**SBB: Annual Corporate Governance Report 2023**

On January 30, 2024, SaiGon Binh Tay Beer Group Joint Stock Company announced Report No. 03/2024/BC-SGBT on the corporate governance situation in 2023, as follows:

* Name of company: SaiGon Binh Tay Beer Group Joint Stock Company
* Headquarters address: No. 08 Nam Ky Khoi Nghia Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, Vietnam
* Tele 028.38243586 Fax: Email: info@sabibeco.com
* Charter capital: VND 875,245,360,000
* Securities code: SBB
* Corporate Governance Model:

+ The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager.

* Internal audit execution: Unimplemented.
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 Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 01 | 01.2023/NQ-DHDCD | June 17, 2023 | Annual General Mandate 2023. |

II. The Board of Directors (Annual Report):

1. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
|  |  | (Independent member, non-executive member) | Date of appointment | Date of dismissal |
| 1 | Mr. Van Thanh Liem | Chair of the Board of Directors | June 23, 2018 |  |
| 2 | Mr. Van Thao Nguyen | Vice Chair of the Board of Directors | June 23, 2018 |  |
| 3 | Mr. Dinh Van Thuan | Members of the Board of Directors | June 23, 2018 |  |
| 4 | Mr. Dinh Quang Hai | Non-executive member of the Board of Directors | June 23, 2018 |  |
| 5 | Mr. Dang Thai  | Non-executive member of the Board of Directors | June 23, 2018 |  |
| 6 | Mr. Pham Tan Loi | Non-executive member of the Board of Directors | June 23, 2018 |  |
| 7 | Mr. Nguyen Tien Dung | Independent member of the Board of Directors | June 23, 2018 |  |

5. Board Resolutions/Board Decisions (Annual Report):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/2023/HDQT | January 10, 2023 | Resolution on the transfer of profits from subsidiary company to holding company |
| 2 | 02/2023/HDQT | April 17, 2023 | Resolution on the recorded list of shareholders for the Annual General Meeting of Shareholders in 2023 |
| 3 | 03/2023/NQ-HDQT | May 08, 2023 | Resolution on the convening of the Annual General Meeting of Shareholders in 2023 |
| 4 | 04/2023/NQ-HDQT | May 26, 2023 | Resolution on the dividend payment for the year 2022 |
| 5 | 05/2023/NQ-HDQT | July 17, 2023 | Resolution on the Approval of securities registration at the Vietnam Securities Depository and registration of share trading on the unlisted share trading system |
| 6 | 07/2023/NQ-HDQT | December 11, 2023 | Resolution on the convening of the Extraordinary General Meeting of Shareholders |
| 7 | 08/2023/NQ-HDQT | December 12, 2023 | Resolution on the record date for the list of shareholders to attend the Extraordinary General Meeting of Shareholders in January 2024 |
| 8 | 09/2023/NQ-HDQT | December 27, 2023 | Resolution on the change of date for the Extraordinary General Meeting of Shareholders in 2024 |
| 9 | 06/2023/QD-CTHDQT | June 22, 2023 | Decision of the Chair of the Board of Directors on the transfer of staff (Deputy Manager of the factory) |
| 10 | 08/2023/QD-SGBT | July 18, 2023 | Decision of the Chair of the Board of Directors on the promulgation of Labor Regulations |
| 11 | 10/2023/QD-SGBT | July 20, 2023 | Decision on the establishment of an Asset Liquidation Auction Committee |

III. The Supervisory Board (Annual report).

1. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Van Ba Nam | Chief  | June 23, 2018 - Present | Bachelor of Physics |
| 2 | Ms. Bui Thi Thai Ha | Member  | June 23, 2018 - Present | Bachelor of Economics |
| 3 | Mr. Nguyen Van Hoa | Member | June 23, 2018 - Present | Master of Accounting - Finance - Business Administration |

IV. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Van Thao Nguyen | September 18, 1980 | Master of International Business AdministrationBusiness | From August 30, 2011 to Present |
| 2 | Mr. Nguyen Manh Hung | August 25, 1966 | Chemical Engineer | July 12, 2019 - Present |
| 3 | Ms. Van Bao Ngoc | March 10, 1982 | Bachelor of Business Administration | From June 02, 2020 to Present |

V. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Thi Hieu | August 28, 1964 | Bachelor of Economics | From March 05, 2008 to Present |

VI Training on corporate governance:

VII. List of affiliated persons of the public Company (Annual Report) and transactions between the affiliated persons of the Company with the Company itself:

1. List of affiliated person of the Company:
2. Transactions between the Company and affiliated persons of the company; or between the Company and major shareholder, PDMR, affiliated persons of PDMR.

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organizations/individuals | Relations with the Company | NSH No.\*, Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholders or Board Resolution/Decision approved (if any, specifying date of issue) | Content, quantity, total value of transaction | Note |
| 1 | Saigon Binh Tay Beer Trading and Service Co., Ltd. | Subsidiaries |  |  | In 2023 | - | Supply of goods, servicesVND 106,025,126,902 |  |
| 2 | Saigon Binh Tay Beer Trading and Service Co., Ltd. | Subsidiaries |  |  | In 2023 | - | Purchase of servicesVND 2,055,036,910 |  |
| 3 | Sai Gon Phu Ly Beer Trading and Service Co., Ltd. | Subsidiaries |  |  | In 2023 | - | Received profit (VND)VND 39,500,000,000 |  |
| 4 | Sai Gon Ninh Thuan Beer Trading and Service Co., Ltd. | Subsidiaries |  |  | In 2023 |  | Sale of raw materialsVND 9,571,917,694 |  |
| 5¬ | Sai Gon Ninh Thuan Beer Trading and Service Co., Ltd. | Subsidiaries |  |  | In 2023 | - | Purchase of goodsVND 12,809,634,189 |  |
| 6 | Saigon Beer-Alcohol-Beverage Corporation (Sabeco) | Related party |  |  | 2023 | - | Sell goods and servicesVND 1,757,147,490,056 |  |
| 7 | Saigon Beer-Alcohol-Beverage Corporation (Sabeco) | Related party |  |  | 2023 | - | Purchase of raw materialsVND 660,057,513,627 |  |
| 8 | Saigon Beer-Alcohol-Beverage Corporation (Sabeco) | D |  |  | 2023 | - | Dividend payment7,186,150,000 |  |
| 9 | Saigon Packaging Corporation Joint Stock Company | Related party |  |  | 2023 | - | Sell goods and servicesVND 132,000,000 |  |
| 10 | Saigon Packaging Corporation Joint Stock Company | Related party |  |  | 2023 | - | Purchase of raw materialsVND 84,761,188,982 |  |
| 11 | Saigon Beer Transportation and Delivery Joint Stock Company | Related party |  |  | 2023 |  | Purchase of transportation servicesVND 11,305,861,946 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the listed company | ID card/Passport No., date of issue, place of issue | Address | Name of subsidiaries or companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
| 1 | Saigon Beer - Alcohol - Beverage Corporation | Related party | - |  |  | Sai Gon Ninh Thuan Beer Trading and Service Co., Ltd. | 2023 | Sale of productsVND 397,420,820,056 |  |
| 2 | Saigon Beer - Alcohol - Beverage Corporation | Related party | - |  |  | Sai Gon Ninh Thuan Beer Trading and Service Co., Ltd. | 2023 | Other revenueVND 94,240,690 |  |
| 3 | Saigon Beer - Alcohol - Beverage Corporation | Related party | - |  |  | Sai Gon Phu Ly Beer Trading and Service Co., Ltd. | 2023 | Sale of untaxed productsVND 366,661,964,369 |  |

1. Transactions between the Company and other entities;
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (as at the time of reporting).

Contract transactions: Contract No. 01-01-2023/HDMBBBSG-BT dated January 1, 2023; Contract No. 02/02/FN/HDNT/23 dated February 15, 2023; Contract No. 03/HDVC-2023 dated January 2, 2023.

* 1. Transactions between the Company and the companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager):

None.

* 1. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers:

None.

VIII. Share transactions of PDMR and affiliated persons of PDMR

(Annual report)

2. Company’s share transactions between PDMR and affiliated persons:

None

VII. Other significant issues

None