

HANOI BEER, LIQUOR AND
BEVERAGE JOINT STOCK
CORPORATION
HANOI LIQUOR AND BEVERAGE
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 34 /HALICO

Hanoi, January 20, 2025

REPORT ON CORPORATE GOVERNANCE (2024)

*(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the
Minister of Finance)*

To: - The State Securities Commission,
- The Hanoi Stock Exchange,

Name Listed company: HANOI LIQUOR AND BEVERAGE JOINT STOCK
COMPANY (HALICO)

Head office address: 94 Lo Duc, Pham Dinh Ho Ward, Hai Ba Trung District,
Hanoi

Tel: 0243.9763.763 Fax: 0243.8212662

Email: vanthu@halico.com.vn

Charter capital: 200,000,000,000 VND (Two hundred billion VND)

Stock code: HNR

Company governance model: General meeting of shareholders, Board of
Management, Board of Control and Board of Directors.

Regarding the implementation of internal audit function: Implement the function of
compliance audit and audit of sales department activities.

I. Activities of the General Meeting of Shareholders:

Information on meetings and Resolutions/Decisions of the General Meeting of
Shareholders:

No.	Resolution/Decision No.	Date	Content
1	186/NQ-DHDCD	12/4/2024	1. Approval of Report No.: 136/HALICO dated 12/3/2024 of the Board of Directors summarizing production and business activities in 2023 and the direction of activities in 2024, in which the main targets for production and business activities in 2023 are as follows: * Total revenue (including special

			<p>consumption tax): VND 163.79 billion</p> <ul style="list-style-type: none">* Net revenue from goods and services: VND 100.90 billion.* Profit before tax (loss): - VND 9.86 billion.* Average labor:<ul style="list-style-type: none">- Employees: 173 people- Executive Board and Board of Control: 04 people* Income settlement (Including sales bonus of Sales Department):<ul style="list-style-type: none">- Employees' salary: 19.40 billion VND- Executive Board and Head of BOC's salary (excluding Board of Management's remuneration): 0.99 billion VND- Welfare expenses (Including the Board of Directors): 1.68 billion VND. <p>2. Approval of Report No. 05/BC-HDQT dated March 12, 2024 of the Board of Management of the Company assessing the performance results in 2023 and the direction of operations in 2024.</p> <p>3. Approval of Report No. 147/BKS-BC dated March 19, 2024 of the Board of Control on the performance results in 2023 and the direction of operations in 2024.</p> <p>4. Approval of the audited financial statements for 2023 according to the content of Submission No. 06/TTr-HDQT dated March 12, 2024 of the Company's Board of Management.</p> <p>5. Approval of the 2024 plan targets according to the content of Submission No. 07/TTr-HDQT dated March 12, 2024 of the Company's Board of Management.</p> <p>6. Approval of salary and remuneration</p>
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			<p>regime: Board of Management, Board of Control, Secretary of Hanoi Liquor and Beverage Joint Stock Company (2023 settlement, expected 2024) according to the content of Submission No.: 08/TTr-HALICO dated March 12, 2024 of the Company's Board of Management.</p> <p>7. Approval of authorization for the Board of Management to select an Auditing Company for the Company's 2024 Financial Statements according to the content of Submission No.: 146/BKS-TTr dated March 19, 2024 of the Board of Control.</p>
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II. Board of Management (2024 Report):

1. Information about members of the Board of Management (BOM):

No.	Board of Management's Member	Position (Independent BOM Member, Non-Executive BOM Member)	Date of commencement/no longer being a BOM's Member/ Independent BOM's Member	
			Date of appointment	Date of dismissal
1	Mr. Pham Trung Kien	Chairman of the BOM	29/6/2018	29/4/2021
			29/4/2021	Until the Resolution of the General Meeting of Shareholders on replacement
2	Mr. Phan Minh Son	Non-Executive BOM Member	21/4/2023	Until the Resolution of the General Meeting of Shareholders on replacement
3	Mr. Tran Hau Cuong	BOM Member	2014	29/4/2021
			29/4/2021	Until the Resolution of the General Meeting of

				Shareholders on replacement
4	Mr. Nguyen Anh Thi	Non-Executive BOM Member	29/4/2021	Until Resolution of the General Meeting of Shareholders on replacement
5	Mr. Murugavel Shanmugam (Vel)	Non-executive BOM Member	21/4/2023	Until Resolution of the General Meeting of Shareholders on replacement

2. Board of Management meetings:

No.	Board of Management members	Number of meetings attended by the Board of Management	Attendance rate	Reason for not attending the meeting
1	Mr. Pham Trung Kien	7/7	100%	
2	Mr. Phan Minh Son	7/7	100%	
3	Mr. Tran Hau Cuong	7/7	100%	
4	Mr. Nguyen Anh Thi	7/7	100%	
5	Mr. Murugavel Shanmugam (Vel)	7/7	100%	

3. Supervisory activities of the Board of Management over the Board of Directors:

- Correctly perform the duties and powers of the Company's Director as prescribed in the Enterprise Law and the Charter of organization and operation of Hanoi Liquor and Beverage Joint Stock Company.

- Organize the implementation of the Board of Management's Resolutions, operate production and business activities to gradually achieve efficiency and strengthen the implementation of measures to promote sales.

- Regularly report and seek direction from the Board of Management, ensure leadership and direction of the Company's fields of operation in accordance with the provisions of law, State policies and the Company's Charter.

4. Activities of subcommittees under the Board of Management:

The Company's Secretary (01 member) currently holds the position of Company's Administrator from April 29, 2021, with the task of advising and assisting the Board of Management in exercising the powers and duties of the Board of Management in accordance with the provisions of the Charter and the law.

5. Decisions of the Board of Management (Annual report):

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/BB- HALICO- HDQT	29/01/2024	Evaluation of HABECO Capital Representative at HALICO in 2023: - Mr. Pham Trung Kien: Total assessment score is 85 points, classified as completing the task well. - Mr. Phan Minh Son: Total assessment score is 85 points, classified as completing the task well. - Mr. Tran Hau Cuong: Total assessment score is 75 points, classified as completing the task.	100%
2	02/NQ- HALICO- HDQT	21/02/2024	The final registration date for the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders is agreed to be March 14, 2024.	100%
3	03/NQ- HALICO- HDQT	12/3/2024	Agree on documents to be submitted to the 2024 Annual General Meeting of Shareholders: 1. Report of the Board of Directors summarizing the production and business activities in 2023 and the direction of activities in 2024. 2. Report on the activities of the Company's Board of Management in 2023 and the direction of activities in 2024. 3. Report on the activities of the Board of Control in 2023 and the	100%

			<p>direction of activities in 2024.</p> <p>4. Audited financial statements in 2023.</p> <p>5. Report on the 2024 plan targets.</p> <p>6. Report on the salary and remuneration regime: Board of Management, Board of Control, Secretary of Hanoi Liquor and Beverage Joint Stock Company (2023 settlement, expected in 2024).</p> <p>7. Report on the selection of an auditing unit for the 2024 Financial Statements.</p>	
4	11/NQ-HALICO-HDQT	12/4/2024	<p>Approving the policy of converting the Company's Branch in Ho Chi Minh City into a Representative Office according to the content of Submission No. 157/TTr-HALICO dated March 28, 2024 of the Company's Director. Assigning the Executive Board to direct relevant departments to implement in accordance with current regulations of the State and the Company.</p>	100%
5	12/QD-HALICO-HDQT	12/4/2024	<p>Establish a Company Representative Office in Ho Chi Minh City. Assign the Legal Representative to carry out necessary procedures in accordance with the provisions of law.</p>	100%
6	13/BB-HALICO-HDQT	12/4/2024	<p>Approving the change of Head of the Representative Office of Hanoi Liquor and Beverage Joint Stock Company in Da Nang. Assigning Mr. Tran Hau Cuong - Director and Legal Representative of the Company to carry out necessary procedures according to the provisions of law.</p>	100%

7	14/QD-HALICO-HDQT	12/4/2024	Change the Head of the Representative Office of Hanoi Liquor and Beverage Joint Stock Company in Da Nang City. Assign the Legal Representative to carry out necessary procedures according to the provisions of law.	100%
8	15/NQ-HALICO-HDQT	10/6/2024	Approving the selection of Deloitte Vietnam Auditing Company Limited as the auditor for the 2024 Financial Statements of Hanoi Liquor and Beverage Joint Stock Company. Assigning the Executive Board to direct relevant departments to implement.	100%
9	16/QD-HALICO-HDQT	10/6/2024	Approval of Deloitte Vietnam Auditing Company Limited as the auditor of the 2024 Financial Statements of Hanoi Liquor and Beverage Joint Stock Company. The Director of Hanoi Liquor and Beverage Joint Stock Company is responsible for directing relevant departments to implement in accordance with current regulations of the State and the Company.	100%
10	17/BB-HALICO-HDQT	02/8/2024	- Approval of Report No. 357/HALICO dated July 30, 2024 of the Company's Director on the summary of the production and business performance in the first 6 months of 2024 and the direction and solutions to implement the remaining production and business plan of 2024. Assign the Company's Director to direct relevant departments to continue to balance production appropriately and at the same time	100%

			<p>review and reduce costs, improve sales activities to promote the overall production and business efficiency of the Company in the remaining months of the year.</p> <p>- Approval of Report No. 358/HALICO dated July 30, 2024 of the Company's Director on land use in Da Nang.</p>	
11	18/NQ-HALICO-HDQT	23/8/2024	<p>Approving the liquidation of assets, tools and equipment that are no longer in use or cannot be used anymore of Hanoi Liquor and Beverage Joint Stock Company according to the content of Submission No. 332/TTr-HALICO dated July 11, 2024 of the Company's Director. Assigning the Executive Board to direct relevant departments to implement.</p>	100%
12	19/NQ-HALICO-HDQT	16/9/2024	<p>Approving the liquidation in Da Nang of the shelf system with a capacity of 1,800 pallets and 300 double-sided plastic pallets that are no longer in use of Hanoi Liquor and Beverage Joint Stock Company according to the content of Submission No. 407/TTr-HALICO dated August 26, 2024 of the Company's Director. Assigning the Executive Board to direct relevant departments to implement.</p>	100%
13	20/QD-HALICO-HDQT	24/9/2024	<p>Approving Mr. Tran Hau Cuong - Company's Director to have a business trip to Nanning, Guangxi - China to promote the distribution of products of Hanoi Liquor and Beverage Joint Stock Company in China.</p>	100%



14	21/BB-HALICO-HDQT	06/11/2024	Agreeing with the content of Report No. 571/HALICO dated October 24, 2024 of the Company's Director on the preliminary report on the implementation of production and business activities in the first 9 months of 2024 and the direction and solutions to implement the production and business plan for the remaining 3 months of 2024.	100%
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III. Board of Control (Annual report):

1. Information about members of Board of Control:

No.	Members of Board of Control	Position	The date becoming/ceasing to be the member of Board of Control	Qualification
1	Mrs. Pham Thi Lan Anh	Head of Board of Control	Date becoming Head of Board of Control: 15/4/2016	Bachelor of Finance, Accounting and Economic Law
			Date ceasing: 29/4/2021	
			Date becoming: 29/4/2021	
2	Mr. Tran Duc Giang	Member of Board of Control	Date becoming Member of Board of Control: 28/11/2019	Bachelor of Business Administration
			Date ceasing: 29/4/2021	
			Date becoming: 29/4/2021	
3	Mr. Ha Trieu Cuong	Member of Board of Control	Date becoming Member of Board of Control: 29/04/2021	Finance

2. Meetings of Board of Control:

No.	Members of Board of Control	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Pham Thi Lan Anh	3	100%	100%	
2	Mr. Tran Duc Giang	3	100%	100%	
3	Mr. Ha Trieu Cuong	3	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Control:

The Board of Control attends meetings of the Board of Management and meetings of the Executive Board in the Company's weekly working schedule when necessary.

4. The coordination among the Board of Control, the Board of Management, Board of Directors and other managers:

The Board of Management and the Executive Board have created favorable conditions to support the Board of Control in fulfilling its task of supervising the management and operation of the Company.

5. Other activities of the Board of Control:

Supervising the information disclosure of Hanoi Liquor and Beverage Joint Stock Company.

IV. Board of Director:

No.	Members of Board of Director	Date of birth	Qualification	Date of appointment/ dismissal of members of the Board of Director
1	Mr. Tran Hau Cuong	24/01/1969	Master of Economics, Business Administration	Date of appointment: 16/8/2018
2	Mr. Tong Nguyen Long	03/12/1978	Master of Automation	Date of appointment: 27/4/2021

V. Chief Accountant:

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mr. Do Thanh Luan	02/08/1986	Master of Accounting, Auditing and Analysis	Date of appointment: 01/7/2019

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Management, the Board of Control, Director, other managers and secretary in accordance with regulations on corporate governance: No.

VII. The list of affiliated persons of the public company (Annual report) and transactions of affiliated persons of the Company**1. The list of affiliated persons of the Company:***** INTERNAL PERSONS:**

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	Gender	Address	Type of ID (ID Card/Passport/ Business Registration Certificate)	Số ID	Date of issue	Place of issue	Number of individual/representative shares owned	Possession rate
I- Members of Board of Management											
1	Pham Trung Kien		Head of BOM	Male						8.858.041	44,29%
2	Phan Minh Son		Member of BOM	Male						1.000.000	05%
3	Tran Hau Cuong		Member of BOM	Male						1.000.062	05,0000031%
4	Nguyen Anh Thi		Member of BOM	Male						4.556.756	22,78%
5	Murugavel Shanmugam (Vel)		Member of BOM	Male						4.556.756	22,78%
II- Members of Board of Director											
1	Tran Hau Cuong		Director	Male						1.000.062	05,0000031%
2	Tong Nguyen Long		Vice Director	Male						6	0.0000003%
III- Members of Board of Control											
1	Pham Thi Lan Anh		Head of BOC	Female						30	0.0000015%
2	Tran Duc Giang		Member of BOC	Male						0	0%



No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	Gender	Address	Type of ID (ID Card/Passport/ Business Registration Certificate)	Số ID	Date of issue	Place of issue	Number of individual/representative shares owned	Possession rate
3	Ha Trieu Cuong		Member of BOC	Male						0	0%
IV- Chief Accountant of the Company											
1	Do Thanh Luan		Chief Accountant of the Company	Male						0	0%
V- Legal representative											
1	Tran Hau Cuong		Director	Male						1.000.062	05,0000031%
VI- Authorized person to disclose information											
1	Tran Hau Cuong		Director	Male						1.000.062	05,0000031%

*** MAJOR SHAREHOLDERS**

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	Gender	Address	Type of ID (ID Card/Passport/ Business Registration Certificate)	Số ID	Date of issue	Place of issue	Number of individual/representative shares owned	Possession rate
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No.	Full name (Name of internal person and internal related person)	Securities trading account (if any)	Position /Relationship	Gender	ID Card/Passport, Date of issue, Place of issue	Address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
1	Pham Trung Kien		Chairman of BOM	Male					
1.1	Nguyen Thi Mai Hanh		Wife	Female			0	0%	
1.2	Pham Mai Khanh		Daughter	Female			0	0%	
1.3	Pham Duy Tung		Son	Male			0	0%	
1.4	Bui Thi Ty		Mother	Female			0	0%	
1.5	Nguyen Thi The		Sister in law	Female			0	0%	
1.6	Pham Hong Quang		Older Brother	Male			0	0%	
1.7	Le Thi Hien		Sister in law	Female			0	0%	
1.8	Pham Phu Cuong		Older Brother	Male			0	0%	
1.9	Pham Thi Huong		Sister in law	Female			0	0%	
1.10	89 Hanoi – Hung Yen Beer Trading Joint Stock Company		Member of BOM						
1.11	Hanoi – Kim Bai Beer Joint Stock Company		Chairman of BOM						
1.12	Hanoi - Thai Binh Beer Joint Stock Company		Member of BOM						

No.	Full name (Name of internal person and internal related person)	Securities trading account (if any)	Position /Relationship	Gender	ID Card/Passport, Date of issue, Place of issue	Address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
2	Phan Minh Son		Member of BOM	Male					
2.1	Phan Van Tue		Father	Male			0	0%	
2.2	Nguyen Thi Thu		Mother	Female			0	0%	
2.3	Le Thi Xuan Hong		Wife	Female			0	0%	
2.4	Phan Quoc Phong		Son	Male			0	0%	
2.5	Phan Khanh Xuan		Daughter	Female			0	0%	
2.6	Phan Thi Thu Hien		Older Sister	Female			0	0%	
3	Tran Hau Cuong		Member of BOM and Director	Male					
3.1	Tran Hau Nhan		Father	Male			0	0%	
3.2	Nguyen Thi Can		Mother	Female			0	0%	
3.3	Tran Hau Kien		Older Brother	Male			0	0%	
3.4	Tran Hau Trung		Younger Brother	Male			0	0%	
4	Nguyen Anh Thi		Member of BOM	Male					
4.1	Ho Ngoc Nguyen Vu Bich		Wife	Female			0	0%	

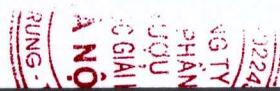
No.	Full name (Name of internal person and internal related person)	Securities trading account (if any)	Position /Relationship	Gender	ID Card/Passport, Date of issue, Place of issue	Address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
4.2	Nguyen An Khanh Ho		Son	Male			0	0%	
4.3	Nguyen Kim Thien Ho		Daughter	Female			0	0%	
4.4	Nguyen Khiem Ton		Father	Male			0	0%	
4.5	Nguyen Thi Oanh		Mother	Female			0	0%	
5	Murugavel Shanmugam (Vel)		Member of BOM	Male					
5.1	Ramasamy Shanmugam		Father	Male			0	0%	
5.2	Suseela Shanmugam		Mother	Female			0	0%	
5.3	Latha Chandrasekaran		Wife	Female			0	0%	
5.4	Ashvath Murugavel		Daughter	Female			0	0%	
5.5	Mithra Murugavel		Son	Male			0	0%	
5.6	Saravanan Shanmugam		Younger Brother	Male			0	0%	
5.7	Meenatchi Shanmugam		Older Sister	Female			0	0%	
6	Pham Thi Lan Anh		Head of BOC	Female					

No.	Full name (Name of internal person and internal related person)	Securities trading account (if any)	Position /Relationship	Gender	ID Card/Passport, Date of issue, Place of issue	Address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
6.1	Pham Duc Hai		Father	Male			0	0%	
6.2	Nguyen Thi Bich Ngoc		Mother	Female			30	0.0000015%	
6.3	Pham Duc Trung		Younger Brother	Male			0	0%	
6.4	Pham Viet Khoi		Son	Male			0	0%	
7	Tran Duc Giang		Member of BOC	Male					
7.1	Tran Quoc Bao		Father	Male			0	0%	
7.2	Nguyen Hien Luong		Mother	Female			0	0%	
7.3	Tran Thu Giang		Older Sister	Female			0	0%	
7.4	Pham Thu Ha		Wife	Female			0	0%	
7.5	Tran Ha An		Daughter	Female			0	0%	
7.6	Tran Pham An Thuy		Daughter	Female			0	0%	
7.7	Tran Pham Hai Binh		Son	Male			0	0%	
8	Ha Trieu Cuong		Member of BOC	Male					
8.1	Hoang My Dung		Wife	Female			0	0%	

No.	Full name (Name of internal person and internal related person)	Securities trading account (if any)	Position /Relationship	Gender	ID Card/Passport, Date of issue, Place of issue	Address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
8.2	Ha Trieu Hoang Viet Bryant		Son	Male			0	0%	
8.3	Ha Trieu Vy Alice		Daughter	Female			0	0%	
8.4	Vo Thi Ky Thanh		Mother	Female			0	0%	
8.5	Ha Tran Hoang		Father	Male			0	0%	
8.6	Ha Thanh Hai		Older Sister	Female			0	0%	
9	Tong Nguyen Long		Vice Director	Male					
9.1	Tong Nguyen Ai		Father	Male			0	0%	
9.2	Luu Thi Phuc		Mother	Female			0	0%	
9.3	Vu Thi Minh Hue		Wife	Female			0	0%	
9.4	Tong Hanh Lien		Older Sister	Female			0	0%	
9.5	Tong Khanh Giang		Daughter	Female			0	0%	
9.6	Tong Huy Nam		Son	Male			0	0%	
10	Do Thanh Luan		Chief Accountant	Male					
10.1	Do Van Toan		Father	Male			0	0%	
10.2	Nguyen Thi Chau		Mother	Female			0	0%	
10.3	Do Hoai Bac		Older brother	Male			0	0%	



No.	Full name (Name of internal person and internal related person)	Securities trading account (if any)	Position /Relationship	Gender	ID Card/Passport, Date of issue, Place of issue	Address	Number of shares owned at the end of the period	End of period share ownership ratio	Note
10.4	Vu Thi Ly		Wife	Female			0	0%	
10.5	Do Minh Khue		Daughter	Female			0	0%	
10.6	Do Tan Phat		Son	Male			0	0%	



2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: No.
3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: No.
4. Transactions between the Company and other objects:
- 4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Control, Director have been founding members or members of Board of Directors, or CEOs: No.
- 4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Management, Board of Control, Director and other managers as a member of Board of Directors, Director: No.
- 4.3. Other transactions of the Company (if any) may bring material or non-material benefits for members of Board of Management, members of the Board of Control, Director and other managers: No.

VIII. Share transactions of internal persons and their affiliated persons (Annual report): No.

IX. Other significant issues: No.

Recipients:

- As above,
- BOM,
- Filed, Secretary.

**CHAIRMAN OF THE BOARD
OF MANAGEMENT**



PHAM TRUNG KIEN

