**BPC: Annual Corporate Governance Report 2023**

On January 17, 2024, Vicem Packaging Bim Son Joint Stock Company announced Report No. 54/BC-BBBS on the corporate governance in 2023 as follows:

* Name of listed company: Vicem Packaging Bim Son Joint Stock Company
* Headquarters address: Nghi Son Commune - Nghi Son Town - Thanh Hoa Province
* Tel: 02373.825.632; Fax: 02373.825.633 Email: bpc@baobibimson.vn
* Charter capital: VND 38 billion;
* Securities code: BPC:
* Corporate governance model:
* The General Meeting of Shareholders,
* The Board of Directors,
* The Supervisory Board,
* The Board of Managers
* Internal audit execution: Not executed.
1. Activities of the General Meeting of Shareholders:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandates/Decisions of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 295/NQ-DHDCD | April 21, 2023 | Annual General Mandate 2023 |

1. Activities of the Board of Directors:
2. Information on members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment | Date of dismissal |
| 1 | Nguyen Thi Kim Chi | Chair of the Board of Directors | April 21, 2023 |  |
| 2 | Trinh Van Diem | Member of the Board of Directors | June 30, 2020 |  |
| In charge of the Board of Directors | December 02, 2022 | April 21, 2023 |
| 3 | Nguyen Minh Duc | Member of Board of Directors | June 30, 2020 |  |
| 4 | Mai Viet Dung | Member of Board of Directors | June 30, 2020 |  |
| 5 | Pham Thi Thu Huong | Member of Board of Directors | June 30, 2020 | April 21, 2023 |
| 6 | Nguyen Duc Son | Member of Board of Directors | April 21, 2023 |  |

1. Board Resolutions/Board Decisions in 2023:

In 2023, the Board of Directors has promulgated 06 Resolutions and 05 Decisions, specifically:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 134/NQ-BBBS | February 21, 2023 | On the salary plan for the Executive Board in 2023. |
| 2 | 142/NQ-BBBS | February 22, 2023 | Resolution on the meeting of the Board of Directors in Q1/2023* Approve the report on estimated production and business results in Q4 and 2022.
* Approve the production and business plan for Q1 and 2023.
* Agree on orientations, tasks, and solutions for Q1/2023.
* Approve the adjustment of some functions and tasks of the Company's subordinate units.
* Approve the plan to organize the Annual General Meeting of Shareholders 2023
 |
| 3 | 347/NQ-BBBS | May 15, 2023 | Resolution on meeting of the Board of Directors in Q2/2023* Approve the production and business results in Q1/2023.
* Approve the production and business targets for Q2/2023 and implementation solutions.
* Approve the amendment of Regulations on functions, tasks, powers and organizational structure of the Company's subordinate units.
* Approve the draft Decision content on assigning tasks to members of the Board of Directors.
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| 4 | 352/QD- HDQT | May 17, 2023 | Decision on assigning tasks to members of the Board of Directors of Vicem Packaging Bim Son Joint Stock Company. |
| 5 | 489/NQ-BBBS | July 27, 2023 | Resolution on meetings of the Board of Directors in Q3/2023* Approve the production and business results in Q2 and the first 6 months of 2023.
* Approve the production and business targets for Q3/2023 and implementation solutions.
* Disagree with the proposal to adjust the production and business plan in 2023 submitted by the Manager in Proposal No. 465/TTr-BBBS dated July 17, 2023.
* Agree to pay dividends in 2022 according to the Annual General Mandate 2023 before October 21, 2023. Authorize the Manager to carry out dividend payment procedures as prescribed.
 |
| 6 | 689/NQ-BBBS | November 03, 2023 | Resolution on meetings of the Board of Directors in Q4/2023* Approve the production and business results in Q3 and the first 9 months of 2023.
* Approve the production and business targets for Q4/2023 and estimated implementation in 2023 and solutions.
* Approve the issuance of technical-economic norms for main raw materials for cement bag production in 2024.
* Disagree to promulgate the Regulations: Recruitment and Training Regulations; Financial Management Regulations of Vicem Packaging Bim Son Joint Stock Company.
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| 7 | 696/QD-BBBS | November 09, 2023 | Decision on issuing technical-economic norms for main raw materials for the production of KPK, PK, KP cement bags in 2024. |
| 8 | 697/QD-BBBS | November 09, 2023 | Decision on issuing Recruitment and Training Regulations of Vicem Packaging Bim Son Joint Stock Company. |
| 9 | 698/QD-BBBS | November 09, 2023 | Decision on issuing Financial Management Regulations of Vicem Packaging Bim Son Joint Stock Company. |
| 10 | 786/NQ-BBBS | December 20, 2023 | Resolution on issuing Personnel Management Regulations of Vicem Packaging Bim Son Joint Stock Company. |
| 11 | 801/NQ-BBBS | December 22, 2023 | Decision on issuing Personnel Management Regulations of Vicem Packaging Bim Son Joint Stock Company. |

1. Activities of the Supervisory Board
2. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Thi Thao | Head of the Supervisory Board | Elected onApril 21, 2023 | Bachelor of Economics |
| 2 | Do Thi Trang | Member of the Supervisory Board | Elected onApril 21, 2023 | Bachelor of Economics |
| 3 | Pham Xuan Quyet | Member of the Supervisory Board | Elected onApril 21, 2023 | Bachelor of Economics |
| 4 | Le Thi Huong | Head of the Supervisory Board | April 18, 2018; Re-elected on June 30, 2020, dismissed on April 21, 2023. | Bachelor of Economics |
| 5 | Trinh Thi Hien | Member of the Supervisory Board | April 18, 2018; Re-elected on June 30, 2020, dismissed on April 21, 2023. | Bachelor of Economics |
| 6 | Do Trong Tan | Member of the Supervisory Board | April 18, 2018; Re-elected on June 30, 2020, dismissed on April 21, 2023. | Bachelor of Economics |

1. The Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Trinh Van Diem (Manager) | April 07, 1976 | Construction Engineer | October 01, 2020 |
| 2 | Phan Thi Thu Huong (Chief Accountant) | September 10, 1982 | Bachelor of Accounting; Economic engineer | October 01, 2020 |

1. Training on corporate governance:
2. List of affiliated persons of the listed company and transactions between affiliated persons of the Company with the Company itself
	1. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, or affiliated persons of PDMR:
* Contract No. 100/HD-BBBS dated December 30, 2022, regarding the transportation of bags between Vicem Packaging Bim Son Joint Stock Company and Công ty TNHH MTV Thương mại Tổng hợp Hùng Phát (tentatively translated as Hung Phat General Trading Single-Member Limited Liability Company), signed by Mr. Do Trong Tuan, who is the Manager (Mr. Tuan is a major shareholder of the Company, owning 218,000 shares, accounting for 5.73% of the contributed capital).
* Contract No. 06/2023/ASM-BS dated February 27, 2023, regarding the supply of Vinamilk's condensed milk in red Ong Tho 380g cans between Vicem Packaging Bim Son Joint Stock Company and Anh Sao Mai Trading - Service Joint Stock Company, signed by Mr. Pham Xuan Quyet (Member of the Company's Supervisory Board) in his capacity as the Company's Manager.
1. Transactions between Company’s PDMR, affiliated person of PDMR and the subsidiary, company controlled by the Company: None.
2. Transactions between the Company and other entities/
	1. Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the Executive Manager have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting): None
	2. Transactions between the Company and the companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager): None
	3. Other transactions of the Company (if any) can about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager): None
3. Share transactions of PDMR and PDMR’s affiliated persons
4. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of share | Rate |
| 1 | Mai VietDung | PDMR | 28,000 | 0.73% | 17,000 | 0.44% | Sell, leading to a decrease in the ownership rate |
| 2 | Tong Thi Yen | Related persons | 10,230 | 0.26% | 9,030 | 0.23% | Sell, leading to a decrease in the ownership rate |
| 3 | Do Trong Tuan | Related persons | 188,000 | 4.95% | 218,000 | 5.73% | Buy to raise the ownership rate; |

VIII. Other significant issues None