**BTB: Annual Corporate Governance Report 2023**

On January 29, 2024, Ha noi - Thai Binh Beer Joint Stock Company announced Report No. 08/BC-HDQT on the corporate governance of the Company in 2023 as follows:

* Name of company: Ha noi - Thai Binh Beer Joint Stock Company
* Headquarters address: Lot 1, TBS - Song Tra Industrial Zone, Tan Binh District, Thai Binh Province
* Tel: 02272 491 340 Fax: 02272 491 440
* Charter capital: VND 76,912,260,000
* Securities code: BTB
* 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/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/2023/NQ/DHDCD | April 18, 2023 | On April 18, 2023, the Annual General Mandate approved the following contents:* Approve the Report of the Board of Directors on operation results in 2022 and orientation in 2023.
* Approve the Report of the Board of Managers on evaluating the production and business activities in 2022 and the production and business plan in 2023
* Approve the Report on activities of the Supervisory Board in 2022, orientation in 2023;
* Approve the Company's 2022 Audited Financial Statements by Nam Viet Auditing And Accounting Financial Consulting Services Company Limited.
* Approve the plan on profits distribution and dividends payment in 2022.
* Approve selecting an audit company for the Financial Statements 2023
* Approve the settlement of salary and remuneration for the Board of Directors, the Supervisory Board and the Company’s Secretary in 2022; salary and remuneration plan for the Board of Directors, the Supervisory Board and the Company’s Secretary in 2023.
* Approve the transaction contract with Hanoi Beer Alcohol And Beverage Joint Stock Corporation, between the Company and affiliated persons.
 |
| 2 | 02/2023/NQ-DHDCD | June 28, 2023 | * Approve the supplement to the business lines.
* Amend the Company's Charter
 |
| 3 | 03/2023/NQ-DHDCD | November 22, 2023 | * Approve dismissing members of the Supervisory Board.
* Approve the election result of 01 additional member of the Supervisory Board.
 |

1. The Board of Directors (Semi-annual Report)
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Vu Thanh Liem | Chair of the Board of Directors | March 10, 2020 |  |
| 2 | Mr Pham Trung Kien | Member | March 10, 2020 |  |
| 3 | Mr Hoang Chi Thanh | Member | April 26, 2016 |  |
| 4 | Mr Nguyen Huu Cuong | Member | April 25, 2014 |  |
| 5 | Mr Pham Xuan Hanh | Member | April 10, 2019 |  |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | Board Resolutions |
| 1 | No. 01/NQ-HDQT | February 28, 2023 | * Resolution on approving the settlement of the salary fund implemented in 2022.
* Approve the profit distribution plan 2022.
 |
| 2 | No. 02/NQ-HDQT | March 10, 2023 | Resolution on approving production and business plan targets for 2023; Time to organize the General Meeting of Shareholders in 2023 |
| 3 | No. 03/NQ-HDQT | May 16, 2023 | Approving convening the Extraordinary General Meeting of Shareholders - Approve recording the shareholders list to collect shareholders' opinions via a ballot |
| 4 | No. 04/NQ-HDQT | June 26, 2023 | Resolution on selecting an audit company for the Financial Statements 2023. |
| 5 | No. 05/NQ-HDQT | July 12, 2023 | * Resolution on approving the discussion of material norms; bill of material; chemicals for beer production; Recovery efficiency in the production of beers.
* Approve the Regulations on managing and using welfare fund.
 |
| 6 | No. 06/NQ-HDQT | October 26, 2023 | * Approve collecting opinions of the Company’s General Meeting of Shareholders via a ballot.
* Approve recording the list of shareholders to collect shareholders’ opinions via a ballot
 |
| 7 | No. 07/NQ-HDQT | October 20, 2023 | Approve the working capital loan for the Company's annual production and business activities. |
| 8 | No. 08/NQ-HDQT | October 20, 2023 | * Approve the plan of converting the existing disc filter into a candle filter.
* Approve investing in purchasing additional stainless steel keg shells to serve the production and business plan in 2024
 |
| 9 | No. 09/NQ-HDQT | December 13, 2023 | Approve the Li - Xang Hanoi Bia Hoi Contract. |
| 10 | No. 10/NQ-HDQT | December 28, 2023 | Approve selecting an audit company to audit the Financial Statements for the fiscal year ended on December 31, 2023 for the Company. |
| II | Board Decisions |
| 1 | No. 12/QD-HDQT | March 14, 2023 | Decision on approving Realized salary fund in 2022. |
| 2 | No. 16/QD-HDQT | March 16, 2023 | Decision on establishing an Organizing Committee for the Annual General Meeting of Shareholders 2023 |
| 3 | No. 26/QD-HDQT | April 17, 2023 | Decision on establishing a Shareholder's Eligibility Verification Committee 2023 |
| 4 | No. 38/QD-HDQT | April 21, 2023 | Decision on approving labor usage plan in 2023 |
| 5 | No. 39/QD-HDQT | April 21, 2023 | Decision on approving Planned salary fund in 2023 |
| 7 | No. 45/QD-HDQT | April 26, 2023 | Decision on distributing profit after tax of 2022 |
| 8 | No. 46/QD-HDQT | April 26, 2023 | Decision on stipulating the remuneration of the Board of Directors. the Supervisory Board and the Secretary of the Company in 2023.  |
| 9 | No. 60/QD-HDQT | July 14, 2023 | Decision on promulgating consumption standard for beer production. |
| 10 | No. 61/QD-HDQT | July 14, 2023 | Decision on promulgating regulations on managing and using welfare fund.  |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Le Quy Hue | Head | April 25, 2014 | Bachelor of Economics, Finance, and Banking |
| 2 | Ms. Le Thi Phuong Lan | Member | April 28, 2017 | Bachelor of Accounting |
| 3 | Mr. Nguyen Thanh Binh | Member | Stop holding the position of Member of the Supervisory Board from November 22, 2023 | Bachelor of Economics |
| 4 | Ms. Nguyen Thi Thu Trang | Member | Member of the Supervisory Board (fromNovember 22, 2023) | Master of Economics |

1. 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. Hoang Chi Thanh | September 02, 1973 | Master of Commerce, Bachelor of Business Administration Food machinery mechanical engineer | March 10, 2020 |
| 2 | Mr. Nguyen Huu Cuong | July 24, 1965 | Manufacturing Technology Engineer | April 25, 2014 |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Vu Xuan Vinh | November 14, 1982 | Master of Finance and Banking | June 10, 2020 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Annual report) and transactions between the 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, affiliated persons of PDMR. None
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities:
	1. Transactions between the Company and the company that members of the Board of Directors, members of the Supervisory Board, Manager and other managers have been founding members or members of Board of Directors, the Executive Manager for the past three (03) years (as at the time of reporting): None
	2. Transactions between Company and company in which 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 about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board. The Manager and other managers: None
6. Share transactions of PDMR and affiliated persons of PDMR (Annual report):
7. Transaction of PDMR and affiliated persons related to the Company’s shares: None
8. Other significant issues: None