**BBM: Annual Corporate Governance Report 2023**

On January 18, 2024, Ha Noi - Nam Dinh Beer Joint Stock Company announced Report No. 30/BC-HANABECO on the corporate governance in 2023 as follows:

Company's name: Ha Noi - Nam Dinh Beer Joint Stock Company (HANABECO)

* Head office address: No. 5 Thai Binh Street, Hạ Long Ward, Nam Dinh City, Nam Dinh province
* Tel: 0228.3642199 Fax: 0228.3642199
* Email: hanabeco@gmail.com
* Charter capital: VND 20,000,000,000
* Securities code: BBM
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders:
2. Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. | Date | Content |
| 1 | General Mandate No. 01/NQ-DHDCD | April 25, 2023 | Annual General Mandate 2023 |
| 2 | General Mandate No. 02/NQ-DHDCD | December 01, 2023 | Extraordinary General Mandate 2023 |

1. The Board of Directors (Annual Report 2023):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors: | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Thi Kieu Chi | Non-executive Chair of the Board of Directors | June 03, 2020 |  |
| 2 | Dang Quang Thang | Executive member of the Board of Directors | June 03, 2020 |  |
| 3 | Vu The Tuong | Executive member of the Board of Directors | June 03, 2020 |  |
| 4 | Dang Thi Thuy | Non-executive member of the Board of Directors | June 03, 2020 |  |
| 5 | Tran Minh Tuan | Non-executive member of the Board of Directors | June 03, 2020 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | 01 /NQ-HDQT | February 14, 2023 | * Agree on the report seeking direction from the Corporation on the approval of the Audited Financial Statements 2022 and profit distribution plan in 2022. * The capital representative office of the Company implement the report seeking direction from the Corporation on the production and business plan in 2023 * Agree on approving the contents of Proposal No. 70 TTr-HABECO dated February 14, 2023 of the Manager on proposing the approval of salary fund in 2022. |
| 2 | 02/BB- HDQT | March 01, 2023 | Assess the task completion rate of the Capital Representative of HANABECO at other companies in 2022 as per the Regulation on Representative Management. |
| 3 | 03 /NQ-HDQT | March 07, 2023 | Approve the organization of the General Meeting of Shareholders 2023 of Ha Noi - Nam Dinh Beer Joint Stock Company as follows: Record date: March 29, 2023 The Annual General Meeting of Shareholders 2023 date: Expected to be held on April 25, 2023; |
| 4 | 04 /NQ-HDQT | March 28, 2023 | * Agree to approve the Company's Manager's Report on the estimate of production and business results in Q1/2023 and mission direction for the following months. Assign the the Board of Managers of the company to strengthen the management and administration, direct departments to closely follow the work plan in the following months to complete the targets of the production and business plan in 2023.   Agree on report to seek opinions from Hanoi Beer Alcohol And Beverage Joint Stock Corporation on the policy of appointing Deputy Manager in charge of market from human resources in the Company's in-house planning.   * Agree to report to seek the direction of the Corporation on the dismissal and election of members of the Supervisory Board mid-term. |
| 5 | 05 /NQ-HDQT | April 25, 2023 | * Agree to approve the content of the company's Manager's Proposal on the approval of the salary target planned in 2023. * Approve the dividend payment plan in 2022 to shareholders of Ha Noi - Nam Dinh Beer Joint Stock Company. * Approve the salary regulation of Hanoi - Nam Dinh Beer Joint Stock Company. (Salary regulations attached) |
| 6 | 02/06/NQ-HDQT | June 16, 2023 | Approve the proposal of the Manager of Hanoi - Nam Dinh Beer Joint Stock Company on repairing and renovating equipment. |
| 7 | 07 /NQ-HDQT | July 19, 2023 | * Approve the Report No. 296/BC- HANABECO dated July 15, 2023 of the Manager of the Company on production and business results in the first 6 months of 2023 and the plan for the last 6 months of the year. * Agree on the policy on the additional expense for the procurement of tools and equipment; image promotion expenses, consumption support for sales market activities in the last 6 months of 2023 as proposed by the Manager of Hanoi - Nam Dinh Beer Joint Stock Company in Proposal No. 295/TTr- HANABECO dated July 15, 2023. * The Manager of Hanoi - Nam Dinh Beer Joint Stock Company is responsible for reviewing and evaluating the effectiveness to implement in accordance with the provisions of law, charter and regulations of the Company. * Agree to assign the Board of Managers of the Company to organize the implementation of solutions to improve business efficiency according to the content of Official Dispatch No. 599/HABECO-BOD dated July 19, 2023 of the Board of Directors of HABECO. The Board of Managers develop a cost-saving target plan for 2023 and implement it. |
| 8 | 08 /NQ-HDQT | September 15, 2023 | Appoint Mr. Tran Dai Nghia - Manager of Bread Workshop of the Company to hold the position of Deputy Manager of Hanoi-Nam Dinh Beer Joint Stock Company from September 15, 2023. |
| 9 | 08B/NQ-HDQT | September 15, 2023 | * Approve the Report No. 380/BC- HANABECO dated September 14, 2023 of the Manager of the Company on production and business results in the first 8 months of 2023. * Assign the Board of Managers of the Company to strengthen the management administration and direct departments follows the work plan in the following months to complete the targets of the production and business plan in 2023. * Approve the Regulation on information disclosure of Hanoi - Nam Dinh Beer Joint Stock Company (Regulation on information disclosure attached) as proposed by the Manager of Hanoi - Nam Dinh Beer Joint Stock Company in Proposal No. 379/TTr- HANABECO dated September 14, 2023. * The Manager of Hanoi - Nam Dinh Beer Joint Stock Company is responsible for implementing the regulations in accordance with the provisions of law, charters and regulations of the Company. |
| 10 | 08 /NQ-HDQT | September 15, 2023 | Approve Proposal No. 381/TTr HANABECO dated September 15, 2023 of the Board of Managers of the Company on the proposal to supplement the salary fund of the full-time company manager in 2023 of Hanoi - Nam Dinh Beer Joint Stock Company. |
| 11 | 09 /NQ-HDQT | October 09, 2023 | Agree to collect shareholders’ opinions of Hanoi - Nam Dinh Beer Joint Stock Company on: Dismiss Mr. Nguyen Thanh Binh from the position of Supervisor in the term of 2020-2025 Elect 01 additional Supervisor for the term 2020-2025. |
| 12 | 10 /NQ-HDQT | December 01, 2023 | Agree with the proposal of the Board of Managers to terminate the audit contract with Northern VietNam Auditing & Accounting Financial Consulting Services Company Limited and assign the Board of Manager to select an audit unit capable of auditing the Financial Statements 2023. |
| 13 | 11 /NQ-HDQT | December 25, 2023 | * Agree with the Manager's proposal in Proposal No. 504/TTr-HANABECO dated December 11, 2023 * Approve the signing of the Contract and transaction in 2024 between Hanoi - Nam Dinh Beer Joint Stock Company and affiliated persons - Hanoi Beer Alcohol And Beverage Joint Stock Corporation including: Trademark License Agreement; Appendix of the agreement on cooperation in exploitation and use of warehouse. Assign the Manager to sign contracts and transactions to ensure compliance with the provisions of law, internal regulations and production and business situation of the Company. |

1. The Supervisory Board (Annual Report 2023)

Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Professional Qualification |
| 1 | Le Thi Thi | Chief of the Supervisory Board | April 25, 2023 | Bachelor of Accounting |
| 2 | Le Thi Phuong Lan | Supervisor | June 03, 2020 | Bachelor of Accounting |
| 3 | Nguyen Thi Thu Trang | Supervisor | December 01, 2023 | Master of Economics |
| 4 | Nguyen Thi Thanh | Chief of the Supervisory Board | June 03, 2020  April 25, 2023 | Intermediate Degree of Accounting |
| 5 | Nguyen Thanh Binh | Supervisor | April 27, 2021  December 01, 2023 | Bachelor of Economics |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Dang Quang Thang | May 25, 1965 | Food Chemical Engineer | May 06, 2022 |
| 2 | Vu The Tuong | December 13, 1967 | Bachelor of Business Administration | July 01, 2022 |
| 3 | Mr. Tran Dai Hai | November 17, 1976 | Bachelor of Business Administration | September 15, 2023 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment / dismissal |
| Tran Thi Diep | June 12, 1982 | Bachelor of Accounting | April 05, 2021 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (annual report 2023) and transactions between the affiliated persons of the Company with the Company itself:
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR, affiliated persons of PDMR: None.
4. Transactions between Company’s PDMR, affiliated person of PDMR and the subsidiary, company controlled by the listed Company: None.
5. 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 Manager and other managers have been being founding members or members of the Board of Directors, the Executive Manager for the past three (03) years (calculated at the time of reporting): None.
   2. Transactions between Company and company that affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager and other managers are members of the Board of Directors, the Executive Manager: None.
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors and members of the Supervisory Board, the Manager and other managers: None.
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transaction of PDMR and affiliated persons: None.
8. Other significant issues: