of shareholders and shareholder representatives actually attending the 2025 Annual General Meeting of Shareholders is 16 shareholders owning and representing **3.462.037** shares, equivalent to **86,64** % of the total number of shares with voting rights of Van Lang Technology Investment and Development Joint Stock Company.

According to the provisions of the Enterprise Law and the Company Charter, the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company has met all the conditions to proceed. Shareholders and shareholders' representatives attending the meeting have the right to vote according to the number of shares they own or represent.

**2. Opening of the Congress:**



The Congress has carried out the following procedures:

- Announcement of the reason for holding the Congress
- Introduction of Mr. Nguyen Thanh Tien - Chairman of the Congress
- The Chairman of the Congress introduced the Presidium, the Secretariat and proposed the Ballot Counting Committee for the Congress to select and vote for approval.

### **3. Chairman and the supporting department for the Chairman:**

The Congress has approved a Presidium consisting of 03 people:

- Mr. Nguyen Thanh Tien - Chairman of the Congress
- Mr./Ms. Nguyen Huu Thuan - Member of the Presidium
- Mr./Ms. Nguyen Van Duc - Member of the Presidium

### **4. Congress Secretariat:**

The Congress has approved a Secretariat consisting of 2 people:

- Mr./Ms. Ha Thuy Hang - Head
- Mr./Ms. Nguyen Huy Bao - Member

### **5. Ballot Counting Committee:**

The Congress has approved a Ballot Counting Committee consisting of 3 people:

- Mr./Ms. Doan Minh Duc - Head
- Mr./Ms. Nguyen Thu Ha - Member

The Congress unanimously voted to approve the selection of the Ballot Counting Committee as above.

### **6. Meeting Agenda and Meeting Regulations:**

The Meeting listened to Mr. Nguyen Thanh Tien, on behalf of the Presidium, read the Meeting Agenda, Working Regulations, and Principles and Voting Rules at the 2025 Annual General Meeting of Shareholders.

The Meeting unanimously approved the full text of the above documents

## **PART II: CONTENTS PRESENTED AT THE CONFERENCE**

1. Report of the Board of Directors on the results of production and business activities in 2024, business plan and direction for 2025 (Submission No. 27/2025/BC-VLA dated April 22, 2025)

The results of business activities in 2024 are as follows:

Unit: 1000 VND

No	Target	2024
1	Total revenue	19.522.716

	<i>Production and business revenue</i>	14.762.079
	<i>Financial revenue</i>	1.851.731
	<i>Other income</i>	2.908.906
2	Total cost	18.801.562
3	Profit before tax (PBT):	721.154
4	Current corporate income tax expense	204.564
5	Profit after tax (PAT)	516.589
6	Development Investment Fund	0
7	Deduction from Reward and Welfare Fund	0
8	Dividend payment 2024	0

Business plan 2025:

Unit: 1000 VND

No	Target	Plan for 2025
1	Total Revenue	10.000.000
2	Total Expenses	9.375.000
3	Profit Before Tax	625.000
4	Current Corporate Income Tax Expense	125.000
5	Profit After Tax (PTI)	500.000
6	Dividends	5,0%/VDL

2. Report of the Board of Directors on the management and performance of the Board of Directors in 2024, and the operating plan for the Board of Directors in 2025 (Report No. 28/2025/BC-HĐQT dated April 22, 2025);

3. Report of the Board of Supervisors on the Company's operations, performance results of the Board of Directors, General Director, and activities of the Board of Supervisors in 2024, and the Board of Supervisors' operation plan in 2025 (Report No. 29/2025/BC-BKS dated April 22, 2025);



4. Audited financial statements of the Company for 2024 (Submission No. 33/2025/TTr-HĐQT dated April 22, 2025)

5. Selection of an auditing unit for the 2025 Financial Report (Submission No. 34/2025/TTr-BKS dated April 22, 2025);

6. Dividend payment and profit distribution plan for 2024 (Submission No. 35/2025/TTr-HĐQT dated April 22, 2025);

Unit: 1000 VND

No	Content of Items	Value
1	Profit After Tax	516.589
2	Fund Allocation (%)	0
	- Extract from Development Investment Fund (%)	0
	- Bonus and welfare fund (%)	0
3	Undistributed Accumulated Profit after Tax of Previous Years	3.614.093
4	Undistributed accumulated profit after tax as of December 31 <sup>st</sup> , 2024	4.130.682
5	Dividend payout ratio of 2024 (%) (Dividend payment source from Undistributed accumulated profit after tax as of December 31 <sup>st</sup> , 2024)	0

7. Implementation of remuneration payment in 2024 and remuneration payment plan in 2025 for members of the Board of Directors and Board of Supervisors (Submission No. 36/2025/TTr-HĐQT dated April 22, 2025);

8. Editing, supplementing, and replacing business lines (Submission No. 37/2025/TTr-HĐQT dated April 22, 2025);

9. Supplement and amend the contents of the Company Charter and Internal Governance Regulations (Submission No. 38/2025/TTr-HĐQT dated April 22, 2025);

10. Continue to study the Investment Cooperation Project for the 16-hectare project in Phu Cuong commune, Tan Lac district, Hoa Binh province (Submission No. 40/2025/TTr-HĐQT dated April 22, 2025);

11. Decisions on investment, purchase, sale of assets and execution of transactions under the authority of the General Meeting of Shareholders (Submission No. 39/2025/TTr-HĐQT dated April 22, 2025);



12. Regarding Mr. Nguyen Thanh Tien - Chairman of the Board of Directors buying shares from the company's shareholders to increase the ownership ratio in the company without having to make a public offering (Report No. 41/2025/TTr-HDQT dated April 22, 2025);

### **PART III: SHAREHOLDERS' DISCUSSION AT THE GENERAL MEETING**

Shareholder Dang Trong Khang asked: Please share more about the company's financial investment situation and orientation

**Answer:** Financial investment is one of the activities that VLA has tried in 2024. However, the company's philosophy and orientation is to invest in value and not speculate. In the next 2 to 3 years, the company will not issue more shares and will focus on creating a better business strategy. In addition, in order to promote the company's available capital, VLA has also carried out activities such as business investment cooperation on the basis of having a minimum profit of 7% - 10% and having collateral.

### **PART IV: CONGRESS CONDUCTS VOTING**

1. Mr. Doan Minh Duc - Head of the Vote Counting Committee announced the vote counting results at the General Meeting.

2. Mr. Nguyen Thanh Tien - Chairman of the General Meeting, based on the vote counting results conducted by the Vote Counting Committee, announced the issues that were voted and approved by the General Meeting of Shareholders, including:

**Issue 1.** Approval of the Board of Directors' Report on the results of production and business activities in 2024, the business plan and direction for 2025 (Report No. 27/2025/BC-VLA dated April 22, 2025).

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 2.** Approval of the Board of Directors' Report on the management and performance of the Board of Directors in 2024, and the Board of Directors' action plan in 2025 (Report No. 28/2025/BC-HĐQT dated April 22, 2025).

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 3.** Approval of the Supervisory Board's Report on the Company's operations, the performance of the Board of Directors, the General Director, and the Supervisory Board's operations in 2024, and the Supervisory Board's operation plan in 2025 (Report No. 29/2025/BC-BKS dated April 22, 2025).

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.



**Issue 4.** Approval of the Company's 2024 Audited Financial Report (Submission No. 33/2025/TTr-HĐQT dated April 22, 2025).

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 5.** Approval of the selection of an auditing unit for the 2025 Financial Report (Submission No. 34/2025/TTr-BKS dated April 22, 2025).

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 6.** Approval of the dividend payment and profit distribution plan for 2024 (Submission No. 35/2025/TTr-HĐQT dated April 22, 2025).

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 7.** Approval of the 2024 remuneration payment and the 2025 remuneration payment plan for members of the Board of Directors and the Supervisory Board (Submission No. 36/2025/TTr-HĐQT dated April 22, 2025)

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 8.** Approval of Amendment, supplement, and replacement of business lines (Submission No. 37/2025/TTr-HĐQT dated April 22, 2025)

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 9.** Approval of Supplements and Amendments to the Company Charter and Internal Governance Regulations (Submission No. 38/2025/TTr-HĐQT dated April 22, 2025)

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 10.** Approval of continuing to study the 16ha investment cooperation project in Hoa Binh (Report No. 40/2025/TTr-HĐQT dated April 22, 2025)

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting.

**Issue 11.** Approval of decisions on investment, purchase, sale of assets and execution of transactions under the authority of the General Meeting of Shareholders (Report No. 39/2025/TTr-HĐQT);

The meeting unanimously approved with 16 votes, representing **3.462.037** voting shares, reaching 100% of the total number of voting shares of shareholders attending the meeting..

**Issue 12.** Approval of Mr. Nguyen Thanh Tien - Chairman of the Board of Directors to purchase company shareholders' shares to increase the ownership ratio in the company without having to make a public offering (Report No. 41/2025/TTr-HĐQT dated April 22, 2025);



The General Meeting unanimously approved with 11 votes, representing **1.676.140** voting shares, reaching the rate of 100% of the total number of shares with voting rights in this issue of shareholders attending the meeting.

#### **PART V: CONFERENCE CONCLUSION PROCEDURES**

Mr. Doan Minh Duc - Head of the Secretariat read the draft Minutes and draft Resolution of the Congress.

The Congress voted to approve the full text of the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.

The Chairman of the Congress, Mr. Nguyen Thanh Tien, declared the closing of the Congress.

These Minutes were made at 11h30' on April 22, 2025 at the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company.

**ON BEHALF OF THE SECRETARIAT  
CHAIRMAN**



**Ha Thuy Hang**



**CHAIRMAN OF THE CONGRESS**

**Nguyen Thanh Tien**





*Hanoi, 22 April 2025*

**WORKING REGULATIONS OF THE 2025 ANNUAL GENERAL  
MEETING OF SHAREHOLDERS  
VAN LANG TECHNOLOGY DEVELOPMENT AND INVESTMENT  
JOINT STOCK COMPANY**

In order for the congress to work effectively, it is necessary to follow the program and plan and the regulations of the Charter of Van Lang Technology Investment and Development Joint Stock Company. The Board of Directors of Van Lang Technology Investment and Development Joint Stock Company has developed the working regulations of the Congress with the following specific contents:

**Objectives:**

- Ensure the principles of publicity, fairness and democracy;
- Create favorable conditions for the organization and conduct of the General Meeting of Shareholders.

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of application:**

1. These regulations are used for organizing the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company (hereinafter referred to as “the Company”)
2. These regulations specifically stipulate the rights and obligations of the parties participating in the General Meeting, the conditions and procedures for conducting the General Meeting.

**Article 2. Subjects of application:**

Shareholders and participating parties are responsible for implementing the provisions of these regulations.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF PARTIES PARTICIPATING IN THE  
CONGRESS**

**Article 3. Participants of the 2025 Annual General Meeting of Shareholders:**



Shareholders owning shares of the Company in the list of shareholders as of March 21, 2025.

**Article 4. Rights and obligations of shareholders:**

**4.1. Rights of shareholders when attending the General Meeting:**

4.1.1. All shareholders of the Company have the right to attend and vote on matters within the authority of the General Meeting of Shareholders.

4.1.2. In case of being unable to attend the General Meeting, shareholders may authorize another person to attend and vote on matters within their authority. This authorization must be made in writing according to the form and attached to the invitation to the General Meeting of Shareholders of the Company;

4.1.3. In addition to the documents distributed at the General Meeting, each shareholder attending the General Meeting of Shareholders shall also be issued 01 Voting Form, on which is stated the number of voting shares that the shareholder holds or is authorized. This voting form is used when the Chairman proposes to vote to approve the matters discussed and/or requests the opinion of the General Meeting;

4.1.4. Shareholders who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the General Meeting, but the Chairman is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of previously conducted votes will not be affected.

**4.2. Obligations of ordinary shareholders when attending the General Meeting:**

4.2.1. Shareholders attending the General Meeting must be dressed politely and formally;

4.2.2. Fully participate in the General Meeting of Shareholders according to the Company's regulations. In case of inability to attend, a representative must be authorized to attend in accordance with regulations;

4.2.3. Shareholders or shareholders' representatives attending the meeting must complete the registration procedures for attending the General Meeting with the General Meeting Organizing Committee;

4.2.4. Comply with the conditions and procedures specified in the Company's Charter and this Regulation;

4.2.5. Strictly comply with the regulations at the General Meeting of Shareholders, respect the results of the work at the General Meeting.

**Article 5. Rights and obligations of the Chairman of the General Meeting:**

5.1. The Chairman is the Chairman of the Board of Directors or a person authorized by the Chairman of the Board of Directors, acting as the chair of the General Meeting of Shareholders. The authorized person must be a member of the Board of Directors.

5.2. The Chairman of the General Meeting has the following rights and obligations:

a) Control the General Meeting to carry out the working program in a valid and orderly manner.



- b) When there are events arising outside the agenda of the General Meeting of Shareholders, the Chairman will discuss with other members of the Organizing Committee (before the General Meeting begins), the Presidium (during the General Meeting) to find a solution. However, in case there are many different opinions, the opinion supported by the Chairman will be decisive;
- c) Has the right to take necessary measures to control the meeting in a reasonable, orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the meeting participants;
- d) Has the right to postpone the General Meeting with the necessary number of delegates to another time and at a location decided by the Chairman without consulting the meeting, if it is found that:
  - The meeting location does not have enough convenient seats for all meeting participants;
  - There are meeting participants who have obstructed or disrupted the order, with the risk of making the meeting not be conducted fairly and legally.
  - The postponement is necessary for the work of the meeting to be conducted properly.The maximum postponement period is not more than three days, from the date the meeting is scheduled to open.

#### **Article 6. Rights and obligations of the Presidium**

6.1 The Presidium: Is a member of the Board of Directors and the Company's Executive Board.

6.2 Duties of the Presidium:

- Is the highest body to manage the work at the General Meeting;
- Guides and answers shareholders' questions on issues raised in the agenda of the General Meeting;
- Directs and presides over the voting to approve issues raised at the General Meeting in accordance with the provisions of law and the Company's charter;

#### **Article 7. Rights and obligations of the Congress Secretary: :**

7.1 The Secretary of the General Meeting of Shareholders appointed by the Presidium shall assist the Presidium in successfully running the General Meeting, recording and preparing the minutes of the General Meeting of Shareholders;

7.2. Be responsible for the truthfulness, accuracy and completeness of the Minutes of the 2025 Annual General Meeting of Shareholders;

7.3. Perform other tasks assigned by the Presidium during the break of the General Meeting.

#### **Article 8. Rights and obligations of the Shareholders' Qualification Examination Committee and the Ballot Counting Committee:**



8.1. The Shareholders' Qualification Examination Committee is established by the Organizing Committee of the General Meeting and is responsible for:

- a) Preparing a list of shareholders attending the General Meeting and posting it at the venue of the General Meeting.
- b) Collecting and checking meeting invitations and authorization letters to attend the General Meeting.
- c) Checking whether the shareholders attending are complete and have the correct composition.
- d) Preparing a report on the shareholders' qualification examination to be read before the General Meeting.
- e) Distributing meeting documents and voting ballots to shareholders before entering the hall.

8.2 The Ballot Counting Committee has 2 members nominated by the Presidium of the General Meeting or shareholders and approved by the General Meeting of Shareholders. The members of the Ballot Counting Committee are not at the same time the Secretary of the General Meeting. The Ballot Counting Committee is responsible for guiding the election rules, checking and supervising the voting, organizing the vote counting, making the Minutes and announcing the vote counting results before the General Meeting, then submitting the Minutes to the Chairman of the General Meeting.

8.3 The Ballot Counting Committee is responsible for the truthfulness and accuracy of the vote counting results.

### **CHAPTER III CONGRESS PROCEDURE**

#### **Article 9. Conditions for holding the General Meeting:**

The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least 51% of the total number of voting shares of the Company according to the list of shareholders invited to the meeting when deciding to convene the General Meeting.

#### **Article 10. How to conduct the General Meeting**

10.1 The General Meeting is expected to take place in ½ day.

10.2 The General Meeting shall discuss and approve the contents stated in the Agenda of the General Meeting of Shareholders.

10.3 Procedures for conducting the General Meeting (according to the Agenda of the General Meeting).

#### **Article 11. Approval of the Resolution of the 2025 Annual General Meeting of Shareholders**



11.1 Resolutions and Decisions on the content of the General Meeting shall be approved when the number of shareholders representing at least 51% of the total number of voting shares of all shareholders attending the meeting approve.

11.2 Resolutions and Decisions on matters related to the approval of the Charter shall only be approved when at least 65% of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders agree.

**Article 12. Handling of cases where the shareholders' meeting is not held successfully**

12.1. In case within 30 minutes from the scheduled opening time of the meeting, the shareholders and shareholders' representatives do not have the required percentage for the meeting to proceed as prescribed in Article 9 of these regulations, the meeting must be reconvened within 30 days from the date of the first unsuccessful meeting of shareholders.

12.2. In the re-convened shareholders' meeting (the second meeting), the number of shareholders attending the meeting must represent at least 33% of the Company's voting shares. In case the second meeting does not have the required number of delegates within 30 minutes from the scheduled opening time of the meeting, the third meeting must be convened within 20 days from the date of the planned second meeting.

12.3. In the 3rd general meeting, any number of shareholders attending are valid and have the right to decide all matters of the 2025 annual general meeting of shareholders.

**Article 13. Minutes of the 2025 Annual General Meeting of Shareholders:**

All contents of the 2025 Annual General Meeting of Shareholders must be recorded in minutes by the Secretary of the Meeting. The minutes of the meeting shall be read and approved before the closing of the meeting and shall be kept in the company's minutes book.



## **CHAPTER IV**

### **OTHER PROVISIONS**

#### **Article 14. Some other regulations:**

14.1 Shareholders attending the meeting who want to express their opinions must have the consent of the Chairman of the Meeting. Shareholders' speeches must be brief and focus on the key contents that need to be discussed, in accordance with the approved agenda of the meeting. The Chairman of the Meeting will arrange for shareholders to speak in the order of registration, and at the same time answer shareholders' questions;

14.2 Shareholders will be disqualified from attending the General Meeting of Shareholders by the Presidium of the Meeting if they intentionally do not comply with the regulations of the Meeting, cause disturbances, disrupt order or have actions that directly affect the operation of the Meeting.

## **CHAPTER V**

### **IMPLEMENTATION PROVISIONS**

#### **Article 15. Validity of the Regulations:**

This Regulation consists of 5 chapters and 15 articles, applicable to the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company and takes effect immediately after being approved by the General Meeting of Shareholders./.

**ON BEHALF OF THE ORGANIZING  
COMMITTEE OF THE GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Nguyen Thanh Tien**



*Hanoi, April 22, 2025*

**REPORT ON CHECKING SHAREHOLDER QUALIFICATIONS FOR  
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VAN  
LANG TECHNOLOGY DEVELOPMENT AND INVESTMENT JOINT  
STOCK COMPANY**

The Board of Shareholders' Qualifications to attend the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company nominated by the Organizing Committee of the Meeting includes 2 members

1. Mr. **Đoàn Minh Đức** – Head of Department
2. Ms. **Hà Thúy Hằng** – Member

I am the head of the committee, on behalf of the Committee for Checking the qualifications of delegates to the 2025 Annual General Meeting of Shareholders, to report the results of the check of the qualifications of delegates attending the General Meeting as follows:

The total number of shareholders and shareholder representatives entitled to attend the 2025 Annual General Meeting of Shareholders is **167** shareholders, owning and representing a total of 3,995,996 shares, equivalent to 100% of the total number of voting shares of the Company.

The total number of actual shareholders and shareholder representatives attending the 2025 Annual General Meeting of Shareholders is **16** shareholders, owning or representing **3.462.037** shares, equivalent to **86,64** % of the total number of voting shares of Van Lang Technology Investment and Development Joint Stock Company.

According to the provisions of the Enterprise Law and the Company Charter, the 2025 Annual General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company has met all conditions to proceed.

The shareholder qualification verification report was prepared at 9:00 a.m on April 22, 2025 and was publicly reported to the General Meeting.

**ON BEHALF OF SHAREHOLDER QUALITY  
INSPECTION COMMITTEE**

**CHAIRMAN**

  
**Đoàn Minh Đức**



No: 27/2025/BC-VLA

Hanoi, 22 April 2025

**REPORT OF THE EXECUTIVE BOARD ON  
2024 BUSINESS PERFORMANCE RESULTS  
AND 2025 BUSINESS PLAN**

***Part One***

**2024 BUSINESS PERFORMANCE RESULTS**

**1. Characteristics of general production and business situation in 2024**

***a) Advantages***

- Regarding the general socio-economic development situation: 2024 is the year when the domestic economy begins to recover after 4 years of the COVID 19 pandemic. The new Land Law as well as a number of other Laws have been promulgated, along with Circulars and Decrees of the Government that have been supplemented and amended to suit the requirements of economic development in the current period. The financial, securities and real estate markets have improved, so training business activities have begun to return, this is one of the important factors associated with the activities of VLA.

- The quality of the staff has been improved: In the past year, the Company has continuously strengthened and consolidated its human resources, especially the participation of experts with extensive experience in the fields of Finance, Securities, Law, Business, Real Estate, etc., which have effectively supported the Company, participating in the orientation of the Company's development strategy in the current period and the coming years.

- The Company's employees are united and strive to fulfill their tasks well, strictly implement the regulations and rules in production and business management, and fully comply with the Resolutions of the General Meeting of Shareholders and the Board of Directors of the Executive Board in 2024.

***b) Disadvantages***

- Overall, our country's socio-economic situation in 2024 will take place in a context where the world continues to witness many fluctuations, increased geopolitical risks, natural disasters and a series of conflicts in many hotspots becoming barriers to domestic economic growth.

- In 2024, the State Bank's credit loan source will still be difficult for businesses, especially those operating in the real estate sector. Although the Government has introduced many policies to support interest rates and legal regulations, it is still very difficult for businesses to access preferential loans for production and business.



- The State has many policies to tighten the management of securities companies' operations. In addition, the Vietnamese stock market in 2024 fluctuates within a narrow range, making it difficult to find profits in the stock market. On the other hand, the stock market is also competing with many other investment channels and assets such as real estate, gold, and cryptocurrencies.

- Some activities in the fields of real estate, investment, joint ventures, and service business of VLA also face many difficulties in legal procedures. The state's policies and regulations are not yet synchronized, so VLA cannot implement them.

- The training market for real estate business and securities finance also has great competition.

The above difficulties and disadvantages have greatly affected the Company's business results in 2024.

## **2. Business performance results in 2024**

### **2.1. Training Business**

In 2024, despite many difficulties and challenges, the Board of Directors and the company's staff have actively strived and been creative in production and business activities. Continuously innovating methods and appropriate development strategies to ensure the best access to the market. Changes in Marketing, advertising, business development team, etc. have achieved many outstanding results.

In 2024, the total number of classes held in Hanoi and Ho Chi Minh City is more than 30, with a variety of topics that have attracted many students to participate, contributing to increased training revenue.

### **2.2. Software business**

Regarding the software sector, in the coming time, the Board of Directors and the Executive Board determined that it is necessary to continue researching and investing in human resources, selecting talented technology engineers and investing in good facilities, to continue performing the functions and tasks of the Software Technology Company in the future.

In the immediate future, to continue to effectively exploit and use the software owned by the Company, VLA continues to implement the Contract for management, leasing, exploitation and use of software with VSOF Technology Development Joint Stock Company.

### **2.3. Financial investment**

In 2024, the Board of Directors and the Executive Board have researched, consulted with experts and carried out securities investment activities within the financial limits permitted by the Charter. However, due to the fluctuations in the stock market in 2024, the VN-INDEX fluctuated within a narrow range, so the results were not as expected.

The Company's financial investment activities have brought about efficiency, contributing to the Company's operations entering a multi-industry and multi-field stage and promoting existing capital to increase revenue and profit, demonstrating the right direction of the Board of Directors and Executive Board.



## **2.4. Real estate investment**

In 2024, the Company has implemented research on the Project and resolved the invested real estate, specifically as follows:

### **1. Hotel in Quang Ninh:**

At the end of 2022, the Company invested in purchasing a hotel in Cam Pha - Quang Ninh.

However, due to the implementation of the asset conversion procedures from February 2023 to December 2023, there were many difficulties in the conversion, there were many new legal regulations that the seller could not implement to transfer ownership to VLA, after more than a year the seller still could not complete the procedures to transfer the assets to the Company.

Therefore, on January 19, 2024, the the Executive Board reported to the Board of Directors for their opinions and the Board of Directors held a meeting to issue Resolution No. 17/2024/NQ-HDQTVLA to cancel the investment/purchase contract of the above hotel asset, recover capital and resolve the contract liquidation procedures according to regulations.

In addition, in 2024, the Company also researched cooperation in some other real estates, but these assets were not eligible for joint venture investment cooperation..

### **2. Deploy research on investment cooperation policy for 16 ha Hoa Binh project.**

On February 19, 2024, the General Meeting of Shareholders approved the research policy on Investment Cooperation to contribute capital to do business in the 16ha Hoa Binh Project according to the content of the submission No. 21/2024/TTr-BGD dated January 22, 2024.

In 2024, the Company has conducted a preliminary survey of the project, researched the market in the area surrounding the project, and reviewed the legal procedures for possible cooperation in investing in the Ecotourism and Resort Business Project here.

However, after a period of research and study, at this time there are still some problems with land procedures, legal procedures and the State's policies on investment that are not synchronous and the market demand for services here is not high.

Therefore, the Executive Board proposed to the Board of Directors to continue researching and waiting for the State's policies on land and investment to be completed synchronously and officially and the market demand to increase, then the Company will continue to research the project for a longer period in the following years to cooperate in investment and business.

### **\* General assessment of real estate investment and business**

Over the past year, the Board of Directors and the Executive Board have actively implemented activities such as seeking and negotiating, investing in and contributing capital to a number of real estate projects to increase revenue and profits, gradually removing difficulties for the Company, but have not yet brought results.

## **2.5 Implement information reporting and internal management regimes**

- Regarding reporting regime: The Company strictly implements the reporting regime according to the regulations of state management agencies such as the State Securities

*VLA-Tài liệu họp ĐHCĐ thường niên 2025*

*VLA-Documents of the 2025 Annual General Meeting of Shareholders*



Commission, the Stock Exchange, tax and insurance agencies. The Company makes timely reports with correct content according to the provisions of the Securities Law, the Enterprise Law, etc.

The Company regularly updates information on circulars, Government Decrees, and state policies on areas related to business operations and listed companies.

On July 1, 2024: The IR Awards Program (2011-2024) co-organized by Vietstock, VAFE Association and FiLi electronic magazine officially announced the "Comprehensive survey report on information disclosure activities in the stock market 2024" in which Van Lang Technology Development Investment Joint Stock Company is 1 of 424/708 Enterprises on the HNX and HOSE floors recognized as an Enterprise meeting information disclosure standards in 2024.

- The Company maintains and strictly implements the Labor Regulations, Internal Regulations, Salary and Bonus Regulations, Regulations on decentralization of authority to the Executive Board and Company departments, Regulations on the operation of the Board of Directors, Internal Management Regulations, Regulations on the operation of the Board of Supervisors according to the provisions of the Securities Law.

## **2.6. Human resource organization and labor policy**

- Regarding personnel organization: Over the past year, the Company has gradually consolidated its personnel work, recruited and arranged staff to suit the Company's practical operations and achieved good results.

The company has invited a team of experienced experts in the fields of finance, economics and law to advise and provide timely support to the Board of Directors in production and business activities.

In 2024, the Company recruited 3 new employees. All new employees have university degrees or higher, and have practical work experience that meets the requirements of qualifications and expertise for the job position in the Company.

The company always puts the "human" factor at the center of production and business activities. The company always focuses on planning and training key staff in terms of professional qualifications and developing the quality of human resources in many forms, such as sending employees to attend professional courses to improve the quality of assigned work.

- Regarding the income and living conditions of employees: In 2024, the Company's business performance still faced many difficulties, but the Company still maintained and ensured policies and income for employees, specifically: The Company paid salaries and benefits to employees in full according to regulations, paid income tax, social insurance and fully resolved the benefits of employees.

- In addition to the policies for employees, the Company also rewards employees on holidays, Tet, etc. and at the same time performs well the work of visiting sick and happy people to encourage employees to work with peace of mind.

### **a. Business results:**

***Unit: 1,000 VND***

No	Target	Resolution of the 2024 Shareholders' Meeting	Results of 2024	Completion rate compared to the 2024 Shareholders' Meeting Resolution	Compared to the same period in 2023
1.	Total revenue (including Net revenue, financial revenue, other income)	20.000.000	19.522.716	97,61%	Tăng +73,51%
2.	Total expenses	16.250.000	18.801.562		
3.	Profit before tax	3.750.000	721.154	19,23%	+116,74%
4.	Current income tax expense	750.000	204.564		
5.	Profit after tax (PT)	3.000.000	516.589	17,22%	+ 291,52%
6.	Deposit for Development Investment Fund	20% LNST	0		
7.	Deposit for Welfare and Reward Fund	2% LNST	0		
8.	Dividend payment in 2024	4%/VĐL	0		

In 2024, total revenue was 19,522 billion, reaching 97.61% of the Plan, up 73.51% over the same period in 2023, Profit before tax was 721,154 million VND, reaching 19.23% of the Plan and up 116.74% over the same period in 2023.

In general, the Company's business activities in 2024 still face many difficulties, revenue and profit are still low and have not achieved the results as per the Resolution of the Shareholders' Meeting. Therefore, in 2024, the Board of Directors of the Company decided not to pay dividends and not to allocate funds as planned, but to supplement the Company's operating capital in 2025.



**b. Financial and accounting activities**

- Financial statements are prepared in accordance with the provisions on accounting standards and the Vietnamese accounting regime issued.

- Periodic audit of financial statements: The Company has implemented the plan on auditing financial statements for 2024 on schedule.

- Manage and use capital reasonably and effectively, promptly meeting the needs of business and investment activities.

- Spend economically, effectively, transparently, and in accordance with the regime.

- Make daily, monthly, and quarterly cash flow reports. Thereby helping the Board of Directors and the Executive Board promptly assess the effectiveness of production and business and adjust the operating process to suit the Company's reality.

**c. Situation of capital use from the issuance of shares to increase charter capital**

On February 19, 2024, the General Meeting of Shareholders met and issued Resolution No. 02/2024/NQ-HĐQTVLA approving the change in the capital use plan from the public share issuance (Details of Proposal No. 35/2024/TTr-HĐQTVLA dated January 24, 2024). Accordingly, the entire amount of money raised from the share issuance will be used to supplement working capital for the Company's production, business and training activities.

In order to implement the Resolution of the General Meeting of Shareholders dated February 26, 2024, the Board of Directors issued Resolution No. 75/2024/NQ-HĐQTVLA detailing the use of the money raised from the issuance of additional shares to existing shareholders, specifically as follows:

No	Purpose	Resolution No. 75/2024/NQ-HĐQTVLA dated February 26, 2024
1	Labor costs: employee salary costs, training expert costs...	2.200.000.000
2	Marketing advertising costs	12.000.000.000
3	Costs of organizing classes, conferences;	2.000.000.000
4	Documentation, printing, reception, transaction costs	1.500.000.000
5	Tax payment costs	1.500.000.000
6	Other costs related to the Company's business activities	779.980.000
	<b>Total</b>	<b>19.979.980.000</b>

Based on the Company's actual production and business activities and capital needs:

to improve capital efficiency, ensure proper and reasonable use of mobilized capital. On November 20, 2024, the Company adjusted the details of the use of proceeds from issuing additional shares to existing shareholders.

Specifically, the adjustment details are as follows:

No	Purpose	Resolution No. 75/2024/NQ- HĐQTVLA dated February 26, 2024	Resolution No. 139/2024/NQHĐQT- VLA dated November 20, 2024
1	Labor costs: employee salary costs, training expert costs...	2.200.000.000	3.050.000.000
2	Marketing advertising costs	12.000.000.000	10.750.000.000
3	Costs of organizing classes, conferences;	2.000.000.000	3.250.000.000
4	Documentation, printing, reception, transaction costs	1.500.000.000	1.200.000.000
5	Tax payment costs	1.500.000.000	1.350.000.000
6	Other costs related to the Company's business activities	779.980.000	379.980.000
	<b>Total</b>	<b>19.979.980.000</b>	<b>19.979.980.000</b>

On December 10, 2024, based on the Report on the use of capital raised from the issuance of shares to increase charter capital issued by Nhan Tam Viet Auditing Company Limited, as of December 4, 2024, the Company has used the capital increase to serve the purpose of training business, specifically as follows:

No	Purpose	Resolution No. 139/2024/NQHĐQT- VLA dated November 20, 2024	Actual expenditure until December 4, 2024
1	Labor costs: employee salary costs, training expert costs...	3.050.000.000	1.961.162.055
2	Marketing advertising costs	10.750.000.000	7.910.869.771
3	Costs of organizing classes, conferences;	3.250.000.000	2.294.608.031
4	Documentation, printing, reception, transaction costs	1.200.000.000	604.574.600



5	Tax payment costs	1.350.000.000	306.475.011
6	Other costs related to the Company's business activities	379.980.000	253.766.000
	<b>Total</b>	<b>19.979.980.000</b>	<b>13.331.455.468</b>

**\* Results on capital issuance and use**

In 2024, the Company used 66.72% of the issued capital of the total issued capital. The Company will continue to use the remaining amount in 2025.

The Company has implemented the issuance and use of capital in accordance with the regulations and procedures prescribed by the State and has in fact brought about effectiveness in training and business activities, contributing to the completion of the Company's 2024 Plan.

**d. Organizing the General Meeting of Shareholders and implementing the Resolution of the 2024 General Meeting.**

1) Regarding the organization of VLA's Shareholders' Meeting:

- Annual General Meeting of Shareholders in 2024: In February 2024, the Company held the Annual General Meeting of Shareholders with good results, on schedule and on time.

- Extraordinary General Meeting of Shareholders: In June 2024, according to the production and business requirements of VLA, the Board of Directors needed to make personnel adjustments to suit the Company's operations, so the Board of Directors of the Company met and decided to hold an extraordinary General Meeting of Shareholders to seek the opinion of the meeting to resolve a number of issues as follows:

+ Dismissal of the position of independent member of the Board of Directors for Mr. Pham Dang Hoang Huy, Mr. Huy submitted a request to resign from participating in the Board of Directors' activities for the 2024-2029 term.

+ Elect additional independent members of the Board of Directors for the 2024-2029 term for Mr. Duong The Quang.

+ Mr. Nguyen Thanh Tien - Chairman of the Board of Directors, purchased shares from the Company's shareholders to increase the ownership ratio at the Company without having to make a public offering.

On June 17, 2024, the General Meeting of Shareholders approved the Extraordinary General Meeting Resolution No. 103/2024/NQ-ĐHĐCĐVLA.

**\* Results of the Extraordinary General Meeting of Shareholders:**

- Approval of the dismissal of Mr. Pham Dang Hoang Huy as an independent member of the Board of Directors and the election of Mr. Duong The Quang as an additional independent member of the Board of Directors with 100% of the votes.



- Regarding the increase in ownership ratio of Mr. Nguyen Thanh Tien - Chairman of the Board of Directors. Due to the percentage of votes not meeting the regulations, it will not be implemented in 2024.

2) Regarding the granting of Industry Trademark recognition to VLA:

In September 2024, the Company was granted a trademark protection certificate for Van Lang Company for 2 business groups: Real estate business services and Accommodation services.

3) In 2024, the General Meeting of Shareholders authorized the Board of Directors to decide on a number of matters under the authority of the General Meeting of Shareholders (According to the content of the report No. 36/2024/TTr-HĐQT dated January 24, 2024), however, in 2024, the Company did not have any contracts or transactions related to the delegation of authority of the General Meeting of Shareholders to the Board of Directors.

4) 16ha Hoa Binh Project: Submission No. 21/2024/TTr-BGD dated January 22, 2024, approved by the 2024 DHĐCD: "Approval of the study on the policy of Investment Cooperation to contribute capital to the business of the 16ha Hoa Binh Project"

In 2024, the Company has implemented project research but there are still problems with legal procedures, unsynchronized state policies and low market demand for services. Therefore, the Executive Board proposes that the Board of Directors report to the General Meeting of Shareholders to continue researching the project investment cooperation policy in 2025 and the following years.

## **Part Two**

### **2025 BUSINESS PRODUCTION PLAN**

#### **1. Orientation of the 2025 operating plan**

##### **1.1 Training Business**

The company continues to expand training classes, innovate methods, and develop appropriate strategies to ensure the best access to the market. Strengthen training, update and improve the qualifications of the teaching staff to meet job requirements. Research and improve new teaching methods to achieve higher efficiency for students.

Continue to seek and invite experts with knowledge and experience in the fields of law, business administration, and marketing to form joint ventures and training partnerships. Update the latest knowledge and legal regulations for students attending classes.

##### **1.2. Software business**

- Maintain the contract for Management, Exploitation, and Use of Software and make timely payments with VSOFTECH Technology Development Joint Stock Company.

- Increase the collection of outstanding debts for exploitation and maintenance of software from previous years of some units that still owe.

- Strategic orientation on investment in developing AI software technology in the coming years of the Company. Research joint venture plans with some technology units to make technology products based on VLA's copyright.



### **1.3 Financial business, investment cooperation in real estate business.**

- Researching economic and social development trends at home and abroad to orient the expansion of multi-industry business in the form of investment, capital contribution, or direct business...

- In 2025: In addition to maintaining training activities, the Company will focus on cooperation in real estate investment and business, the stock market, financial lending activities and other services to increase revenue, profit, dividends and ensure the life, employment and income of employees.

- Deploying research on activities in the field of distribution and import and export of high-quality agricultural products.

- Seeking investment opportunities to hold shares in units and companies outside operating in new fields to seek new business opportunities and the ability to expand investment with partners.

- Research and deploy additional financial consulting services for business operations, real estate brokerage, corporate structure consulting and other financial services related to financial and securities markets.

### **1.4 Human resource organization and internal management:**

- Continue to promote the Company's strengths, strengthen the human resource organization, recruit high-quality human resources with a lot of experience to improve the efficiency of the business. At the same time, well implement the work of planning the use of staff in each stage, strengthen management to improve productivity, quality and work efficiency.

Specifically, employees strictly follow working hours, save management costs, and provide timely advice in accordance with the general situation of the Company.

- Organize and implement well the Resolution of the 2025 Annual General Meeting of Shareholders and the Company's internal management regulations.

- Regularly coordinate with mass organizations to propagate and educate employees to comply with the policies of the Party and the State, the Company's internal regulations, and strive to successfully complete the assigned tasks and plans.

## **2. Production and business plan for 2025:**

(Unit: 1,000 VND)

No	Target	Plan for 2025
1	Total Revenue	10.000.000
2	Total Expenses	9.375.000
3	Profit Before Tax	625.000
4	Current Corporate Income Tax Expense	125.000
5	Profit After Tax (PTI)	500.000
6	Dividends	5,0%/VĐL

### 3. Capital planning and capital use:

The Company continues to use the remaining mobilized capital for each specific item stated in Resolution No. 139/2024/NQHĐQT-VLA dated November 20, 2024 in a reasonable manner; ensuring the principles of publicity and transparency, ensuring the rights and interests of shareholders.

The Board of Directors and the Executive Board are responsible for reporting on the progress of capital use until the mobilized amount is fully used in accordance with the provisions of the law on securities.

During the course of production and business activities, when the Company needs to supplement capital, depending on the specific situation, the Board of Directors and the Executive Board will submit specific capital increase plans to the General Meeting of Shareholders for timely approval.

### Part Three

### CONCLUSION

Dear Shareholders!

In 2024: The Board of Directors and the Executive Board have made great efforts in directing and operating production and business activities and have achieved some encouraging results, implemented activities in a number of areas and brought results. Although there are still many difficulties in 2024, the Company still maintains jobs, ensures living income for employees, preserves capital and the rights of shareholders of the Company.

Entering 2025, the economic situation will still face many difficulties and will continue to affect the Company's production and business activities. However, with the determination to strive and innovate in management and operation, together with the determination of employees, and the joint efforts of shareholders, we believe that in 2025 the Company will complete the plan and program goals set forth in the Resolution of the Congress.

Thank you!

**Recipients:**

- As above;
- Board of Directors, Supervisory Board, Management Board;
- Shareholders;
- Website, HC-NS-KSNB.

ON BEHALF OF EXECUTIVE BOARD



**Nguyen Huu Thuan**

*VLA-Tài liệu họp ĐHĐCĐ thường niên 2025*

*VLA-Documents of the 2025 Annual General Meeting of Shareholders*



No: 28/2025/BC-HDQT

Hanoi, 22 April 2025

**REPORT OF THE BOARD OF DIRECTORS**

*On the Board of Directors' Activities in 2024,*

*Plan and direction of activities in 2025*

**Dear Shareholders,**

2024 is a successful year for Van Lang, despite the difficulties and fluctuations affecting the production and business activities of enterprises in the economy in general and Van Lang in particular.

▪ **Advantages:**

The management team has a lot of experience, who have provided effective business development orientations, based on the fluctuating market situation. In addition, they also have measures to help minimize the impact of difficult factors, reduce costs, ensure the Company's operations are stable and effective. The team of young, enthusiastic workers, together with the Company overcome all difficulties

In 2024, the Company's management activities were stable. The Board of Directors (BOD) has properly performed its role in managing and planning the Company's development strategy. The BOD has exercised other rights and obligations, in accordance with the provisions of the Company's Charter and current laws, in order to carry out the tasks assigned by the General Meeting of Shareholders (GMS). In the past year, the Board of Directors also closely directed the Board of Directors on the effective management of the Company's business activities, with the determination to strive to achieve revenue and profit growth in 2024. Striving to make the most of existing advantages, while limiting negative impacts from difficulties in business operations, towards the planned goals approved by the 2024 Annual General Meeting of Shareholders, and properly implementing the contents of the BOD's resolutions.

▪ **The difficulties**

1 New changes and updates in legal policies related to the real estate sector have created a cautious mentality among investors, capital sources for the market have been narrowed, and the real estate market is in a state of high prices but lack of liquidity.

2 The Vietnamese stock market in 2024 has seen massive selling by foreign investors. The reason comes from the impact of macroeconomic issues of the world economy, causing market liquidity to gradually decline with many sharp declines, causing the psychology of stock investors to be shaken, and gradually lose confidence in the stock market.



3 The company is in the process of finding a new development direction, so there will be many mistakes and difficulties on its research and development path.

On behalf of the Board of Directors, I would like to report to the General Meeting of Shareholders on the implementation of the Resolution of the 2024 Annual General Meeting of Shareholders, the performance of the Board of Directors in 2024, and the plan and direction of operations in 2025 as follows:

## I. BOARD OF DIRECTORS STRUCTURE

No	Name	Title	Appointment/Dismissal
1	Mr. Nguyen Thanh Tien	Chairman of the Board of Directors	Appointed on February 19, 2024
2	Mr. Nguyen Huu Thuan	Vice Chairman of the Board of Directors and Director	Appointed on February 19, 2024
3	Mr. Nguyen Van Duc	Member of Board of Directors	Appointed on February 19, 2024
4	Mr. Tran Quang Thinh	Member of Board of Directors	Appointed on February 19, 2024
5	Mr. Pham Dang Hoang Huy	Independent member of Board of Directors	Appointed on 19 February 2024 – Dismissal on 17 June 2024
6	Mr. Duong The Quang	Independent member of Board of Directors	Appointed on 17 June 2024

The structure of the Board of Directors has remained stable compared to the previous year, creating conditions for the Board members to effectively perform their assigned tasks. At the same time, the Board members also coordinate well in the common tasks of the Board of Directors, ensuring compliance with legal regulations on the ratio of independent members and non-executive members in the Board of Directors.

## II. RESULTS OF IMPLEMENTING THE RESOLUTION OF THE 2024 GENERAL MEETING OF SHAREHOLDERS

### 1. Business performance report 2024

In the context of general difficulties, under the direction of the Board of Directors and the efforts of the Board of Directors and all officers and employees, in 2024, the Company has strived to implement the plan targets set out in the 2024 General Meeting of Shareholders, specifically as follows:

Unit: 1,000 VND

Target	Plan for 2024	Implementation in 2024	Completion Rate	Compared to the same
--------	---------------	------------------------	-----------------	----------------------

VLA-Tài liệu họp ĐHĐCĐ thường niên năm 2025

VLA-Documents of the 2025 Annual General Meeting of Shareholders



				period in 2023
Net revenue	20.000.000	19.522.716	97,61%	+73,52%
Profit before tax	3.750.000	721.154	19,23%	+116,75%
Profit after tax	3.000.000	510.569	17,02%	+291,52%
Dividend for 2024 (%)	4%-	( 0%)	-	

Although the after-tax profit target has not been achieved as expected by the 2024 Annual General Meeting of Shareholders, the after-tax profit of more than VND 510 million has ended the series of losses of previous years. Compared to the same period in 2023, all indicators have grown at a high level, a bright spot in the operation of 2024 in the context that Van Lang is still in a period of transformation and searching for a long-term development orientation.

In addition, the Board of Directors has performed the following tasks:

- Select the auditing unit as Nhan Tam Viet Auditing Company Limited and direct the director to sign the auditing contract;
- Supervise and urge the shareholder relations department to carry out the public company's information disclosure and other reports to the State Securities Commission and Hanoi Stock Exchange (HXN) in accordance with the provisions of law.

## 2. Board of Directors Remuneration in 2024

The payment of remuneration to members of the Board of Directors in 2024 is based on the Resolution of the 2024 Annual General Meeting of Shareholders, specifically as follows:

Unit: VND

No	Target	Number	Remuneration	Salary + other benefits	Total
1	Board of Directors	06	21.600.000	675.584.790	697.184.790
	Nguyễn Thành Tiến - Chairman of Board of Directors		6.000.000	445.284.415	451.284.415
	Nguyễn Hữu Thuận - Vice Chairman of Board of Directors		4.800.000	230.300.375	235.100.375

	Trần Quang Thịnh – Board Member		3.600.000	0	3.600.000
	Phạm Đăng Hoàng Huy – Independent Board Member		1.800.000	0	1.800.000
	Nguyễn Văn Đức – Board Member		3.600.000	0	3.600.000
	Dương Thế Quang - – Independent Board Member		1.800.000	0	1.800.000
<b>2</b>	<b>Secretary of the Board of Directors</b>	<b>02</b>	<b>3.300.000</b>	<b>114.066.258</b>	<b>117.366.258</b>
	Nguyễn Văn Thọ		1.800.000	81.266.258	83.066.258
	Đoàn Minh Đức		1.500.000	32.800.000	34.300.000
	<b>Total</b>		<b>24.900.000</b>	<b>789.651.048</b>	<b>814.551.048</b>

### 3. Disbursement results according to the plan for using capital raised from the offering approved by the 2024 Annual General Meeting of Shareholders

According to Report No. 35/2024/TTr-HĐQTVLA dated January 24, 2024 of the 2024 Annual General Meeting of Shareholders, the plan to use capital raised from the public offering of shares to existing shareholders in 2023 is as follows: The entire amount raised from the share issuance will be used to supplement working capital for the company's training business activities, including the following 6 items:

- Labor costs: Employee salary costs, training expert costs;
- Marketing advertising costs;
- Costs of organizing classes, conferences;
- Costs of documents, printing, reception, transactions;
- Tax payment costs.
- Other costs related to the Company's business activities

The General Meeting of Shareholders assigned the Board of Directors to allocate and use the above amount for each specific item mentioned and report on the progress of capital use until the mobilized amount is fully used according to regulations.

Authorized by the General Meeting of Shareholders, the Board of Directors met and issued Resolutions No. 75/2024/NQ-HĐQTVLA dated February 26, 2024 and Resolution No. 139/2024/NQHĐQT-VLA dated November 20, 2024 to implement the capital use plan approved by the General Meeting of Shareholders. Actual disbursement of items is as follows:



No	Payment content	Specific plan of the Board of Directors	Actual disbursement as of December 31, 2024
1	Labor costs: employee salary costs, training costs, etc.	3.050.000.000	1.961.162.055
2	Marketing advertising costs	10.750.000.000	7.910.869.771
3	Cost of organizing classes and conferences;	3.250.000.000	2.294.608.031
4	Cost of documents, printing, reception, transaction	1.200.000.000	604.574.600
5	Tax payment costs	1.350.000.000	306.475.011
6	Other expenses related to the Company's business operations	379.980.000	253.766.000
	<b>Total</b>	<b>19.979.980.000</b>	<b>13.331.455.468</b>

#### 4. ĐHĐCĐ Results of the implementation of the authorization of the General Meeting of Shareholders

Nhìn chung, HĐQT đã thực hiện tốt các công việc trong phạm vi ủy quyền của ĐHĐCĐ trong năm 2024. Thừa ủy quyền của ĐHĐCĐ, HĐQT đã thực hiện các công việc sau:

- Lựa chọn đơn vị kiểm toán các báo cáo của Công ty trong năm 2024;
- Triển khai phương án sử dụng vốn thu được từ đợt chào bán cổ phiếu ra công chúng cho cổ đông hiện hữu năm 2023;

### III. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

In 2024, the Board of Directors performed its management functions and tasks. At the same time, it directed the Company's Board of Directors to organize and implement the plan according to the contents of the Resolution of the General Meeting of Shareholders and the Resolution of the Board of Directors, in compliance with the provisions of the Enterprise Law, the Securities Law and the Company's Charter.

#### a. Organize regular and irregular meetings

- Every quarter, the Board of Directors holds meetings, reviews the data in the financial statements, analyzes and comments on issues arising during the period as well as forecasts issues that may arise in the following periods. From there, there are comments on challenges and opportunities in actual business operations, and at the same time, there is a basis for evaluating the effectiveness of the Board of Directors' operations. The Board of Directors promptly proposes adjustment measures, and timely and correct directions for the Company's general operations.



- In addition, the Board of Directors also holds irregular meetings to resolve issues arising during the Company's business period or when there are recommendations from the Chairman/Member of the Board of Directors, or problems of the Board of Directors, requiring consultation and decision-making from the Board of Directors.

***b. Company management and direction***

In 2024, the Board of Directors has made decisions on the management and direction of the Company regarding:

- Continuing to unify and assign tasks to each member according to each specific field and job to maximize the strengths of each individual and improve the organizational and management efficiency of the Board of Directors;

- Every quarter, the Board of Directors holds regular meetings to review quarterly financial reports, evaluate the Board of Directors' reports on business activities of the months in the quarter. Based on the assessment of the results of the implementation of the previous quarter's plan, identify the causes of existing problems to guide, propose solutions, give directions to overcome, and give suggestions to adjust the operating plan for the following quarters to the Board of Directors;

- Issue Resolutions to unify the Company's policies and guidelines in business activities, management and operation, financial cash flow management, investment, etc. according to the goals and plans approved by the General Meeting of Shareholders;

- Direct the Board of Directors to disseminate the Company's Operating Regulations to all officers and employees, ensuring compliance with the Company's internal governance regulations and Charter;

- Cooperate with the Board of Supervisors in monitoring and supervising the Company's governance, operations and financial activities, direct the Director to negotiate and sign contracts with the selected auditing unit/company to audit the Company's financial statements;

- Together with the auditors of the auditing company and the Company's accounting department, review the reasonableness, validity and other issues of the financial statements in 2024.

- Decide on the date, time and location of the 2025 Annual General Meeting of Shareholders, the contents to be submitted to the General Meeting of Shareholders for decision in accordance with the provisions of law and the Company's Charter.

***c. Research and feasibility study of new development sectors***

Authorized by the 2024 Annual General Meeting of Shareholders, the Board of Directors has conducted research on the feasibility of business opportunities and new development orientations for the Company, especially in the investment sector such as real estate investment and securities investment. However, these are the first steps in penetrating new fields of operation, along with the objective difficulties of the market and the macro economy, so economic efficiency has not yet been achieved as expected. The Board of Directors also proposed that the General Meeting of Shareholders continue to trust, entrust and authorize the Board of Directors with the contents in the Authorization Proposal, in order to create conditions for the Board of Directors to be more proactive and flexible in the process of building medium and long-term business development orientations.



#### IV. PLAN AND ORIENTATION OF THE BOARD OF DIRECTIONS FOR 2025

##### 1. Human resource structure in 2025

The Company is in the process of gradually shaping its identity and development vision, so stability in management decisions is needed. Therefore, the Board of Directors prioritizes maintaining the Board of Directors structure in 2025 as in previous years. This helps the Board members coordinate better in their work, thereby quickly handling arising situations, making timely decisions in the context of many positive market fluctuations, thereby increasing the effectiveness of the Board of Directors in 2025. Therefore, the Board of Directors proposes that the Board of Directors structure in 2025 will still retain the following 5 members:

No	Name	Title
1	Mr. Nguyen Thanh Tien	Chairman of the Board of Directors
2	Mr. Nguyen Huu Thuan	Vice Chairman of the Board of Directors and Director
3	Mr. Nguyen Van Duc	Member of Board of Directors
4	Mr. Tran Quang Thinh	Member of Board of Directors
5	Mr. Duong The Quang	Independent member of Board of Directors

The above members are all experts in their fields of expertise, have extensive experience in corporate governance and have devoted time to the Company's operations. This ensures the stability and efficiency of the Company's operations, while ensuring the structure between executive, non-executive, and independent members of the Board of Directors in accordance with the provisions of the Enterprise Law and the Securities Law.

##### 2. Business plan for 2025

According to the forecast of the General Statistics Office, the Vietnamese economy in 2025 will have some outstanding features as follows:

###### a) Advantages:

- The Government sets the economic growth target of 8% in 2025 in the context that the world economy in 2025 is forecast to gradually return to the growth trajectory, the recovery trend is clearer but not uniform among countries. Organizations such as OECD, IMF and EU predict that the global GDP growth rate in 2025 will increase slightly or stabilize at 3.2% - 3.3%.

- From the production perspective, the agriculture, forestry and fishery sector is showing a clear growth trend thanks to the export momentum, strong application of science and technology and opportunities from FTA agreements. The industry is forecast to maintain a growth rate of about 7-9%, with the main driving force from exports, public investment and technology transformation. The service sector also tends to grow well thanks to the recovery of tourism activities and import and export of goods and services.

- Institutional policies and the business environment are being urgently improved and synchronized;



- Opportunities to expand the market, participate more deeply in the global supply chain and attract investment when Vietnam actively participates in free trade agreements (FTAs);
- Investment in infrastructure and high-tech industry is being oriented and strongly promoted;
- The digital transformation and technology process is being strongly implemented in both the state apparatus as well as economic units, which will create new momentum for development

b) Difficulties:

- Risks and challenges of the global economy, relations with the US and China will affect Vietnam at both the macro and micro levels (macro policies of the state and operations of enterprises, financial markets, currencies, goods, labor, etc.);
- The legal system is being improved but slowly and many policies are not stable, overlapping and stepping on each other's toes;
- Traditional motivations have not been renewed, investment bottlenecks are being identified and addressed but the efficiency is not high;
- Low-cost labor is no longer a national advantage; skilled labor to keep up with modern technology is still lacking, the labor force is not uniform, and there is a lack of high-quality labor;
- The economy's ability to absorb capital is still weak, especially for domestic enterprises; the capital market and stock market have not yet developed commensurate with their potential.

Based on the current business situation and forecasts of economic development prospects, the Board of Directors submits to the General Meeting of Shareholders for approval the 2025 business plan with the following targets:

No	Target	Unit	Plan for 2025
1	Net revenue	dong	10.000.000.000
2	Profit after tax	dong	500.000.000
3	Dividends	%	5

The operating policy in 2025 is to continue to maintain the existing strengths, which are education and training activities, and real estate business, while seeking and testing new development areas, gradually shaping the key areas, creating core values, and always having all resources ready for the Company's long-term development orientation. The operating policy in 2025 is to continue to maintain the existing strengths, which are education and training activities, and real estate business, while seeking and testing new development areas, gradually shaping the key areas, creating core values, and always having all resources ready for the Company's long-term development orientation

## 2. Board of Directors' operating direction in 2025

In 2025, the Board of Directors will continue to focus on corporate governance and directing the Board of Directors in business operations, stimulating creativity and dynamism of



young staff, aiming to create breakthroughs in the Company's business performance. At the same time, review and consider the development of new projects approved by the General Meeting of Shareholders. The Company's operational orientation in 2025 will focus on the following areas of work:

**a. Continue to update and innovate the Company's operations.**

- The consolidation, arrangement and stabilization of the management and working apparatus of the Board of Directors at the Company is very necessary, helping to maintain the effectiveness in the planning and management of the Company.

In addition, the Board of Directors and specialized departments/divisions also need to be reviewed and adjusted, in order to improve the efficiency of management and operation for the Company's business segments;

- Continue to research and deploy a systematic information collection and provision mechanism, to ensure that the Board of Directors and managers at all levels can access all information conveniently, smoothly and promptly, creating conditions for the Company's management and operation of business segments. In addition, research information technology solutions, digitize information in management, in order to keep up with the country's technology development trend;

- Continue to improve the monitoring, control and financial support mechanism between the Company's business segments to ensure transparent and flexible cash flow. At the same time, it helps the management board to be more proactive in investment, spending and management activities.

**b. For business segments**

- Perfecting the management apparatus from the director, deputy director and management positions to help operate smoothly, effectively and stably in each area of the Company's operations;

- Researching and consolidating the Company's working regulations and internal rules, popularizing them to employees, in order to improve working spirit and responsibility for work. In addition, adjusting working regimes and remuneration to suit the characteristics of each business area, motivating employees, increasing work efficiency;

- Developing detailed production and business plans for each business area and especially developing a Real Estate Investment Cooperation plan in 2025 to submit to the Board of Directors as soon as possible, after the 2025 Annual General Meeting of Shareholders, this is also a major problem in 2024;

- Having a plan and creating conditions for professional training and education for the Company's leaders and employees.

**c. Preparations for new areas of activity.**

Based on the process of searching, researching, and evaluating the feasibility and potential of business areas, the Board of Directors proactively prepares for market penetration and measures the effectiveness after implementing the Company's new business areas, including:

- Prepare resources in terms of human resources, capital, and legal basis to be ready to implement activities smoothly and effectively;

- Review, research and consult with experts in the business field, thereby finding the most optimal solution to implement in practice;

- Develop a set of criteria to measure the effectiveness and suitability with the Company's existing business activities in the initial steps of implementing new business activities; on that basis, select business areas that integrate well with the Company's management and business apparatus, have development potential, and are suitable for the Company's development potential.

Above is the report on the activities of the Board of Directors of the Company in 2024; the plan and direction of activities for 2025, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

On behalf of the Board of Directors, I would like to sincerely thank all shareholders as well as all officers and employees of the Company for their trust, support and confidence in the past time.

We wish all shareholders good health, happiness and success.

Thank you!

**ON BEHALF OF THE B.O.D**  
**CHAIRMAN**



**Nguyen Thanh Tien**



No: 29/2025/BC-BKS

Hanoi, 22 April 2025

**REPORT OF THE 2025 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**BOARD OF SUPERVISORY OFFICE**

**On the Supervisory Board's Supervisory Performance Results in 2024  
and the 2025 Operation Plan**

**Dear Shareholders,**

**Dear General Meeting,**

- Pursuant to the Enterprise Law No. 59/2020/QH14 issued on June 17, 2020;
- Pursuant to the functions and duties of the Board of Supervisors as stipulated in the Charter of Van Lang Technology Investment and Development Joint Stock Company;
- Pursuant to the audited financial statements and the 2024 Business and Production Performance Report of Van Lang Technology Investment and Development Joint Stock Company.

On behalf of the Board of Supervisors, I would like to report to the 2025 Annual General Meeting of Shareholders on the results of the Company's supervision activities in 2024 and the Board of Supervisors' 2025 operation plan as follows:

**1. Organizational structure of the Board of Supervisors:**

The structure of the Board of Supervisors in 2024 has 03 members, but there are changes as follows:

No	Name	Title	Date of commencement of membership of the Board of Supervisors	Date of ceasing to be a member of the Board of Supervisors
1	Nguyen Thi Tam	Head of Board of Supervisors	19/02/2024	-

2	Nguyen Huy Bao	Member of Board of Supervisors	19/02/2024	-
3	Ha Thuy Hang	Member of Board of Supervisors	19/02/2024	-
4	Hoang Thi Viet	Head of Board of Supervisors	23/09/2021	19/02/2024
5	Khuong Thi Phuong Uyen	Member of Board of Supervisors	23/09/2021	19/02/2024

#### **1. Main activities of the Board of Supervisors:**

In 2024, the Board of Supervisors carried out the following activities:

- Inspecting and controlling the activities of the Board of Directors and the Board of Management in the operation and management of the Company, on the basis of compliance with the Enterprise Law, the Securities Law, the Company Charter and the implementation of the contents of the resolutions of the 2024 Annual General Meeting of Shareholders;
- Reviewing the content and checking the legality of the Company's legal documents such as: Company Charter, Internal regulations on governance, Regulations on the operation of the Board of Directors, Regulations on information disclosure, and giving opinions to the Board of Directors on these legal documents;
- Participating in meetings of the Board of Directors in the role of supervising the Board of Directors and the Board of Management of the Company;
- Reviewing and assessing the completeness, legality and honesty of business performance reports, semi-annual and annual financial reports before submitting them to the General Meeting of Shareholders;



- Propose to the Board of Directors to select an auditing unit and review the report of the independent auditing organization, and submit it to the General Meeting of Shareholders for consideration. Trong năm 2024, Ban kiểm soát Công ty đã tiến hành các hoạt động sau:

## **2. Results of monitoring the company's operations and finances**

- As of December 31, 2024, the Board of Supervisors has not detected any unusual issues in the business and financial activities of Van Lang Technology Investment and Development Joint Stock Company;

- The Board of Supervisors has not received any requests for inspection or complaints from shareholders/groups of shareholders regarding the content of the resolution of the General Meeting of Shareholders, and the operations of the Board of Directors, as well as the management activities of the Board of Directors;

- The operating procedures of the Company's Board of Directors have been implemented on the basis of compliance with the Law on Enterprises and current regulations, and compliance with the requirements of the governance system. The financial statements provided by the Board of Directors have honestly and reasonably reflected (in key aspects) the financial situation of the Company. The Board of Supervisors basically agrees with the assessments of business and financial activities in the reports of the Company and the Auditing Unit;

- The Board of Supervisors assessed that the Company's production and business results in 2024 were remarkable, in the context of many challenges in macroeconomic factors and industry conditions. This is a commendable effort of the Board of Directors and employees of the Company.

## **3. Report on the assessment of the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director and shareholders**

- In 2024, the Board of Supervisors was provided with full information on the decisions of the Board of Directors and the Board of Management as prescribed;

- The Board of Supervisors was invited to attend all meetings of the Board of Directors and the Board of Management and contributed many ideas to the management and operation of the Company. The provision and exchange of information between the Board of Directors and the Board of Management was continuous and arising issues were resolved promptly;

- The Board of Supervisors and the Company's shareholder relations department coordinated smoothly in receiving and handling accurate and timely feedback to shareholders. In 2024, the Company did not receive any complaints from shareholders regarding the provision of information on the Company's operations.

#### **4. Remuneration, operating expenses and other benefits**

In 2024, the Board of Supervisors received the remuneration levels approved by the 2024 Annual General Meeting of Shareholders as follows:

*Unit: dong*

<b>No</b>	<b>Board of Supervisors</b>	<b>2024 remuneration</b>	<b>Salary + Other Income</b>	<b>Total</b>
1	Nguyễn Thị Tâm	4.400.000	0	4.400.000
2	Nguyễn Huy Bảo	3.600.000	0	3.600.000
3	Hà Thúy Hằng	3.300.000	126.308.146	129.608.146
4	Hoàng Thị Việt	400.000	127.641.709	128.041.709
5	Khuong Thị Phương Uyên	300.000	0	300.000
	<b>Total</b>	<b>12.000.000</b>	<b>253.949.855</b>	<b>265.949.855</b>

In addition, the activities of the Board of Supervisors do not incur any significant costs, and the Board of Supervisors has no other benefits other than the above remuneration.

#### **5. Board of Supervisors' operation plan for 2025:**

##### ***6.1. Personnel structure of the Board of Supervisors in 2025***

In 2025, the Board of Supervisors intends to maintain the same structure to facilitate effective coordination among its members. The composition of the Board of Supervisors is as follows:



STT	Member of B.O.S	Position
1	Nguyen Thi Tam	Head of Board of Supervisors
2	Nguyen Huy Bao	Member of Board of Supervisors
3	Ha Thuy Hang	Member of Board of Supervisors

## 6.2. Board of Supervisors' work plan for 2025

To complete the control task according to the Enterprise Law and the Company Charter, the Board of Supervisors submits to the Congress the working plan of the new Board of Supervisors in 2025 as follows:

- Continue the task of inspecting and supervising the operations and management activities of the Board of Directors and the Board of Management, inspecting the rationality, legality, and honesty in the management and operation of production and business activities, capital, materials, and assets of the Company;
- Organize Board of Supervisors meetings at least twice a year;
- Review annual, semi-annual and quarterly financial reports before submitting to the Board of Directors for review and approval;
- Review the management letter of the independent auditor; Discuss the difficulties and problems discovered from the mid-term or final audit results as well as any issues that the independent auditor wants to discuss;
- Maintain close coordination in operations with the Board of Directors, Board of Management and departments within the Company;
- Coordinate with the Company's Board of Directors and departments to successfully complete the planning targets and tasks approved by the General Meeting of Shareholders;
- Support shareholders with information when there is a legitimate request, to protect shareholders' interests;
- Perform other tasks as required by the General Meeting of Shareholders.

## **6. Recommendations of the Board of Supervisors to the General Meeting of Shareholders**

- Approve the 2025 operating plan of the Board of Supervisors;
- Consider building flexible methods and mechanisms, empowering the Board of Directors in capital mobilization, and using capital in investment activities and implementing new business segments, in the context of Vietnam's macro economy with rapidly changing factors, there are always opportunities and challenges for the Company in 2025;
- The Company needs to develop a specific operation and investment plan, set feasible business results targets in 2025 and the following years in accordance with the economic situation of Vietnam in general and the Company's operations in particular to ensure the safe and sustainable development of the Company.
- Continue to research, review, supplement and edit mandatory internal regulations such as: Company Charter and Internal Regulations of the Company suitable for each management level, each department/division/unit to suit the characteristics of the industry, be more proactive in work, while still complying with current legal regulations.

***Respectfully present the report to the 2025 Annual General Meeting of Shareholders!***

**ON THE BEHALF OF B.O.S  
Head of Board of Supervisors**



***Nguyen Thi Tam***



No: 33/2025/TTr-HĐQT

-----o0o-----

Hanoi, 22 April 2025

**SUBMISSION**

*Abt. Approving Audited Financial Statement*

**Respectfully Submit:** *Annual General Meeting of Shareholders 2025  
Van Lang Technology Development and Investment Joint  
Stock Company*

*Pursuant to:*

- *Enterprise Law No. 59/2020/QH14 issued on June 17<sup>th</sup>, 2020;*
- *Securities Law No. 54/2019/QH14 issued on November 26<sup>th</sup>, 2019;*
- *Resolution of the 2024 Annual General Meeting of Shareholders No. 02/2024/NQ-ĐHĐCĐVLA issued on February 19<sup>th</sup>, 2024 of Van Lang Technology Investment and Development Joint Stock Company;*
- *Charter of Van Lang Technology Investment and Development Joint Stock Company.*

Authorized by the 2024 Annual General Meeting of Shareholders, the Board of Directors has worked with and authorized the CEO to sign a contract with the auditing unit, Nhan Tam Viet Auditing Limited Company, to audit the 2024 financial statements of Van Lang Technology Investment and Development Joint Stock Company. The 2024 audited financial statements have been disclosed by the Company in accordance with the provisions of law since 24/03/2025. The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval of the content of the 2024 financial statements, audited by Nhan Tam Viet Auditing Limited Company.

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF BOARD OF DIRECTORS**  
**CHAIRMAN**  
  
*Nguyễn Thành Tiến*

No: 34/2025/TTr-BKS

Hanoi, 22 April 2025

## SUBMISSION

*Abt. Selecting an Auditing Unit in 2025*

**Respectfully Submit:** *Annual General Meeting of Shareholders 2025  
Van Lang Technology Development and Investment Joint Stock  
Company*

*Pursuant to:*

- *Enterprise Law No. 59/2020/QH14 issued on June 17, 2020;*
- *Securities Law No. 54/2019/QH14 issued on November 26, 2019;*
- *Charter of Van Lang Technology Investment and Development Joint Stock Company.*

*The Company's Board of Supervisors proposes that the General Meeting of Shareholders selects an auditing unit for the 2025 Financial Statements of Van Lang Technology Investment and Development Joint Stock Company as follows:*

### **1. Criteria for selecting an independent Auditor:**

The Board of Supervisors proposes the following criteria for selecting an independent auditing unit:

- Select an auditor operating in Vietnam and approved by the State Securities Commission to audit issuers and listed organizations.
- Be one of the leading auditing companies with a reputation for audit quality, many years of experience auditing financial statements in accordance with the provisions of accounting standards, the Vietnamese accounting system (VAS) in general and for the Company in particular.
- A team of highly qualified and experienced auditors who meet the Company's requirements on audit scope, progress and reasonable audit fees.

### **2. Auditing unit proposes selection:**

List of proposed auditors:

- AASC Auditing Co., Ltd. (AASC)
- Vietnam Auditing and Valuation Co., Ltd. (AVA)
- Nhan Tam Viet Auditing Co., Ltd.

The Board of Supervisors also respectfully proposes to prioritize the selection of Nhan



Tam Viet Auditing Company Limited as the auditor for the Company's 2025 financial statements.

### **3. Authorization**

The Board of Supervisors respectfully submits to the General Meeting of Shareholders to authorize the General Director of the Company to sign an audit service contract with the selected auditing company to review and audit the Company's 2025 financial statements.

Additionally, the Board of Supervisors also respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors, in case of force majeure or objective factors leading to Nhan Tam Viet Auditing Company Limited not auditing the Company's 2025 financial statements, the Board of Directors shall decide to select one of the auditing units according to the above proposal of the Board of Supervisors or select another suitable auditing unit that satisfies the above criteria, and assigns the General Director of the Company to sign an audit service contract with the selected auditing company to review and audit the Company's 2025 financial statements.

**Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval./.**

**ON BEHALF OF THE B.O.S**

Head of the Board of Supervisors



***Nguyen Thi Tam***

**DEVELOPMENT AND  
INVESTMENT JOINT STOCK  
COMPANY**

No.: 35/2025/TTr-HĐQT

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

-----o0o-----

Hanoi, 22 April 2025

**SUBMISSION**

*Abt. Approval of the 2024 profit distribution and dividend plan*

**Respectfully Submit:** *Annual General Meeting of Shareholders 2025  
Van Lang Technology Development and Investment Joint Stock  
Company*

*Pursuant to:*

- *Enterprise Law No. 59/2020/QH14 issued on June 17<sup>th</sup>, 2020;*
- *Charter of Van Lang Technology Investment and Development Joint Stock Company.*
- *Business Results in 2024 in the Company's 2024 Audited Financial Statements.*

The Board of Directors of Van Lang Technology Investment and Development Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the Profit Distribution and Dividend Plan for 2024 as follows:

No	Content of Items	Value
1	Profit After Tax	516.589
2	Fund Allocation (%)	0
	- Extract from Development Investment Fund (%)	0
	- Bonus and welfare fund (%)	0
3	Undistributed Accumulated Profit after Tax of Previous Years	3.614.093
4	Undistributed accumulated profit after tax as of December 31 <sup>st</sup> , 2024	4.130.682
5	Dividend payout ratio of 2024 (%) (Dividend payment source from Undistributed accumulated profit after tax as of December 31 <sup>st</sup> , 2024)	0



*VLA-Tài liệu họp ĐHĐCĐ thường niên năm 2025*

*VLA-Documents of the 2025 Annual General Meeting of Shareholders*



Profit distribution in 2024: Based on the financial situation and forecast of capital needs for the Company's business operations, the Board of Directors proposes not to pay dividends in 2024.

The Board of Directors also proposes not to set funds to focus resources on the Company's business operations.

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF BOAD OF DIRECTORS**

**CHAIRMAN**



*Nguyễn Thành Tiến*



**VAN LANG TECHNOLOGY  
DEVELOPMENT AND  
INVESTMENT JOINT STOCK  
COMPANY**

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

No: 36/2025/TTr-HĐQT

Hanoi, 22 April 2025

**SUBMISSION**

*Abt. Remuneration payment in 2024 and remuneration plan in 2025 for the Board of Directors and the Board of Supervisors*

**Respectfully Submit:** *Annual General Meeting of Shareholders 2025*  
*Van Lang Technology Development and Investment Joint Stock Company*

*Pursuant to:*

- Enterprise Law No. 59/2020/QH14 issued on June 17<sup>th</sup>, 2020;
- Resolution of the 2024 Annual General Meeting of Shareholders No. 02/2024/NQ-DHĐCĐVLA issued on February 19<sup>th</sup>, 2024 of Van Lang Technology Investment and Development Joint Stock Company;
- Charter of Van Lang Technology Investment and Development Joint Stock Company.

The Board of Directors of Van Lang Technology Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the actual remuneration paid to members of the Board of Directors and Board of Supervisors in 2024 according to the content approved in the Resolution of the 2024 Annual General Meeting of Shareholders as follows:

No.	Title	Monthly remuneration	Quantity	Annual total remuneration
<b>A</b>	<b>HĐQT (BOD)</b>			<b>21.600.000 đồng</b>
1	Chairman	500.000 đồng/tháng	1	6.000.000 đồng
2	Vice Chairman	400.000 đồng/tháng	1	4.800.000 đồng
3	Member of BOD	300.000 đồng/tháng	4	10.800.000 đồng
	<b>Total</b>			<b>21.600.000 đồng</b>
<b>B</b>	<b>BKS (BOS)</b>			<b>12.000.000 đồng</b>
1	Head of BOS	400.000 đồng/tháng	2	4.800.000 đồng
2	Member of BOS	300.000 đồng/tháng	3	7.200.000 đồng
	<b>Total</b>			<b>12.000.000 đồng</b>

*VLA-Tài liệu họp ĐHĐCĐ thường niên 2025*

*VLA-Documents of the 2025 Annual General Meeting of Shareholders*




The Board of Directors of Van Lang Technology Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the remuneration payment plan for members of the Board of Directors and Board of Supervisors in 2025 as follows:

<i>No.</i>	<i>Title</i>	<i>Monthly remuneration</i>	<i>Quantity</i>	<i>Annual total remuneration</i>
<b>A</b>	<b><i>HĐQT (BOD)</i></b>			<b>21.600.000 đồng</b>
1	<i>Chairman</i>	500.000 đồng/tháng	1	6.000.000 đồng
2	<i>Vice Chairman</i>	400.000 đồng/tháng	1	4.800.000 đồng
3	<i>Member of BOD</i>	300.000 đồng/tháng	3	10.800.000 đồng
	<b><i>Total</i></b>			<b>21.600.000 đồng</b>
<b>B</b>	<b><i>BKS (BOS)</i></b>			<b>12.000.000 đồng</b>
1	<i>Head of BOS</i>	400.000 đồng/tháng	1	4.800.000 đồng
2	<i>Member of BOS</i>	300.000 đồng/tháng	2	7.200.000 đồng
	<b><i>Total</i></b>			<b>12.000.000 đồng</b>

Thus, the total remuneration of the Board of Directors and the Supervisory Board in 2025 is expectedly VND **33.600.000**.

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN



*Nguyễn Thành Tiến*

No: 37/2025/TTr-HĐQT

Hanoi, 22 April 2025

**SUBMISSION**

*Abt. Adding, Modifying Business*

**Respectfully Submit:** *Annual General Meeting of Shareholders 2025  
Van Lang Technology Development and Investment Joint Stock  
Company*

*Pursuant to:*

- *Enterprise Law No. 59/2020/QH14 issued on June 17<sup>th</sup>, 2020;*
- *Securities Law No. 54/2019/QH14 issued on November 26<sup>th</sup>, 2019;*
- *Investment Law No. 61/2020/QH14 issued on June 17<sup>th</sup>, 2020;*
- *Law No. 03/2022/QH15 issued on January 11<sup>th</sup>, 2022, Law amending and supplementing a number of articles of the Law on Public Investment, Law on Investment under the Public-Private Partnership method, Investment Law, Housing Law, Bidding Law, Electricity Law, Enterprise Law, Special Consumption Tax Law and Law on Civil Judgment Enforcement;*
- *Decree 31/2021/ND-CP issued on March 26<sup>th</sup>, 2021, detailing and guiding the implementation of a number of articles of the Investment Law;*
- *Charter of Van Lang Technology Investment and Development Joint Stock Company;*
- *Operating situation of the Company in reality.*

With the goal of diversifying the business lines, diversifying the revenue sources for the Company, in order to transform from the previous values from the old model, along with building new core business lines and core values, the Company's Board of Directors has searched and researched new business development directions for the enterprise. At the same time, through the process of reviewing and considering the suitability of the business lines that the Company has registered with the Department of Planning and Investment, the Board of Directors found that the Company has not been operating in a number of business lines for many years and has no plans to operate in these areas in the near future. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval to amend and supplement the Company's business lines to suit the actual operating situation and development direction of the Company in the coming years. The amendments and supplements are as follows:

***1. Additional Businesses, including:***

<i>No.</i>	<i>Business Area</i>	<i>Business Code</i>
1	Wholesale of rice, wheat, other cereals, flour	4631

*VLA-Tài liệu họp ĐHĐCĐ thường niên 2025*

*VLA-Documents of the 2025 Annual General Meeting of Shareholders*





2	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals	4620
3	Architectural activities and related technical consultancy	7110
4	Landscape care and maintenance services	8130
5	Other business support services not elsewhere classified Details: Export, import	8299

**2. Modifying Businesses, including:**

No.	Business Area	Business Code
1	Food Wholesale Details: - Functional food wholesale - Vegetable and fruit wholesale	4632

**3. Eliminated Businesses, including:**

No.	Business Area	Business Code
1	Printing; Details: Printing;	1811
2	Services related to printing; Details: Services related to printing;	1812
3	Market research and public opinion polling;	7320

Due to the above changes in business lines, the Company's maximum foreign ownership ratio also changes accordingly. Therefore, the Board of Directors respectfully submits to the General Meeting for approval of the Company's maximum foreign ownership ratio according to the list of changed business lines: 49%.

Additionally, Approve the authorization of Mr. Nguyen Thanh Tien - Chairman of the Board of Directors, the legal representative to direct and implement the work related to changing business lines, changing the maximum foreign ownership ratio including but not limited to the following work:

- Carry out tasks related to changing business registration contents with changed business lines in accordance with current law provisions;
- Carry out registration of changes to the maximum foreign ownership ratio with the State Securities Commission in accordance with current law provisions.

VLA-Documents of the 2025 Annual General Meeting of Shareholders



No: 38/2025/TTr-HĐQT

-----o0o-----

Hanoi, 22 April 2025

**SUBMISSION**

*Abt. Amendment and supplement to the Company Charter and Internal Governance on Corporate Governance*

**Respectfully Submit:** *Annual General Meeting of Shareholders 2025  
Van Lang Technology Development and Investment Joint Stock  
Company*


*Pursuant to:*

- *Enterprise Law No. 59/2020/QH14 issued on June 17<sup>th</sup>, 2020;*
- *Securities Law No. 54/2019/QH14 issued on November 26<sup>th</sup>, 2019;*
- *Law No. 03/2022/QH15 issued on January 11<sup>th</sup>, 2022, Law amending and supplementing a number of articles of the Law on Public Investment, Law on Investment under the Public-Private Partnership method, Investment Law, Housing Law, Bidding Law, Electricity Law, Enterprise Law, Special Consumption Tax Law and Law on Civil Judgment Enforcement;*
- *Circular No. 116/2020/TT-BTC dated December 31<sup>st</sup>, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Charter and Internal Regulations on Corporate Governance of Van Lang Technology Investment and Development Joint Stock Company.*

The Board of Directors finds that the current Company Charter and Internal Regulations on Corporate Governance have differences compared to the Model Charter and Internal Regulations on Corporate Governance of Public Companies in Circular No. 116/2020/TT-BTC issued on December 31<sup>st</sup>, 2020. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Company Charter and Internal Regulations on Corporate Governance to be consistent with the Model Charter and Internal Regulations on Corporate Governance of Public Companies in Circular No. 116/2020/TT-BTC issued on December 31<sup>st</sup>, 2020 to ensure compliance with the provisions of the Law on Enterprises, the Law on Securities, Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and other relevant legal provisions.

**Attached documents:** Draft of new Charter and new Internal regulations on corporate governance of Van Lang Technology Development Investment Joint Stock Company.

Respectfully submit to the 2025 Annual General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF BOARD OF DIRECTORS**  
**CHAIRMAN**  
  
**Nguyễn Thành Tiến**



No: 39/2025/TTr-HĐQT

Hanoi, 22 April 2025

**SUBMISSION**

**on Decisions on investment, purchase, sale of assets and execution of transactions  
under the authority of the General Meeting of Shareholders**

**Respectfully Submit: General Meeting of Shareholders of Van Lang  
Technology Investment and Development Joint Stock  
Company.**

- Pursuant to Law on Enterprise No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of organization and operation of Van Lang Technology Investment and Development Joint Stock Company;
- Pursuant to the needs of actual business activities.

Implementing the policy of expanding business in many industries and fields in line with the development trend of the times. In order to ensure the timely and effective management of business activities and corporate governance of the Company during the period between two annual General Meetings of Shareholders, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and decision to approve a number of contents under the authority of the General Meeting of Shareholders according to the provisions of the Law and the Company's Charter as follows:

1. Through investment or sale of assets with a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent Financial Statement at the time of the decision to invest or sell assets.
2. Through granting loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers who are not shareholders and related individuals and organizations of these subjects.
3. Through the approval of contracts, transactions with a value of 35% or more or transactions leading to the total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent Financial Statement between the Company and the following related persons:
  - + Shareholders, authorized representatives of shareholders owning more than 10% of the total shares of the Company and their related persons.

+ Members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers under the appointment authority of the Board of Directors and their related persons;

+ Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

4. Through the establishment of subsidiaries and affiliates

5. Through capital contribution, share purchase to invest in subsidiaries, affiliated companies and other long-term investments of potential enterprises in all fields, start-up enterprises...

6. Through adding more business lines according to the provisions of law and carrying out procedures to change the business contents on the Business Registration Certificate in accordance with the business lines.

7. Amendment of the charter.

At the same time, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to develop a detailed plan and implementation plan for the above contents, based on the needs arising in the actual business process of the Company in 2025, ensuring the interests of shareholders and the Company. The Board of Directors will report the implementation results at the nearest General Meeting of Shareholders.

Respectfully submit to the General Meeting of Shareholders for approval./.

**Recipients**

- As directed;
- Board of Directors, Supervisory Board;
- Executive Board



**ON BEHALF OF B.O.D  
CHAIRMAN**

*Nguyen Thanh Tien*



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**---o0o---**

**CHARTER**  
**VAN LANG TECHNOLOGY DEVELOPMENT**  
**AND INVESTMENT JOINT STOCK COMPANY**  
*(Amended and supplemented on April 22, 2025)*

*Hanoi, April 2025*

## INDEX

<b>INTRODUCTION.....</b>	<b>5</b>
<b>CHAPTER I: DEFINITION OF TERMS IN THE CHARTER.....</b>	<b>5</b>
Article 1. Definitions .....	5
Article 2. Name, headquarters, telephone, fax, email, website, logo, branches, representative offices, and term of operation of the company .....	6
Article 3. Legal representative of the company .....	7
Article 4. Company seal .....	8
Article 5. Business objectives and lines of business .....	8
<b>CHAPTER II: CHARRET CAPITAL, SHARES, STOCKS, SHAREHOLDERS</b>	<b>12</b>
Article 6. Charter capital .....	12
Article 7. Types of shares .....	12
Article 8. Rights of ordinary shareholders.....	12
Article 9. Preferred shares and rights of preferred stockholders .....	15
Article 10. Shareholder obligations .....	15
Article 11. Shares .....	16
Article 12. Other securities certificates .....	17
Article 13. Stock certificate .....	17
Article 14. Share recovery .....	17
Article 15. Transfer, inheritance, donation of shares .....	18
Article 16. Buy stocks, bonds.....	19
Article 17. Share repurchase at shareholder request.....	19
Article 18. Buy back shares according to company decision .....	19
Article 19. Terms of payment and handling of repurchased shares .....	20
Article 20. Authorized representative of shareholder.....	20
<b>CHAPTER III. COMPANY MANAGEMENT ORGANIZATION STRUCTURE.....</b>	<b>22</b>
Article 21. Company management structure .....	22
<b>Section 1: GENERAL MEETING OF SHAREHOLDERS.....</b>	<b>22</b>
Article 22. Rights and obligations of the General Meeting of Shareholders.....	22
Article 23. Shareholders' Meeting .....	23
Article 24. Convene the General Meeting of Shareholders.....	23
Article 25. List of shareholders entitled to attend the General Meeting of Shareholders .....	24
Article 26. Agenda and content of the General Meeting of Shareholders.....	25
Article 27. Invitation to General Meeting of Shareholders .....	25
Article 28. Exercise the right to attend the General Meeting of Shareholders .....	26
Article 29. Change of rights .....	27
Article 30. Conditions for holding a General Meeting of Shareholders.....	28
Article 31. Procedures for conducting meetings and voting at the General Meeting of Shareholders .....	28
Article 32. Form of passing resolutions of the General Meeting of Shareholders .....	30
Article 33. Conditions for the resolution of the General Meeting of Shareholders to be passed .....	30
Article 34. Authority and procedures for obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders .....	31
Article 35. Minutes and Resolutions of Shareholders' Meeting .....	33
Article 36. Request to cancel the resolution of the General Meeting of Shareholders.....	34
Article 37. Validity of resolutions of the General Meeting of Shareholders.....	34
<b>Section 2: BOARD OF DIRECTORS.....</b>	<b>35</b>
Article 38. Board of Directors .....	35
Article 39. Term and number of members of the Board of Directors .....	36
Article 40. Standards and conditions for membership in the Board of Directors .....	36
Article 41. Chairman of the Board of Directors .....	38



Article 42. Board of Directors Meeting.....	39
Article 43. Minutes of Board of Directors meeting.....	40
Article 44. Right to information of Board members .....	41
Article 45. Dismissal, removal, replacement and addition of members of the Board of Directors .....	42
Article 46. Remuneration, salary, bonus and other benefits of Board of Directors members .....	43
Article 47. Subcommittees of the Board of Directors .....	44
Article 48. Corporate governance officer .....	44
<b>Section 3: DIRECTOR, COMPANY SECRETARY, OTHER MANAGEMENT STAFF .....</b>	<b>45</b>
Article 49. Director.....	45
Article 50. Vice president.....	46
Article 51. Chief Accountant.....	46
Article 52. Company Secretary .....	46
Article 53. Other management staff .....	47
<b>Section 4: BOARD OF SUPERVISION .....</b>	<b>47</b>
Article 54. Board of Supervision.....	47
Article 55. Standards and conditions of Supervisor .....	48
Article 56. Head of Supervisory Board .....	49
Article 57. Rights and obligations of the Board of Supervisors.....	49
Article 58. The Board of Supervisors' right to information.....	51
Article 59. Responsibilities of the Supervisors .....	52
Article 60. Salary, remuneration, bonuses and other benefits of the Supervisors.....	52
Article 61. Dismissal, removal of Supervisors .....	53
Article 62. Disclosure of related interests .....	53
Article 63. Duties and responsibilities of company managers .....	54
Article 64. Approve contracts and transactions between the company and related parties.....	55
Article 65. Right to inspect company books and records.....	56
<b>CHAPTER IV: LABOR AND TRADE UNIONS.....</b>	<b>57</b>
Article 66. Labor recruitment.....	57
Article 67. Union .....	57
<b>CHAPTER V: PROFIT DISTRIBUTION, LOSS HANDLING.....</b>	<b>57</b>
Article 68. Profit Distribution.....	57
Article 69. Payment of dividends .....	57
Article 70. Hole handling .....	58
<b>CHAPTER VI: BANK ACCOUNTS, FINANCIAL YEAR, ACCOUNTING REGIME .....</b>	<b>59</b>
Article 71. Bank account .....	59
Article 72. Fiscal year.....	59
Article 73. Accounting mode.....	59
<b>CHAPTER VII: ANNUAL REPORT, INFORMATION DISCLOSURE.....</b>	<b>59</b>
Article 74. Annual report.....	59
Article 75. Information Disclosure.....	60
<b>CHAPTER VIII: COMPANY AUDIT.....</b>	<b>60</b>
Article 76. Corporate Auditing.....	60
<b>CHAPTER IX: TERMINATION OF OPERATIONS AND LIQUIDATION .....</b>	<b>60</b>
Article 77. Termination of operations .....	60
Article 78. Dissolution of the company.....	60
Article 79. Liquidation .....	61
Article 80. Prohibited activities since the dissolution decision .....	61
Article 81. Corporate bankruptcy .....	62
<b>CHAPTER X: INTERNAL DISPUTE RESOLUTION.....</b>	<b>62</b>

Article 82. Internal dispute resolution ..... 62

**CHAPTER XI: TERMS OF IMPLEMENTATION ..... 62**

Article 83. Final Terms..... 62



## INTRODUCTION

Pursuant to the Enterprise Law No. 59/2020/QH14 issued on June 17, 2020, the Securities Law No. 54/2019/QH14 issued on November 26, 2019 and implementing documents;

This Charter was approved by the General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company at the annual meeting on April 22, 2025, regulating the legal form, organizational structure and governance mechanism, operation and control of the company's business activities in accordance with the provisions of law.

## CHAPTER I

### DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Definitions

In this Charter, the following terms shall be construed as follows:

1. Enterprise Law means Enterprise Law No. 59/2020/QH14 dated June 17, 2020.
2. Securities Law means Securities Law No. 54/2019/QH14 dated November 26, 2019.
3. Charter capital means the total par value of shares sold.
4. Establishment date means the date on which the company is first granted the Certificate of Business Registration;
5. Shareholders are individuals or organizations that own at least one share of the company.
6. Founding shareholders are shareholders who own at least one common share and sign the list of founding shareholders of the company.
7. Major shareholders are shareholders who own 5% (five percent) or more of the company's voting shares.
8. Dividends are net profits paid for each share in cash or other assets.
9. Sold shares are shares that are entitled to be offered for sale and have been fully paid by shareholders to the company.
10. Shares entitled to be offered for sale are the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise capital.
11. Unsold shares are shares that are entitled to be offered for sale and have not been paid for to the company.
12. Company managers are the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Director, Chief Accountant of the company, Director of a subsidiary, Head of a branch of the company and other equivalent positions appointed by the Board of Directors (if any).



13. The executive officers of an enterprise are the Director, Deputy Director, Chief Accountant and other executives under the appointment authority of the Board of Directors.

14. Insiders are the Chairman of the Board of Directors, members of the Board of Directors, Directors, Deputy Directors, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Board of Supervisors (Controllers); members of the Internal Audit Board; Company Secretary, person in charge of corporate governance, person authorized to disclose information.

15. Related persons are individuals or organizations that have direct or indirect relations with the company in the following cases:

- a) Internal person;
- b) Organizations and individuals owning more than 10% of the company's voting shares;
- c) Biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological sibling, brother-in-law, brother-in-law, sister-in-law of an insider of the company;
- d) Enterprises in which individuals and organizations specified in points a, b, c of this clause own capital to the extent of controlling the decision-making of that enterprise;
- d) And a number of other cases as prescribed by the Law on Enterprises and the Law on Securities.

16. Family relations include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, younger sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of wife, brother-in-law of husband, sister-in-law of wife, sister-in-law of husband.

In this Charter, any reference to any provision or document shall include its amendments, supplements or replacement documents. In the event that there is a conflict between the Charter and current legal documents in the direction of mutual exclusion, the provisions of the legal documents shall be selected to apply.

## **Article 2. Name, headquarters, telephone, fax, email, website, logo, branches, representative offices, and term of operation of the company**

### **1. Name of company**

- Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN CÔNG NGHỆ VĂN LANG
- English name: VAN LANG TECHNOLOGY DEVELOPMENT AND INVESTMENT JOINT STOCK COMPANY
- Abbreviation: VLA CO., JSC



2. Head office, phone, fax, email, website, logo:
- Head office address: No. 81 Tran Hung Dao, Tran Hung Dao ward, Hoan Kiem district, Hanoi city.
  - Phone: 024.66555.854
  - Email: [vlagroup.jsc@gmail.com](mailto:vlagroup.jsc@gmail.com)
  - Logo:
- Fax:  
Website: [www.vla.vn](http://www.vla.vn)
3. Branches and representative offices of the company: The Board of Directors decides on the establishment and dissolution of Branches and Representative Offices of the company.
4. Term of operation: Indefinite.

### **Article 3. Legal representative of the company**

1. The legal representative of a company is an individual who represents the company in exercising the rights and obligations arising from the company's transactions, represents the company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.

2. The company has 02 (two) legal representatives.

The Director and Chairman of the Board of Directors are the legal representatives of the company.

3. The company must ensure that there is always at least one legal representative residing in Vietnam. When there is only one legal representative residing in Vietnam, this person must, when leaving Vietnam, authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative is still responsible for exercising the authorized rights and obligations.

4. In case the authorization period as prescribed in Clause 3 of this Article expires and the legal representative of the company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the company until the legal representative of the company returns to work at the company or until the Board of Directors of the company decides to appoint another person as the legal representative of the company.

5. Responsibilities of the company's legal representative.

a) The legal representative of the company has the following responsibilities:

- Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the legitimate interests of the company;
- Be loyal to the interests of the company; do not abuse position, title and use information, know-how, business opportunities, other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;
- Notify the company promptly, fully and accurately about the enterprises in which you or your related persons own or have shares or capital contributions in accordance with the provisions of the Law on Enterprises.



b) The legal representative of the company is personally responsible for damages to the company caused by violating the responsibilities specified in Point a of this Clause.

#### **Article 4. Company seal**

1. The company seal includes the seal made at the seal engraving facility and the seal in the form of a digital signature.

2. Seal made at the seal engraving facility:

a) Quantity: 01 (one) seal. If necessary, the Board of Directors shall decide to engrave a second seal for use in accordance with the provisions of law.

b) Form: Round, red.

c) Content of the seal: shows the name and enterprise code of the company.

3. Seal in the form of a digital signature:

The Board of Directors shall decide on the content and form of the company's digital signature when used in accordance with the provisions of law on electronic transactions.

4. Management and use of the seal:

The legal representative of the company shall be responsible for managing and using the company's seal in accordance with the provisions of law and the Company Charter.

#### **Article 5. Business objectives and lines of business**

1. Company's operational objectives:

Mobilize and effectively use capital and other resources in production and business activities to bring maximum profits to shareholders, create jobs and income for employees, contribute to the State budget, and develop the company to become stronger and stronger.

2. Company business lines:

<b>No</b>	<b>Business lines</b>	<b>Code</b>
1	Production of other foods not elsewhere classified Details: Production of functional foods.	1079
2	Manufacture of cosmetics, soaps, detergents, polishes and toilet preparations;	2023
3	Building houses for living;	4101
4	Building a house not for living;	4102
5	Construction of water supply and drainage works;	4222
6	Construction of other public works;	4229
7	Construction of other civil engineering works;	4299



8	Demolition;	4311
9	Site preparation;	4312
10	Electrical installation;	4321
11	Installation of water supply, drainage, heating and air conditioning systems;	4322
12	Installation of other building systems;	4329
13	Construction completion;	4330
14	Other specialized construction activities;	4390
15	Agent, broker, auction of goods; Details: Software supply agent;	4610
16	Food Wholesale Details: - Functional Food Wholesale - Vegetable and Fruit Wholesale	4632
17	Wholesale of other household goods; Details: - Wholesale of books, newspapers, magazines, stationery; - Wholesale of perfumes, cosmetics and hygiene products.	4649
18	Wholesale of computers, peripherals and software; Details: Wholesale of computers;	4651
19	Wholesale of other machinery, equipment and spare parts; Details: Trading in teaching equipment and office equipment;	4659
20	Other specialized wholesale not elsewhere classified; Details: Trading of manuscripts;	4669
21	Other retail in general stores; Details: Supermarket business (for conditional business lines, enterprises only conduct business when meeting the conditions prescribed by law);	4719
22	Retail sale of books, newspapers, magazines and stationery in specialized stores	4761
23	Short-term accommodation services	5510
24	Restaurants and mobile food services	5610

25	Providing catering services under irregular contracts with customers	5621
26	Beverage service	5630
27	Software publishing; Details: Production of management software in the fields of: accounting, production management, human resource management, distribution, warehouse, publishing management, supermarket;	5820
28	Computer programming; Details: Building a website system for information, advertising, online sales and internet services;	6201
29	Information technology services and other services related to computers; Details: Software system maintenance services	6209
30	Other information services not elsewhere classified; Details: Consulting, providing electronic technology solutions and market information (except information prohibited by the state)	6399
31	Financial service support activities not elsewhere classified; Details: Business development, project investment; Investment consulting activities (excluding legal, financial, accounting, auditing, tax and securities consulting); Securities investment.	6619
32	Real estate business, land use rights owned, used or leased;	6810
33	Consulting, brokerage, real estate auction, land use rights auction Details: Consulting, brokerage of real estate, land use rights	6820
34	Management consulting activities; Details: Business administration;	7020
35	Advertising (Except for prohibited types)	7310
36	Specialized design activities; Details: Graphic design of educational publications;	7410
37	Other professional, scientific and technological activities not elsewhere classified; Details:	7490



	<ul style="list-style-type: none"> <li>- Transfer of electronic and information technology, commercial services;</li> <li>- Organizing activities: composing, adapting, converting, researching, translating educational books;</li> </ul>	
38	Motor vehicle rental;	7710
39	Organizing trade introduction and promotion; Details: Organizing fairs, exhibitions, conferences, seminars;	8230
40	Intermediate training; Details: Vocational training;	8532
41	Educational support services;	8560
42	<p><b>Other education not elsewhere classified.</b></p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Vocational training in electronics, information technology, foreign languages; training in thinking skills, marketing skills, sales skills, communication skills, leadership skills, financial management skills, time management skills;</li> <li>- Education not specified by level at training centers;</li> <li>- Tutoring services (tutors);</li> <li>- Preparatory education;</li> <li>- Teaching centers with courses for weak students;</li> <li>- Courses on criticism, professional assessment;</li> <li>- Teaching foreign languages and teaching conversation skills;</li> <li>- Teaching speed reading;</li> <li>- Life training;</li> <li>- Training in public speaking skills;</li> <li>- Teaching computers.</li> </ul> <p>(Only operate after being licensed by the competent authority)</p>	<p><b>8559</b></p> <p><b>(Chính)</b></p>
43	Wholesale of rice, wheat, other cereals, flour	4631
44	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals	4620
45	Architectural activities and related technical consultancy	7110
46	Landscape care and maintenance services	8130
47	Other business support services not elsewhere classified	8299

	Details: Export, import	
--	-------------------------	--

## **CHAPTER II**

### **CHARRET CAPITAL, SHARES, STOCKS, SHAREHOLDERS**

#### **Article 6. Charter capital**

1. The company's charter capital is: VND 39,959,960,000 (Thirty-nine billion, nine hundred and fifty-nine million, nine hundred and sixty thousand dong). - Total number of shares: 3,995,996 shares (Three million nine hundred and ninety-five thousand, nine hundred and ninety-six shares)

- Par value of shares: VND 10,000/share (Ten thousand VND/share)

- Type of shares:

+ Common shares: 3,995,996 shares (Three million nine hundred and ninety-five thousand, nine hundred and ninety-six shares)

+ Preferred shares: None

- Number of shares, types of shares sold:

+ Common shares: 3,995,996 shares (Three million nine hundred and ninety-six shares)

+ Preferred shares: None

- Number of shares, types of shares expected to be offered: None

2. The Company may increase or decrease its charter capital when approved by the General Meeting of Shareholders in accordance with the provisions of law.

#### **Article 7. Types of shares**

1. On the date of adoption of this Charter, the company has only one type of shares, which is common shares. The owners of common shares are common shareholders.

2. During its operation, the company may issue additional types of preferred shares according to the decision of the General Meeting of Shareholders on the basis of the provisions of law. The owners of preferred shares are preferred shareholders.

3. Preferred shares include the following types: voting preferred shares; dividend preferred shares; redeemable preferred shares; and other preferred shares according to the law on securities and according to the decision of the General Meeting of Shareholders at the time of issuance.

4. Each share of the same type gives the owner of that share equal rights, obligations and benefits.

5. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares according to the resolution of the General Meeting of Shareholders.

#### **Article 8. Rights of ordinary shareholders**

1. Ordinary shareholders have the following rights:



a) To attend and speak at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other forms prescribed by the Company Charter or the law. Each ordinary share has one vote;

b) To receive dividends at a rate decided by the General Meeting of Shareholders;

c) To have priority in purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;

d) To freely transfer their shares to others, except in cases stipulated in Clause 2, Article 14 of this Charter or the Resolution of the General Meeting of Shareholders at the time of issuing capital-raising shares with other provisions;

dd) To review, look up and extract information about the names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information;

e) Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) When the company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the company.

h) Request the company to buy back its shares in the cases specified in Article 23 of this Charter;

i) Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) Have full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;

l) Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of law;

m) Other rights as prescribed by law.

2. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the following rights:

a) Nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors shall be carried out as follows:

- Common shareholders forming a group to nominate people to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;

- Based on the number of members of the Board of Directors and the Board of Supervisors to be elected, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or several people according to the provisions of this Charter. In case the number of candidates nominated by the



shareholder or group of shareholders is lower than the number of candidates to be elected, the remaining candidates shall be nominated by the current Board of Directors and the Board of Supervisors.

b) Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the company;

c) Request to convene a meeting of the General Meeting of Shareholders in the cases specified in Clause 3 of this Article;

d) Request the Supervisory Board to inspect each specific issue related to the management and operation of the company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company; issues to be inspected, purpose of inspection;

d) Proposing issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issues proposed to be included in the agenda;

e) Other rights as prescribed by law.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the convening of a General Meeting of Shareholders in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to represent the company to convene a General Meeting of Shareholders in case the Board of Directors or the Supervisory Board fails to convene a meeting in accordance with the provisions of Article 140 of the Law on Enterprises

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be



documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

5. Other rights as prescribed by law.

#### **Article 9. Preferred shares and rights of preferred stockholders**

1. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

2. The rights and obligations attached to the types of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.

3. Shareholders owning voting preferred shares may not transfer such shares to others, except in cases of transfer pursuant to a legally effective judgment or decision of the Court or inheritance.

4. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

5. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

6. In case of liquidation of the company, shareholders owning preferred shares shall have priority in payment according to the provisions of law.

#### **Article 10. Shareholder obligations**

1. Pay in full and on time the number of shares committed to be purchased.

2. Do not withdraw the capital contributed in common shares from the company in any form, except in cases where the company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and the person with related interests in



the company shall be jointly responsible for the debts and other property obligations of the company within the value of the withdrawn shares and any damages that occur.

3. Comply with the Company Charter and the internal management regulations of the company.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the company in accordance with the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; It is strictly forbidden to disseminate or copy or send information provided by the company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email.

7. Be personally responsible when performing one of the following acts on behalf of the company in any form:

- a) Violating the law;
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals.

c) Paying debts that are not due before financial risks for the company.

8. Other obligations as prescribed by law and the Company Charter.

## **Article 11. Share**

1. A share is a certificate issued by a company, a book entry or electronic data confirming ownership of one or more shares of the company. A share must contain the following main contents:

- a) Name, enterprise code, head office address of the company;
- b) Number of shares and type of shares;
- c) Par value of each share and total par value of shares recorded on the share;
- d) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders;
- d) Signature of the legal representative of the company;
- e) Registration number in the company's shareholder register and date of issue of the share
- g) Other contents for shares of preferred shares stipulated in the Enterprise Law (if any).

2. Shareholders of the company are issued stock certificates corresponding to the number of shares and type of shares owned. Within 07 days from the date of



submission of a complete and valid application for transfer of ownership of shares or within 02 months (or another period specified in the stock issuance plan) from the date of full payment for the purchase of shares of the company, the owner of the number of shares is issued a stock certificate. The owner of the shares does not have to pay the company for the cost of printing the stock certificate.

3. In case of errors in the content and form of shares issued by the company, the rights and interests of the owner of such shares shall not be affected. The legal representative of the company shall be responsible for damages caused by such errors.

4. In case the shares are lost, destroyed or otherwise damaged, the shareholder shall be reissued shares by the company upon the request of that shareholder. The shareholder's request must include the following contents:

a) Information about the shares that have been lost, damaged or otherwise destroyed;

b) Commitment to take responsibility for disputes arising from the re-issuance of new shares

#### **Article 12. Other securities certificates**

Bonds or other securities certificates of the company issued in accordance with the provisions of law at the time of issuance must have the signature of the legal representative and the company seal.

#### **Article 13. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities confirming the legal rights and interests of the owner to a part of the equity capital of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 2 months from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as prescribed in the issuance terms), the owner of the number of shares shall be issued a stock certificate. The owner of shares shall not have to pay the Company for the cost of printing the stock certificate.

4. In case a share is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share by the Company upon the request of that shareholder. The shareholder's request must include the following contents:

a) Information about the shares that have been lost, damaged or otherwise destroyed;

b) Commitment to take responsibility for disputes arising from the re-issuance of new shares

#### **Article 14. Share recovery**

1. In case the shareholder fails to pay in full and on time the amount payable to purchase shares, the unpaid shares will be revoked.



2. The number of shares that the shareholder/investor does not register to buy, does not pay for the purchase, and the odd shares will be implemented by the company, according to the decision of the General Meeting of Shareholders or the Board of Directors authorized by the General Meeting of Shareholders, as follows:

a) Destroy the number of shares that the investor does not register to buy, does not pay for the purchase, and the odd shares;

b) Distribute the number of shares that the investor does not register to buy, does not pay for the purchase, and the odd shares to one or several specified investors (except in the case of offering to existing shareholders corresponding to their ownership ratio in the company) must ensure that the conditions of offering, the conditions on the rights and obligations of the investor are not more favorable than the conditions of offering to existing shareholders, unless otherwise approved by the General Meeting of Shareholders, in accordance with the provisions of the Securities Law.

#### **Article 15. Transfer, inheritance, donation of shares**

1. Shares are freely transferable, except for shares subject to transfer restrictions as prescribed by the Law on Enterprises or by the Resolution of the General Meeting of Shareholders at the time of issuance of capital-raising shares and clearly stated in the shares of the corresponding restricted transfer shares.

2. The transfer is carried out by contract or transaction on the stock market. In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. In case of transaction on the stock market, the transfer procedures are carried out in accordance with the provisions of the law on securities and the stock market.

3. In case an individual shareholder dies, the heir according to the will or law of that shareholder becomes a shareholder of the company.

4. In case a shareholder is an individual who dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares of that shareholder shall be resolved in accordance with the provisions of the civil law.

5. Shareholders have the right to donate part or all of their shares in the company to other individuals or organizations; use shares to pay debts. Individuals and organizations that receive shares or receive debt payment in shares shall become shareholders of the company.

6. Individuals and organizations that receive shares in the cases specified in this Article shall only become shareholders of the company from the time their information specified in Clause 2, Article 17 of this Charter is fully recorded in the shareholder register.

7. The company must register changes in shareholders in the shareholder register at the request of the relevant shareholder within 24 hours from the time of receiving the request as prescribed in the Company Charter.

8. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to