**VTL: Annual Corporate Governance Report 2023**

On January 29, 2024, Thang Long Wine JSC announced Report No. 02/2024/BC-VTL-HDQT on the annual corporate governance of the Company in 2023 as follows:

* Name of Company: Thang Long Wine JSC
* Head office address: No.3, Lane 89 Lac Long Quan Street, Nghia Do Ward, Cau Giay District, Hanoi.
* Tel: 024.37534862 Fax: 024.38361898
* Email: [vangthanglong@haprogroup.vn](mailto:vangthanglong@haprogroup.vn)
* Charter capital: VND 101,199,840,000
* Securities code: VTL
* Corporate Governance Model: General Meeting, Board of Directors, Supervisory Board and Manaing Director
* Internal audit: Implemented

1. Activities of the General Meeting:

Information about meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting ballots)

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| No. | General Mandate/Decision of the General Meeting | Date | | Contents | |
| I. | General Mandate No. 46/2023/TB-VTL on the distribution plan for unsold shares in the private placement of Thang Long Wine JSC | | | | |
| 1 | General Mandate 1 | April 11, 2023 | | Approve the distribution plan for unsold shares in the private placement, specifically:   * Number of shares to be distributed: 4,809,992 shares VND 10,000/share * Professional securities investor purchasing the unsold shares: Thanh Cong Construction and Commercial Services Investment Company Limited. * The General Meeting approves that Thanh Cong Construction and Commercial Services Investment Company Limited will own 47.53% of VTL's charter capital after the private placement without having to make a public offering. * Transfer restriction: The privately offered shares to professional securities investors will be restricted from transfer for one year from the completion date of the offering. | |
| 2 | General Mandate 2 | April 11, 2023 | | The General Meeting approves the delegation of authority to the Board of Directors and the Chair of the Board of Directors to decide on matters related to the private placement and the handling of unsold shares. | |
| II. | Annual General Meeting 2023: | | | | |
| 1 | General Mandate 1 | | May 17, 2023 | | The General Meeting approves the Report of the Managing Director on production and business activity results in 2022 and the Production and business plan in 2023. | |
| 2 | General Mandate 2 | | May 17, 2023 | | The General Meeting approves the Audited Separate Financial Statements and the Audited Consolidated Financial Statements in 2022 of the Company; | |
| 3 | General Mandate 3 | | May 17, 2023 | | The General Meeting approves the Report on operational administration in 2022 and the Operational plan in 2023. | |
| 4 | General Mandate 4 | | May 17, 2023 | | The General Meeting approves the Report on Activities of the Supervisory Board in 2022 and operational Plan in 2023. | |
| 5 | General Mandate 5 | | May 17, 2023 | | The General Meeting approves the plan to not pay remuneration for members of the Board of Directors and the Supervisory Board in 2022 and the plan to not pay remuneration for members of the Board of Directors and the Supervisory Board in 2023 according to Proposal No. 91/2023/TTr-HDQT dated April 26, 2023 by the Board of Directors. | |
| 6 | General Mandate 6 | | May 17, 2023 | | The General Meeting approves the plan not to appropriate for funds and not to pay dividends for shareholders in 2022 according to Proposal No. 90/2023/TTr-HDQT dated April 26, 2023 by the Board of Directors. | |
| 7 | General Mandate 7 | | May 17, 2023 | | The General Meeting approves the authorization for the Board of Directors to decide on the selection of an audit company to audit the Financial Statements in 2023 according to the Proposal No. 89/2023/TTr- HDQT dated April 26, 2023 by the Board of Directors. | |
| 8 | General Mandate 8 | | May 17, 2023 | | The General Meeting approves the Proposal No. 94/2023/TTr-HDQT dated May 15, 2023 by the Board of Directors on amendment and supplement to the Company’s Charter of organization and operation and certain Internal regulations. | |
| 9 | General Mandate 9 | | May 17, 2023 | | The General Meeting approves the election contents of members of the Board of Directors and the Supervisory Board for the term of 2023 - 2028. | |
| 10 | General Mandate 10 | | May 17, 2023 | | The General Meeting authorized and allowed the Board of Directors or other members of the Board of Directors to consider, decide and organize the implementation of issues approved by the General Meeting and consider, decide other arising contents under the authority of the General Meeting, which must be resolved between two Annual General Meetings of Shareholders and implement related procedures in accordance with regulations. The General Mandates and content of authorization according to the Annual General Mandate 2023 take effect on the date of its approval and do not limit the validity term until superseded otherwise by another decision. | |

1. Board of Directors
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 members/independent members of the Board of Directors | |
| Appointment/reappointment date | Dismissal date |
| 1 | Vu Thanh Son | Chair of the Board of Directors | May 17, 2023 |  |
| 2 | Nguyen Thai Dung | Member of the Board of Directors | May 17, 2023 |  |
| 3 | Truong Thi Hoai Anh | Independent member of the Board of Directors | May 17, 2023 |  |

1. Board Resolutions/Board Decisions

In 2023, the Board of Directors announced the following Resolutions and Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 06/2023/NQ-HDQT | February 20, 2023 | Approve various regulations and policies of the Company. |
| 2 | 10/2023/NQ-HDQT | February 27, 2023 | Approve the timeline for the private placement. |
| 3 | 18/2023/NQ-HDQT | March 09, 2023 | Promulgation of an amendment supplementing the Company's Charter and Internal Regulations on Corporate Governance. |
| 4 | 20/2023/NQ-HDQT | March 09, 2023 | Approve the results of the private placement, the distribution plan for unsold shares, and the plan to collect shareholder's opinions via a ballot. |
| 5 | 30/2023/NQ-HDQT | March 29, 2023 | Approve the report of the Chair of the Board of Directors on the implementation of the delegated contents of the Board of Directors in Resolution No. 20/2023/NQ-HDQT |
| 6 | 36/2023/NQ-HDQT | March 29, 2023 | Approve the plan to convene the Annual General Meeting 2023 |
| 7 | 47/2023/QD-CTHDQT | April 12, 2023 | Approve the timeline for the offering of unsold shares |
| 8 | 49/2023/NQ-HDQT | April 14, 2023 | Summary of the private placement |
| 9 | 53/2023/NQ-HDQT | April 17, 2023 | Personnel reorganization of the Company's Person in charge of corporate governance |
| 10 | 57/2023/NQ-HDQT | April 27, 2023 | Adjustment and supplementation of the capital usage plan from the private placement. |
| 11 | 59/2023/NQ-HDQT | April 27, 2023 | Increase in the charter capital of Thang Long Wine JSC. |
| 12 | 99/2023/NQ-HDQT | May 17, 2023 | Election of the Chair of the Board of Directors. |
| 13 | 103/2023/NQ-HDQT | May 17, 2023 | Approve adjustments to the titles of the Company's Executive Board. |
| 14 | 122/2023/NQ-HDQT | June 02, 2023 | Dismiss the Deputy Managing Director of the Company - Ms. Nguyen Thi Thu Hien. |
| 15 | 134/2023/NQ-HDQT | June 16, 2023 | Approve the amended organizational structure of the Company. |
| 16 | 155/2023/NQ-HDQT | July 01, 2023 | Approve the Salary Scale System, Salary and Bonus Regulations, Performance Bonus Regulations, and salary adjustments for the Managing Director and Chief Accountant of the Company. |
| 17 | 172/2023/NQ-HDQT | November 22, 2023 | Approve the termination of branch of the Company |

1. Supervisory Board;

1 Information on members of the Supervisory Board:

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | | Qualification |
| Appointment/reappointment date | Dismissal date |
| 1 | Tran Hue Linh | Chief of the Supervisory Board | May 17, 2023 |  | Bachelor |
| 2 | Nguyen Thu Huong | Members of the Supervisory Board | April 26, 2021 | May 17, 2023 | Bachelor |
| 3 | Dao Manh Hung | Members of the Supervisory Board | May 17, 2023 |  | Bachelor |
| 4 | Pham Dinh Tuan | Members of the Supervisory Board | May 17, 2023 |  | Bachelor |

1. Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Dinh Tien Thanh - Managing Director | July 24, 1971 | Master | April 01, 2019 |
| 2 | Dao Nguyen Dang - Chief Accountant | February 05, 1982 | Master | Dismissed on January 30, 2023 |
| 3 | Nguyen Thi Thu Hien - Deputy Managing Director | August 15, 1970 | Master | Dismissed on June 09, 2023 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| Nguyen Hai Ha | May 10, 1983 | Bachelor | Appointed on January 30, 2023 |

1. Training on corporate governance:
2. List of related persons of the public company (annual report 2023) and transactions between the related persons of the Company with the Company itself:
   * + 1. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR

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| No. | Name of organizations/individuals | Relations with the Corporation | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/ Decision of General Meeting or Board Resolution/ Board Decision No. | Content, quantity, total value of transaction | Note |
| 1 | Thang Long Wine., Jsc | Related person | Business Registration No, 0104221356  Date of issue: October 22, 2009  Place of issue: Hanoi Authority for Planning and Investment | No. 3/89 Lac Long Quan, Nghia Do, Cau Giay, Hanoi | From January 01, 2023  to June 30, 2023 |  | Goods sales and service provision: VND6,754,025,622 |  |

* + - 1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies under the authority of the Company: None.
      2. Transactions between the Company and other entities/ None.

1. Share transactions of PDMR and related persons of PDMR:
2. Company’s share transactions of PDMR and related persons: None
3. Other significant issues: None