**THB: Annual Corporate Governance Report 2023**

On January 25, 2024, Ha Noi - Thanh Hoa Beer JSC announced Report No. 05/BC-HDQT-THB on the corporate governance status in 2023 as follows:

* Name of public company: Ha Noi - Thanh Hoa Beer JSC
* Head office address: No. 152 Quang Trung Street, Ngoc Trao Ward, Thanh Hoa City
* Tel: 0237 3852 503 Fax: 0237 3853 270
* Email: [thb@biathanhhoa.com.vn](mailto:thb@biathanhhoa.com.vn)
* Charter capital: VND 114,245,700,000
* Securities code: THB
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the Manager.
* Internal audit execution: Not executed.

1. Activities of the General Meeting of Shareholders:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Meeting date | Content |
| 01 | 18/NQ-  DHDCD-  THB | April 26, 2023 | 1. Approve the Report on activities in 2022 and the orientation for 2023 of the Board of Directors. 2. Approve the Report on production and business results in 2022 and the plan for 2023 of the Executive Board. 3. Approve the Report of the Supervisory Board in 2022 and the plan for 2023. 4. Approve the audited Financial Statements of 2022. 5. Approve the Profit distribution plan in 2022. 6. Approve the profit plan and the expected profit distribution in 2023. 7. Approve the settlement of remuneration for members of the Board of Directors, the Supervisory Board, and the Secretariat of the Board of Directors in 2022. 8. Approve the settlement of salary payment for the Executive Manager in 2022. 9. Approve the remuneration payment plan for the Board of Directors, members of the Supervisory Board, and the secretariat of the Board of Directors in 2023. 10. Approve the list of independent audit companies and authorize the Board of Directors to select one of them to audit the semi-annual and annual Financial Statements 2023. 11. Approve the 2023 contract between the Company and Hanoi Beer Alcohol and Beverage Joint Stock Corporation. 12. Approve the Proposal on electing a person to the Board of Directors in the term of 2023-2028. 13. The Meeting agrees on electing Mr. Bui Truong Thang as a member of the Board of Directors in the term of 2023-2028. 14. The General Meeting of Shareholders assigns the Board of Directors and the Manager of Ha Noi - Thanh Hoa Beer JSC to follow and spur the implementation of this General Mandate under regulations of the Law and the Company’s Charter. 15. The General Meeting of Shareholders assigns the Supervisory Board of Ha Noi - Thanh Hoa Beer JSC to supervise and check the activities of the Board of Directors and the Manager on the implementation of this General Mandate under the Law and the Company’s Charter. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position/ Independent member of the Board of Directors, non-executive member of the Board of Directors | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
|  |  |  | May 16, 2018 |  |
| 1. | Mr. Bui Truong Thang | Chair of the Board of Directors | April 26, 2023 (reappointment date) | April 26, 2023 |
| 2. | Mr. Luong Xuan Dung | Member of the Board of Directors | April 25, 2019 |  |
| 3. | Mr. Nguyen Kien Cuong | Member of the Board of Directors Manager of the Company | April 27, 2021 |  |
| 4. | Mr. Le Anh Tuan | Member of the Board of Directors | April 25, 2019 |  |
| 5. | Mr. Do Truong Giang | Member of the Board of Directors Deputy Manager of the Company | April 26, 2022 |  |

1. Board Resolutions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Content |
| 01 | 05/NQ-HDQT-THB | February 09, 2023 | Assign the Chair of Central HABECO Trading One Member Co., Ltd: to develop and carry out the signing of contracts on underwriting for issuance at credit institutions in trading Hanoi beer products at Central HABECO Trading One Member Co., Ltd.  The signing of the above contracts must ensure compliance with legal requirements and bring the best benefits to the company. |
| 02 | 08/NQ-HDQT-THB | March 02, 2023 | 1. Approve the plan on the organization time of the Annual General Meeting of Shareholders 2023.   Record the list of shareholders attending the Meeting: expected on March 27, 2023.  The expected meeting date is on April 26, 2023.   1. Decide on the issues submitted to the Annual General Meeting of Shareholders 2023 for consideration and approval. 2. Approve on hiring a consulting organization to guide and organize the Annual Meeting of Shareholders 2023. 3. Assign the Company's Manager: to organize the Annual Meeting of Shareholders 2023 in compliance with the Law. |
| 03 | 12/NQ-  HDQT-THB | March 29, 2023 | 1. Approve Reports and Proposals at the Annual General Meeting of Shareholders 2023. The Company submits the Reports and Proposals to the General Meeting of Shareholders for approval under the authority 2. Approve the settlement of the realized salary fund in 2022 at Ha Noi - Thanh Hoa Beer JSC, according to Proposal No. 26/TTr-THB dated March 15, 2023, of the Company's Manager. 3. Approve the planned salary fund for 2023 at Ha Noi - Thanh Hoa Beer JSC, according to Proposal No. 31/TTr-THB dated March 28, 2023, of the Company's Manager. 4. Approve the policy and reappoint Mr. Nguyen Duy Ha as the Controller of Central HABECO Trading One Member Co., Ltd., according to Proposal No. 179/TTr-HMT dated March 28, 2023, of the Chair of Central HABECO Trading One Member Co., Ltd. 5. Agree to reappoint Mr. Tran Ngoc Minh as the Chief Accountant of Central HABECO Trading One Member Co., Ltd.,according to Proposal No. 30A/TTr-THB dated March 28, 2023, of the Company’s Manager. |
| 04 | 20/NQ-  HDQT-THB | April 26, 2023 | Agree to reappoint Mr. Tran Ngoc Minh as the Chief Accountant of Central HABECO Trading One Member Co., Ltd. for a term, according to Proposal No. 06/BC-THB dated April 19, 2023, of the Department of Organization and Administration and attached documents.  Assign the Chair of Central HABECO Trading One Member Co., Ltd. to make an appointment decision by authority. |
| 05 | 22/NQ-  HDQT-THB | April 26, 2023 | Approve the election results for the Chair of the Board of Directors of Hanoi - Thanh Hoa Beer JSC:  The election results: Mr. Bui Truong Thang is elected as the Chair of the Board of Directors. |
|  | 25/NQ-HDQT-THB |  | 1. Approve the audit company for the semi-annual and annual Financial Statements 2023 of Hanoi - Thanh Hoa Beer JSC, according to Proposal No. 74/TTr-THB dated June 16, 2023, of the Company's Manager. 2. Approve the bonus rate from the Bonus fund for the Company's Manager in 2022 |
| 06 | HDQT-THB | June 23, 2023 | for subsidiaries and individuals, according to Proposal No. 75/TTr-THB dated June 16, 2023.  3. Agree to reappoint Mr. Nguyen Van Minh as the Deputy Manager of Central HABECO Trading One Member Co., Ltd., according to Proposal No. 76/TTr-THB dated June 21, 2023, of the Company’s Manager. |
| 07 | 28/NQ-  HDQT-THB | June 23, 2023 | Agree on the policy of signing short-term loan contracts in 2023 with credit institutions to supplement working capital for production and business, according to Proposal No. 77/TTr-THB dated June 21, 2023, of the Company's Manager.  Maximum line of credit: VND 35,000,000,000  Assign the Company’s Manager to carry out the contract signing mentioned above, ensuring compliance with legal requirements and bringing the best benefits to the company.  Require the Company's Manager to report the exercising results to the Board of Directors. |
| 08 | 32/NQ-  HDQT-THB | August 17, 2023 | 1. Agree on the policy to convert sales methods in 2023: Hanoi - Thanh Hoa Beer JSC will sign direct sales contracts for licensed Hanoi draft beer products and local beer products with Agents and Distributors (not signed via Central HABECO Trading One Member Co., Ltd.), according to Proposal No. 106/TTr-THB dated August 16, 2023, of the Company’s Manager. Implementation time: From October 1, 2023.   Assign the Company's Executive Board to develop a plan and carry out the conversion of sales methods in accordance with current regulations to achieve the highest efficiency.   1. Approve the issuance of: "Regulations on confidentiality of business secrets and technological secrets of Hanoi - Thanh Hoa Beer JSC", according to Proposal No. 104/TTr -THB dated August 11, 2023, of the Company’s Manager. 2. Agree to reappoint Mr. Nguyen Van Minh as Deputy Manager of Central HABECO Trading One Member Co., Ltd., according to Proposal No. 14/BC-THB dated August 16, 2023, of the Department of Organization and Administration and attached documents.   Assign the Chair of Central HABECO Trading One Member Co., Ltd. to make the reappointment by authority. |
| 09 | 34/NQ-  HDQT-THB | August 21, 2023 | 1. Approve the plan on dividend payment 2022 in cash from distributed profits in 2022, specifically:   The dividend payment rate is VND 600/share  Record date: September 11, 2023 (expected)  Payment date: September 27, 2023   1. Assign the Manager of the Company to carry out the procedures as per the provisions of law. |
| 10 | 38/NQ-  HDQT-THB | December 06, 2023 | Approve the policy on the expense to implement the labor reduction plan in 2024, according to Proposal No. 156/TTr-THB dated November 17, 2023, of the Company’s Manager |
| 11 | 39/NQ-  HDQT-THB | December 07, 2023 | Approve the signing of the Contract regarding the transfer of technology and the rights to use the brand "Hanoi Draft Beer" in 2024 between Hanoi Beer Alcohol and Beverage Joint Stock Corporation and Hanoi - Thanh Hoa Beer JSC (according to Proposal No. 175/TTr-THB dated December 6, 2023).  Assign the Company’s Manager to organize the signing of the above Contract, ensuring compliance with the Law, Charter, Regulations, internal regulations and the actual production and business situation of the company. |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member/independent member of the Supervisory Board/Audit Committee | Qualification |
| 1. | Mr. Nguyen Duy Ha | Chief of the Board | April 25, 2019 | University of Finance and Accountancy |
| 2. | Mr. Nguyen Minh The | Member | June 12, 2020 | Economic construction engineer, Bachelor of Accounting |
| 3. | Mr Tran Duc Giang | Member | April 26, 2022 | Bachelor of Business Administration |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1. | Mr. Nguyen Kien Cuong  - Manager | June 02, 1967 | Economic Engineer | September 01, 2019 |
| 2. | Mr. Do Truong Giang  Deputy Manager | May 25, 1970 | Food chemical engineer | November 01, 2021 |

1. Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment /dismissal |
| Mr. Phung Sy Huu | October 15, 1966 | Bachelor of Economics -Accounting major | February 01, 2019 |

1. Training on corporate governance
2. List of affiliated persons of the public company 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: None
4. Transactions between PDMR of listed company, affiliated persons of PDMR and subsidiaries, companies under the Company: None
5. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager), and other managers have been founding members or members of the Board of Directors or the Executive Manager (General Manager) for the past three years (as at the time of reporting):

In 2023, the Company has the following transactions:

1. Transactions between the Company and Hanoi Beer Alcohol and Beverage Joint Stock Corporation:

* Purchase Raw materials Malt, Houblon flowers, cans - can lids, labels - silver caps - beer bottle caps, and draft beer caps from Hanoi Beer Alcohol and Beverage Joint Stock Corporation to produce processed beer and licensed beer. Total transaction value (excluding VAT): VND 59.9 billion;
* Selling bottled beer and canned beer products (Processed beer products) to Hanoi Beer Alcohol and Beverage Joint Stock Corporation. Total transaction value (cost of goods sold): VND 74.49 billion;
* Expense for the transfer of technology and the rights to use the brand "Hanoi Draft Beer": VND 0.483 billion;

1. Transactions between the Company and Central HABECO Trading One Member Co., Ltd.:

* Selling bottled beer, canned beer, draft beer products (Company's own brand products), and licensed draft beer products (Hanoi Draft Beer brand) for Central HABECO Trading One Member Co., Ltd. Total transaction value (cost of goods sold): VND 138.6 billion;
* Warehouse leasing contract. Total transaction value as of December 31, 2023 is: VND 1.388 billion;
* Asset purchase and sale contracts with transaction value (excluding VAT): VND 4.638 billion;
  1. Transactions between the Company and companies where the affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager), and other managers are members of the Board of Directors, the Executive Manager (the General Manager). None
  2. 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 Manager (General Manager), and other managers: None

1. Share transactions of PDMR and affiliated persons of PDMR
2. Transactions of PDMR and affiliated persons of PDMR for shares of listed companies None.
3. Other significant issues: None.