

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

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 68/2025/BC-VLA

Ha Noi, month 07 day 30 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
- Information disclosure type: ☐ 24 hours ☐ Irregular ☐ Requested ☒ Periodic
- Content of information disclosure: Report on corporate governance in the first 6 months of 2025

This information has been published on our company's website: 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:

- Report on corporate governance in the first 6 months of 2025

**Legal representative
Director**

(Sign, full name and seal)


Nguyen Huu Thuan

No: 67/BC-VLA

Ha Noi, month 07 day 30 year 2025

REPORT ON CORPORATE GOVERNANCE
(6 months/2025)

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

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

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

- Telephone: 0246.655.5854 Fax: Email: vlagroup.jsc@gmail.com

- Charter capital: 39.959.960.000 VND

- Stock symbol: VLA

- Governance model: General Meeting of Shareholders, Board of Directors, Board of
Supervisors, General Director and Director.

- The implementation of internal audit: Implemented.

I. Activities of the General Meeting of Shareholders

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

No.	Resolution/Decision No.	Date	Content
1	02/2025/NQ- ĐHĐCĐVLA	22/04/2025	1.Approval of the Board of Directors' report on the Company's business performance in 2024 and the business plan and directions for 2025. 2.Approval of the Board of Management's report on corporate governance and the performance of the Board of Management in 2024, as well as the activity plan for 2025. 3.Approval of the Supervisory Board's report on the Company's operations, the performance of the

		<p>Board of Management and the Board of Directors in 2024, and the Supervisory Board's operational plan for 2025.</p> <p>4.Approval of the audited financial statements for the year 2024.</p> <p>5.Approval of the selection of the auditing firm for the 2025 financial statements.</p> <p>6.Approval of the profit distribution plan and dividend payment for 2024.</p> <p>7.Approval of the remuneration payments for 2024 and the remuneration plan for 2025 for members of the Board of Management and the Supervisory Board.</p> <p>8.Approval of the amendment, supplementation, and replacement of business lines.</p> <p>9.Approval of the amendment and supplementation of the Company's Charter and Internal Governance Regulations.</p> <p>10.Approval of the continued study and consideration of the 16-hectare business cooperation investment project in Phu Cuong Commune, Tan Lac District, Hoa Binh Province.</p> <p>11.Approval of investment decisions, asset purchase and sale transactions, and other transactions under the authority of the General Meeting of Shareholders.</p> <p>12.Approval of Mr. Nguyen Thanh Tien – Chairman of the Board of Directors – purchasing shares from other shareholders to increase his ownership in the Company without conducting a public tender offer.</p>
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II. Board of Directors (Semi-annual report):

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

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr. Nguyen Thanh Tien	Chairman of the board of Directors (Non-executive member of	19/02/2024	

		the Board of Directors)		
2	Mr. Nguyen Huu Thuan	Executive members of the Board of Directors	19/02/2024	
3	Mr. Nguyen Van Duc	Non-executive member of the Board of Directors	19/02/2024	
4	Mr. Tran Quang Thinh	Non-executive member of the Board of Directors	19/02/2024	
5	Mr. Duong The Quang	Independent member of the Board of Directors	17/06/2024	

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nguyen Thanh Tien	5/5	100%	
2	Mr. Nguyen Huu Thuan	5/5	100%	
3	Mr. Nguyen Van Duc	5/5	100%	
4	Mr. Tran Quang Thinh	5/5	100%	
5	Mr. Duong The Quang	5/5	100%	

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

- The Board of Directors closely monitors the activities of the Executive Board in implementing the resolutions of the Board of Directors. It promptly addresses any issues arising within the Board's authority to facilitate the operations of the Executive Board.
- Directs the company's operational management to ensure stability is maintained.
- Oversees shareholder relations to strengthen trust and support the company through difficult periods.
- Supervises the Executive Board's management of resources in line with the company's development strategy.
- Directs training efforts to enhance the skills of staff members, and promotes recreational and lifestyle activities to foster enthusiasm and motivation among employees to contribute to the company's success.

4. Activities of the Board of Directors' subcommittees (If any):

Nil

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

No.	Resolution/Decision No.	Date	Content	Approval rate
1	18/2025/NQ-HĐQTVLA	05/03/2025	Appointment of the Person in Charge of Internal Audit	100%
2	09/2025/NQ-HĐQTVLA	12/02/2025	Plan for Organizing the 2025 Annual General Meeting of Shareholders	100%
3	53/2025/NQ-HĐQTVLA	13/5/2025	Selection of the auditing firm to audit the Capital Utilization Report and the Financial Statements	100%
4	023/2025/NQ-VLA	14/03/2025	Investment Cooperation	100%
5	13/2025/NQHĐQT-VLA	18/02/2025	Support for the Company's Officers and Employees	100%

III. Board of Supervisors (Semi-annual report):

1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Ms. Nguyen Thi Tam	Head of the board	19/02/2024	Bachelor of Degree in Finance
2	Mr. Nguyen Huy Bao	Member	19/02/2024	Bachelor of Food Technology
3	Ms. Ha Thuy Hang	Member	19/02/2024	Bachelor of Laws

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Nguyen Thi Tam	1/1	100%	100%	
2	Mr. Nguyen Huy Bao	1/1	100%	100%	
3	Ms. Ha Thuy Hang	1/1	100%	100%	

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

The Supervisory Board carries out oversight activities regarding the Board of Directors (BOD) and the Executive Board by appointing members to participate in discussions and provide feedback when deemed necessary at BOD and Executive Board meetings. The Head of the Supervisory Board has organized meetings to assess and draw lessons from the monitoring activities in compliance with legal regulations. The Supervisory Board did not receive any complaints from shareholders during the first half of 2025. The contents of the supervisory activities of the Supervisory Board toward the Board of Directors and the Executive Board are as follows:

- Monitoring, overseeing, and inspecting the Company's financial accounting activities, auditing financial reports; seeking, evaluating, and selecting auditing units with sufficient competence and qualifications to audit and review the Company's financial statements in accordance with legal regulations, to recommend to the Board of Directors for inclusion in the General Shareholders' Meeting agenda.
- Supervising and reminding the Board of Directors and the Executive Board to follow the proper procedures for organizing General Shareholders' Meetings, and overseeing the implementation of the items approved by the General Shareholders' Meeting.
- Appointing representatives to attend the meetings of the Board of Directors and Executive Board, reviewing the appropriateness of resolutions and decisions based on the actual operations of the Company, its operational charter, internal governance regulations, and relevant legal provisions.
- Supervising the Executive Board in corporate governance activities, as well as the implementation of resolutions passed by the Board of Directors, and the execution of plans and results achieved in the Company's production and business activities during each period.
- Monitoring the Company's compliance with legal regulations on information disclosure, and providing feedback to the Board of Directors.

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

The coordination between the Supervisory Board and the activities of the Board of Directors and the Executive Board is carried out consistently throughout the year, including the following areas:

- Coordination in organizing the Company's General Shareholders Meeting;
- Coordination in implementing the matters approved at the General Shareholders Meeting, while also evaluating results and conducting periodic reviews;
- Coordination in amending and supplementing the Company's internal regulations and Charter, ensuring compliance with legal requirements while aligning with the company's operational situation;
- Coordination in inspecting and supervising accounting and financial activities, as well as governance and management of the company's production and business operations;

- Coordination in carrying out the company's internal audit.

5. Other activities of the Board of Supervisors (if any):

- The Supervisory Board regularly monitors and controls the internal situation regarding the company's operations.
- Urge, supervise, and ensure the disclosure of information in accordance with securities laws and regulations.

IV. Board of Management

<i>No.</i>	<i>Members of Board of Management</i>	<i>Date of birth</i>	<i>Qualification</i>	<i>Date of appointment / dismissal of members of the Board of Management /</i>
1	Mr. Nguyen Huu Thuan	04/10/1990	Bachelor of information technology	12/01/2021
2	Ms. Nguyen Thu Ha	10/11/1989	Bachelor of Degree in Finance – Banking	25/10/2021

V. Chief Accountant

<i>Họ và tên Name</i>	<i>Ngày tháng năm sinh Date of birth</i>	<i>Trình độ chuyên môn nghiệp vụ Qualification</i>	<i>Date of appointment/ dismissal</i>
Ha Dieu Ngoc	22/03/1983	Bachelor of Degree in Finance	08/04/2022

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance:

The Board of Directors, Supervisory Board, Executive Board, and other management personnel participate in training courses as per the company's regulations.

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

1. The list of affiliated persons of the Company (APPENDIX 01)

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	ID card No. *, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
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Note: ID card No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).

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

No.	Name of organization/individual	Relationship with the Company	No. * date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Nguyen Thanh Tien	Chairman of the board of Directors			03/01/2022-30/06/2025		<p>Based on Contract No. 03/2022/HĐ-VLA dated January 3, 2022, with Mr. Nguyen Thanh Tien regarding his employment as a teaching expert.</p> <p>In the first half of 2025:</p> <ul style="list-style-type: none"> - Payments for lecturer fees: 52,145,712 VND - Payables for lecturer fees: 108,104,200 VND 	

2	Nik Reality Investment and Business Training School Company Limited	A related party represented by Ms. Vu Thi Hien Nhung as the legal representative			01/04/2022-30/06/2025	No 62/2022/NQ-HĐQTVLA on 01/04/2022	<p>Based on the Framework Agreement No. 02/2022/HDDV-VLA-NIK dated April 1, 2022, and the Service Agreement No. 03/2022/HDDV-VLA-NIK dated April 1, 2022, with NIK Practical Business Training and Investment Co., Ltd. ().</p> <p>In the first half of 2025:</p> <ul style="list-style-type: none"> - Payments for goods and services: 824,810,278 VND - Payables for goods and services: 663,427,198 VND 	
3	Dang Trong Khang	The internal persons			02/12/2022 – 30/06/2025		<p>Based on Contract No. 23/2022/HSDTP-VLA dated December 2, 2022, regarding Van Lang Technology development and Investment joint stock company to use the works of Mr. Dang Trong Khang.</p> <p>In the first half of 2025:</p> <ul style="list-style-type: none"> - Payments for lecture copyright fees: 525,714,800 VNĐ - Payables for lecture copyright fees: 168,844,000 VND 	

4	Nguyen Thu Ha	Deputy Director			In the first half of 2025		Refund of excess payment for share purchase: 9,030,000 VND	
5	Nguyen Huu Thuan	Director			In the first half of 2025		-Advance payment: 71.865.391 VND - Advance repayment: 71.865.391 VND	
6	Ha Thuy Hang	Member of the supervisory board			In the first half of 2025		-Advance payment: 10.000.638 VND - Advance repayment: 22.521.000 VND	

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

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power.

Nil

4. Transactions between the Company and other objects

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

In the first half of 2025, the company continues to engage in transactions with Nik reality investment and business training school company limited based on the Framework Agreement No. 02/2022/HDDV-VLA-NIK dated April 1, 2022, and Service Agreement No. 03/2022/HDDV-VLA-NIK dated April 1, 2022. Nik reality investment and business training school company limited is a related party, with Ms. Vu Thi Hien Nhung serving as the Director and legal representative.

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

Nil

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

Nil

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

1. *The list of internal persons and their affiliated persons / Transactions of internal persons and affiliated persons with shares of the Company (APPENDIX 02)*

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Name of internal person)							
	Name affiliated persons							
	...							
2								

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

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

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IX. Other significant issues

Recipients:

- The State Securities Commission;
- The Stock Exchange;
- Archived: Website, Papers...

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



(Signature)
Nguyễn Thanh Tien

APPENDIX 01 – THE LIST OF AFFILIATED PERSONS OF THE PUBLIC COMPANY

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	ID card No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
1	Nguyen Thành Tien		Chairman of the board of Directors			19/02/2024			Internal people/ Major shareholder
2	Nguyễn Thu Ha		Deputy Director			25/10/2021			Internal people/ major shareholder
3	Nguyễn Hữu Thuận		Director			30/07/2020			Internal people/ major shareholder
4	Trần Quang Thịnh		Member of the Board of Directors			19/02/2024			Internal people

5	Nguyễn Văn Đức		Member of the Board of Directors			19/02/2024			Internal people
6	Dương Thế Quang		Independent member of the Board of Directors			17/06/2024			Internal people
7	Nguyễn Thị Tâm		Head of the supervisory board			19/02/2024			Internal people
8	Nguyễn Huy Bảo		Member of the supervisory board			19/02/2024			Internal people
9	Hà Thúy Hằng		Member of the supervisory board			19/02/2024			Internal people
10	Hà Diệu Ngọc		Chief accountant			08/04/2022			Internal people
11	Đặng Trọng Khang					2020			A major shareholder owning more than 10% of the shares

APPENDIX 02
THE LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period (Based on the list provided by VSD on June 3, 2024)	Percentage of share ownership at the end of the period	Note
1	Nguyen Thanh Tien		Chairman of the board of Directors			458.170	11.47%	Company governance manager
1.1	Nguyen Van Tho		Secretary to the board of directors			160.950	4,03 %	Biological father
1.2	Tran Thi Thanh Hoa					176.120	4,41 %	Biological mother

1.3	Nguyen Thu Ha		Deputy Director			375.347	9.39%	Younger sister
1.4	Vu Huu Hien					0	0	Father-in-law
1.5	Le Thi Oanh					0	0	Mother-in-law
1.6	Vu Thi Hien Nhung		Sales Manager			120.620	3,02 %	wife
1.7	Nguyen Minh Trung					0	0	child (young)
1.8	Nguyen Linh Dan					0	0	child (young)
1.9	Nguyen An Na					0	0	child (young)
1.10	Ta Phuc Binh					0	0	Brother-in-law
2	Nguyen Thu Hà		Deputy Director			375.347	9.39%	
2.1	Nguyen Van Tho					160.950	4,04 %	Biological father

2.2	Tran Thi Thanh Hoa					176.120	4,41 %	Biological mother
2.3	Nguyen Thanh Tien		Chairman of the board of Directors			458.170	11.47%	Older brother
2.4	Vu Thi Hien Nhung		Sales Manager			120.620	3, 01 %	Sister-in-law
2.5	Ta Phuc Binh					0	0	Husband
2.6	Bui Thi Lieu					0	0	Mother-in-law
2.7	Ta Van Bay					0	0	Father-in-law
3	Vu Thi Hien Nhung		Sales Manager			120.620	3, 01 %	
3.1	Nguyen Thanh Tien		Chairman of the board of Directors			458.170	11.47%	Husband
3.2	Nguyen Van Tho		Secretary to the board of directors			160.950	4,04 %	Father-in-law


3.3	Tran Thi Thanh Hoa					176.120	4,41 %	Mother-in-law
3.4	Vu Huu Hien					0	0	Biological father
3.5	Le Thi Oanh					0	0	Biological mother
3.6	Nguyen Minh Trung					0	0	child (young)
3.7	Nguyen Linh Dan					0	0	child (young)
3.8	Nguyen An Na					0	0	child (young)
3.9	NIK REALITY INVESTMENT AND BUSINESS TRAINING SCHOOL COMPANY LIMITED					0	0	The business where Ms. Vu Thi Hien Nhung is the representative

4	Nguyen Huu Thuan		Director			399.600	10 %	
4.1	Nguyen Thi Phuong Thanh					0	0	wife
4.2	Nguyen Minh Dung					0	0	child (young)
4.3	Nguyen Nha Tue					0	0	child (young)
5	Tran Quang Thinh		Member of the Board of Directors			95.090	2,37 %	
5.1	Nguyen Huong Giang					0	0	wife
5.2	Tran Minh Quan					0	0	child (young)
5.3	Tran Minh Anh					0	0	child (young)
6	Nguyen Van Duc		Member of the Board of Directors			13.810	0,34%	
6.1	Vu Thi Huong Giang					0	0	wife
6.2	Nguyen Duc Thang					0	0	child (young)

7	Duong The Quang		Independent members of the Board of Directors			0	0	Appoin tment on 17/06/2 024
7.1	Duong Van Khoan					0	0	Biologi cal father
7.2	Tran Thi Hai					0	0	Biologi cal mother
7.3	Tang Trinh Thuy Tien					0	0	wife
7.4	Tang Phuoc Giau					0	0	Father- in-law
7.5	Trinh Thi Thuy					0	0	Mother- in-law
7.6	Duong Quynh Nhu					0	0	Child
7.7	Duong Quynh Anh					0	0	Child
7.8	Duong Luu Thuy					0	0	older sister
7.9	Duong Thanh Chi					0	0	older sister

7.10	Duong The Hung					0	0	older brother
7.11	Duong The Viet					0	0	older brother
7.12	Duong The Dang					0	0	older brother
7.13	Le Tang Ho					0	0	Brother-in-law
7.14	Bui Van Nhut					0	0	Brother-in-law
7.15	Nguyen Thi Ngoc Lan					0	0	Sister-in-law
7.16	Viet Nam Alliance Fund Management JSC					0	0	
7.17	HD CAPITAL JSC					0	0	
8	Nguyen Thi Tam		Head of the supervisory board			1000	0.025 %	
8.1	Nguyen Van Ton					0	0	Biological father

8.2	Nguyen Thi Nhu					0	0	Biological mother
9	Nguyen Huy Bao		Member of the supervisory board			200	0,005%	
10	Hà Thuy Hang		Member of the supervisory board			200	0,005%	
10.1	Ha Van Hai					0	0	Biological father
10.2	Vu Thi Thien Nga					0	0	Biological mother
11	Doan Minh Duc		Internal Auditor			0	0	
11.1	Doan Van Thanh					0	0	Biological father
11.2	Ho Thi Kim Dung					0	0	Biological mother



11.3	Le Van Thu					0	0	Father-in-law
11.4	Bui Thi My					0	0	Mother-in-law
11.5	Le Thi Hien Trang					0	0	Wife
11.6	Doan Ngoc Le Khanh					0	0	child (young)
11.7	Doan Duy Khanh					0	0	Young Brother
12	Ha Dieu Ngoc		Chief accountant			200	0,005%	
12.1	Tran Viet Dung					0	0	Husband
12.2	Tran Phuong Linh					0	0	child (young)
12.3	Tran Phuong Chi					0	0	child (young)