**VTL: Corporate Governance Report of the first 06 months of 2020**

**CORPORATE GOVERNANCE REPORT**

**(First 06 months of 2020)**

Company: Thang Long Wine JSC

Address: No.3/89 Lac Long Quan, Nghia Do ward, Cau Giay district, Hanoi city

Tel.: 0243.7533428

Fax: 0243.38361898

Email: [vangthanglong@haprogroup.vn](mailto:vangthanglong@haprogroup.vn)

Charter capital: VND 50,599,920,000

Stock code: VLT

1. **General Meeting of Shareholders’ Activities**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 01/2020/CPVTL-DHCD | 26/06/2020 | - Approve reports: reports of BOD, reports of BOS and reports of EB  - Approve issues presented at the Meeting: Profit distribution of 2019; Expenses for operating in 2020; allowance for BOD, BOS and secretary in 2020; select auditor for the FS 2020; salary budget; personnel restructuring of the Company  - Approve the resignation letter of member of BOD; elect members for BOD term 2018-2023 |

**II. Board of Director (BOD)**

1. General Information of Board of Director (BOD)
   1. From 01/01/2020 to 26/06/2020:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **The beginning date of being (not being) BOD** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Pham Xuan Ha | Chairman | 22/04/2010 | 4/4 | 100% |  |
| 2 | Vu Thanh Son | Member of BOD | 26/06/2019 | 4/4 | 100% |  |
| 3 | Nguyen Thai Dung | Member of BOD | 26/06/2019 | 4/4 | 100% |  |
| 4 | Pham Thi Bich Ngoc | Member of BOD | 14/03/2013 | 4/4 | 100% |  |
| 5 | Bui Hoang Viet Anh | Member of BOD | 05/06/2018 | 4/4 | 100% |  |

* 1. From 26/06/2020 to 30/06/2020:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Members of BOD** | **Title** | **The beginning date of being (not being) BOD** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Pham Xuan Ha | Chairman | 22/04/2010 | 0 |  |  |
| 2 | Vu Thanh Son | Member of BOD | 26/06/2019 | 0 |  |  |
| 3 | Nguyen Thai Dung | Member of BOD | 26/06/2019 | 0 |  |  |
| 4 | Pham Thi Bich Ngoc | Member of BOD | 14/03/2013 | 0 |  |  |
| 5 | Bui Hoang Viet Anh | Member of BOD | 05/06/2018 | 0 |  |  |

2. The supervision by Board of Directors over EB of the Company

3. Activities of sub-committees of Board of Directors of the Company: None

4. Resolutions and decisions of Board of Directors of the Company

Within the first 06 months of 2020, BOD was annouced 01 Resolution and 02 Decision as follows:

4.1. Board Resolution:

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 08/NQ/VTL-HDQT | 19/03/2020 | The 8th Meeting, term 2010-2023 |

4.2. Decision:

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Resolution/ Decision No.** | **Date** | **Content** |
| 1 | 14/QD/VTL-HDQT | 08/05/2020 | Organize the Annual General Meeting of Shareholders 2020 |
| 2 | 15/QD/VTL-HDQT | 02/06/2020 | Send the capital representative at Hapro Vodka Joint Stock Company |

**III. Board of Supervisors (BOS)**

1. General Information of Supervisory Board (BOS)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **No** | **Members of BOS** | **Tittle** | **The beginning of date of being BOS** | **Attendance** | **Rate** | **Reasons for not attending** |
| 1 | Tran Hue Linh | Head of Board of Supervisors | 26/06/2019 | 2 | 100% |  |
| 2 | Pham Thi Ngoc Lan | Member of Board of Supervisors | 01/04/2008 | 2 | 100% |  |
| 3 | Pham Xuan Thai | Member of Board of Supervisors | 05/06/2018 | 2 | 100% |  |

2. Surveillance activities of the Supervisory Board toward the Board of Directors, Board of General Managers and shareholders of the Company

3. The coordination among the Supervisory Board with the Board of Directors, Board of Managers and other managers of the Company

4. Other activities of Supervisory Board of the Company (if any)

**IV. Training on corporate governance**

**V. List of connected persons/ institutions:** Listed under the provisions of Clause 34, Article 6 of the Law on Securities and transactions of connect persons of the Company to Company

1. List of connected persons/ institutions of the Company

2. Transactions between the Company and its PDMRs, transactions between the Company and its major shareholders, PDMRs and connected persons of the PDMRs: None

3. Transactions between the Company and its PDMRs, transactions between connected persons of the PDMRs and subsidiaries of the Company, the companies that the Company controls: None

4. Other transactions between the Company and other entities: None

**VI. Transactions of PDMRs and connected persons/ institutions of PDMRs**

1. **List of PDMRs and their connected persons/ institutions**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name | Position of PDMR at the company (if any) | Shareholding at the end of the term | Shareholding percentage at the end of the term | Note |
| 1 | Pham Xuan Ha | Chairman | 1,044,865 | 20.65% | Husband of Mrs. Pham Thi Bich Ngoc, Father of Mr. Pham Thanh Huy |
| 2 | Pham Thi Bich Ngoc | Member of Board of Directors | 267,360 | 5.28% | Wife of Mr. Pham Xuan Ha, Mother of Mr. Pham Thanh Huy |
| 3 | Pham Huy Phong | Member of Board of Directors |  |  | Son of Mr.Pham Xuan Ha and Mrs. Pham Thi Bich Ngoc |
| 4 | Vu Thanh Son | Member of Board of Directors | 2,015,734 | 14.90% |  |
| 5 | Nguyen Thai Dung | Member of Board of Directors |  |  |  |
| 6 | Bui Hoang Viet Anh | Member of Board of Directors |  |  |  |
| 7 | Tran Hue Linh | Head of Board of Supervisors |  |  |  |
| 8 | Pham Thi Ngoc Lan | Member of Board of Supervisors | 2,000 | 0.16% |  |
| 9 | Pham Xuan Thai | Member of Board of Supervisors | 8,108 | 0.16% | Husband of Mrs. Tran Thi Huong Lien |
| 10 | Dinh Tien Thanh | General Manager |  |  |  |
| 11 | Tran Thi Hoang Lien | Head Accountant and Information publisher | 14,540 | 0.29% | Wife of Mr. Pham Xuan Thai |
| 16 | Pham Van Thin |  | 9,200 | 0.18% | Brother of Mrs. Phan Thi Bich Ngoc |

2. Transactions of PDMRs and their connected persons/ institution on shares of the listing company: None

**VII. Others issues: None**