**BHG: Annual Corporate Governance Report 2023**

On January 23, 2024, Bien Ho Tea Joint Stock Company announced Report No. 05/BC-HDQT-BHG on the corporate governance in 2023 as follows:

* Name of listed company: Bien Ho Tea Joint Stock Company
* Headquarters address: Village 5, Nghia Hung Commune, Chu Pah District, Gia Lai Province
* Tel: 02693 845567
* Email: bhtgialai@yahoo.com.vn
* Charter capital: VND 89,356,430,000
* Securities code: BHG
* Corporate governance model: The General Meeting of Shareholders; the Board of Directors, the Supervisory Board and the General Manager.
* Internal audit execution: Not executed.
1. Activities of the General Meeting of Shareholders:

The Annual General Meeting 2023 held on April 28, 2023 approved the General Mandate with the following contents:

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 03/NQ-DHDCD-2023 | April 28, 2023 | Annual General Mandate 2023 |

1. The Board of Directors
2. Information about members of the Board of Directors:
	1. 2023 is the last year of the 5-year period (2018-2023) of the Board of Directors. At the Annual General Meeting of Shareholders 2023, dismissed members of the Board of Directors of the 2018-2023 period.

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal  |
| Appointment date | Dismissal date |
| 01 | Mr. Trinh Quang Hung | Chair of the Board of Directors | September 11, 2018 | April 28, 2023 |
| 02 | Mr. Trinh Dinh Truong | Member of the Board of Directors | September 11, 2018 | April 28, 2023 |
| 03 | Mr. Pham Van Cuong | Member of the Board of Directors | September 11, 2018 | April 28, 2023 |
| 04 | Mr. Trinh Van Cong | Member of the Board of Directors | April 13, 2019 | April 28, 2023 |
| 05 | Mr. Trinh Quang Vinh | Member of the Board of Directors | May 20, 2020 | April 28, 2023 |

* 1. At the 2023 Annual General Meeting of Shareholders, members of the Board of Directors for the new period of 2023-2028 were elected, and the new Board of Directors met and elected the Chair of the Board of Directors with the following results:

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| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors |
| 01 | Mr. Trinh Quang Hung | Chair of the Board of Directors | April 28, 2023 |
| 02 | Mr. Trinh Dinh Truong | Member of the Board of Directors | April 28, 2023 |
| 03 | Mr. Pham Van Cuong | Member of the Board of Directors | April 28, 2023 |
| 04 | Mr. Phung Ngoc Kim | Member of the Board of Directors | April 28, 2023 |
| 05 | Mr. Trinh Quang Vinh | Member of the Board of Directors | April 28, 2023 |

1. Board Resolutions/Board Decisions in 2023:

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| --- | --- | --- | --- | --- |
| No. | Resolutions No. | Contents of the Resolutions | Date of issuance | Date of information disclosure  |
| 1 | 01/NQ-HDQT- BHG | Board Resolution on organizing the Annual General Meeting of Shareholders 2023 | February 15, 2023 | February 15, 2023 |
| 2 | 02/NQ-HDQT-BHG | Resolution on approving the transactions with PDMR and affiliated persons | April 20, 2023 | April 20, 2023 |
| 3 | 04a/NQ-HDQT-BHG | Resolution on electing the Chair of the Board of Directors of Bien Ho Tea Joint Stock Company for the 2023-2028 period  | April 28, 2023 | April 29, 2023 |
| 4 | 05/NQ-HDQT-BHG | Resolution on electing the General Manager, the Chief Accountant, the Person in charge of corporate governance, and the Secretariat of the Board of Directors for the period of 2023-2028 | April 28, 2023 | April 29, 2023 |
| 5 | 04b/NQ-HDQT-BHG | Resolution on approving the capital loans of PDMR  | June 15, 2023 | June 16, 2023 |
| 6 | 06/NQ-HDQT-BHG | Resolution on appointing the Consultant of the Board of Directors | August 07, 2023 | August 07, 2023 |
| 7 | 07/NQ-HDQT-BHG | Resolution on approving the transactions with affiliated persons of PDMR | August 08, 2023 | August 08, 2023 |
| 8 | 08/NQ-HDQT-BHG | Resolution on approving the capital loans from Vietnam Bank for Agriculture and Rural Development | August 11, 2023 | August 11, 2023 |
| 9 | 09/NQ-HDQT-BHG | Resolution on establishing the Company's Representative Office in Ho Chi Minh City. | August 22, 2023 | August 22, 2023 |
| 10 | 10/NQ-HDQT-BHG | Resolution on promulgating the Regulation on Information Disclosure | November 11, 2023 | November 11, 2023 |

1. The Supervisory Board
2. Information about members of the Supervisory Board:

At the Annual General Meeting of Shareholders 2023, the Meeting dismissed 03 members of the Board of Directors of the 2018-2023 period and re-elected members of the Supervisory Board for the 2023-2028 period. The General Meeting of Shareholders continued to trust and re-elected 3 members of the Supervisory Board of the 2018-2023 period as members of the Supervisory Board for the 2023-2028 period.

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| No.  | Members of the Supervisory Board | Position | Qualification |
| 01 | Mr. Tran Dong Hung | Chief of the Supervisory Board | Bachelor of Economics |
| 02 | Ms. Nguyen Thi Tra Giang | Member of the Supervisory Board | Bachelor of Administration |
| 03 | Ms. Le Thi Vinh | Member of the Supervisory Board | Bachelor of Accounting |

1. The Executive Board

The Board of Directors for the period of 2023-2028 met and agreed to appoint Mr. Trinh Dinh Truong - Member of the Board of Directors, General Manager of the Company for the period of 2018-2023, to continue to hold the position of the Company’s General Manager for the 2023- 2028 period.

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| No. | Members of the Executive Board | Position | Date of birth | Qualification |
| 1 | Trinh Dinh Truong | General Manager | February 04, 1975 | Bachelor of Economics |

1. Chief Accountant.

The Board of Directors for the period of 2023-2028 met and agreed to appoint Ms. Nguyen Thi Thanh Tung - the Chief Accountant for the 2018-2023 period, to continue to hold the position of the Chief Accountant for the period of 2023- 2028.

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| --- | --- | --- |
| Full name | Date of birth | Qualification |
| Nguyen Thi Thanh Tung | December 20, 1983 | Bachelor of Economics |

1. Training on corporate governance: None
2. List of affiliated persons of the listed company in accordance with Clause 46, Article 4 of the Law on Securities and transactions between affiliated persons of the Company and the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR:

Transactions with related parties with the value of each transaction or the total value of related transactions < 35% of the total value of assets recorded in the Company's Financial Statements on the basis of transactions performed according to the principle of fairness.

* Transactions detail:

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| --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | Transaction content | Total transaction value | Notes |
| 1 | Gia Lai Coffee Joint Stock Company | Affiliated person | Purchase and sale | 5,700,000,000 |  |
| 2 | Nghia Hung Energy Joint Stock Company | Affiliated person | Purchase and sale | 6,708,519,500 |  |
| 3 | Legend Highland Investment Joint Stock Company | Affiliated person | Purchase and sale | 11,099,118,000 |  |
| 4 | Phung Ngoc Kim | PDMR | Giving capital loans to the Company | 6,455,000,000 |  |
| 5 | Nguyen Thi Thanh Tung | PDMR | Giving capital loans to the Company | 11,819,781,000 |  |
| 6 | Nguyen Thi Thanh Tung | PDMR | Prepayment | 1,087,430,000 |  |
| 7 | Trinh Quang Hung | PDMR | Prepayment | 500,000,000 |  |
| 8 | Trinh Dinh Truong | PDMR | Prepayment | 11,530,550,000 |  |

1. Transactions between PDMR of the listed company, affiliated persons of PDMR and subsidiaries, and companies controlled by the listed company: Not incurred
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 (General Manager) have been founding members or members of the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting).
	2. Transactions between the Company and companies in which affiliated persons of the members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager) are members of the Board of Directors, the Executive Manager (General Manager):
	3. Other transactions of the Company (if any) that can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Executive Manager (General Manager): Not incurred
3. Share transactions of PDMR and affiliated persons of PDMR: None.
4. Transactions of PDMR and affiliated persons of PDMR related to shares of listed companies: None.
5. Other significant issues: None.