

**MEETING AGENDA ON APRIL 22, 2026**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HANOI - THANH HOA BEER JOINT STOCK COMPANY**

Time	Detailed content	Host
<b>07:30 – 08:30</b>	Welcoming shareholders and delegates attending the Annual General Meeting of Shareholders (AGM)	Organizing Committee
	Distribute meeting documents, Voting cards, Voting ballots, Election ballots	
<b>08:30 – 08:35</b>	Report on the verification of shareholder eligibility	Voter Eligibility Verification Committee
<b>08:35 – 08:40</b>	Opening, Introduction of delegates and introduction of the Meeting Chairman	Organizing Committee
<b>08:40 – 08:50</b>	Introduce the Presidium, Secretariat and vote to approve Vote Counting Committee (also the Election Committee)	Chairman
<b>08:50 – 09:10</b>	Present and vote to approve of the AGM agenda	Chairman
	Present and vote to approve the Meeting Regulations; Voting Regulations at the Meeting; Regulations on nomination, candidacy, election of additional members of the Board of Directors, Board of Supervisors (term 2026 – 2031)	
<b>09:10 – 10:00</b>	<i>1. Report of the Board of Directors on the 2025 Operation and 2025 Plan</i>	Chairman
	<i>2. Report of the Executive Board on the 2025 Business results and 2025 Business plan</i>	
	<i>3. Report of the Board of Supervisors in 2025 and Plan in 2026.</i>	
	<i>4. Proposal regarding Approval of the 2025 Audited Financial Statement.</i>	
	<i>5. Proposal regarding Approval of the 2025 Profit Distribution Plan</i>	
	<i>6. Proposal regarding Approval of the 2026 Profit Plan and the Proposed Profit distribution;</i>	
	<i>7. Proposal regarding Approval of the remuneration for the Board of Director' members; Board of Supervisors; BOD Secretary; Salary of executive managers in 2025; Remuneration payment plan in 2026</i>	
	<i>8. Proposal regarding Selection of an independent auditing firm to audit semi-annual and full-year financial statements for 2026.</i>	
	<i>9. Proposal regarding Approval of the 2026 contract between the Company and Hanoi Beer Alcohol and Beverage Joint Stock Corporation</i>	
	<i>10. Proposal regarding Approval of the dismissal of 02 members of the Board of Directors due to the end of the term and electing 02 additional members of the Board of Directors for the 2026 - 2031 term</i>	
	<i>11. Approval of the dismissal of a member of the Board of Supervisors due to the end of the term and electing an additional member of the Board of Supervisors for the 2026 - 2031 term</i>	
<b>10:00 – 10:05</b>	Instructions for voting and election.	
<b>10:05 – 10:20</b>	Discuss voting contents (Shareholders have opinions to speak)	Chairman

**MEETING AGENDA ON APRIL 22, 2026**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
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<b>Time</b>	<b>Detailed content</b>	<b>Host</b>
<b>10:20 – 10:30</b>	Conduct voting on matters at the Meeting and Elections	Shareholders, Vote Counting Committee
<b>10:30 – 10:50</b>	Counting of voting ballots and election ballots	Vote Counting Committee
	Teabreak	
<b>10:50 – 11:00</b>	Announcement of Voting results and Election	Vote Counting Committee
<b>11:00 – 11:10</b>	Present Draft Minute and Draft Resolution of the Meeting.	Secretary
	Vote to approve the Draft Minute; Draft Resolution of the Meeting	Chairman
<b>11:10 – 11:15</b>	Summary and Closing of the Meeting	Chairman

Thanh Hoa, April 22 , 2026

**MEETING REGULATIONS  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
HANOI - THANH HOA BEER JOINT STOCK COMPANY**

*Pursuant to:*

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;*
- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *The Charter of Hanoi - Thanh Hoa Beer Joint Stock Company.*

The 2026 Annual General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company is organized and implemented according to the following Regulations:

**Article 1. Shareholders and authorized representatives of shareholders attending the General Meeting of Shareholders**

1. Shareholders of the Company whose names are on the list of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company as of March 23, 2026 provided by Vietnam Securities Depository and Clearing Corporation (VSDC) or legally authorized representatives of those shareholders (hereinafter referred to as "Delegate/Voter") have the right to attend and vote at the General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company;
2. Voters must be present at the specified time and register with the General Meeting's Organizing Committee before entering the Meeting room;
3. Voters attending after the meeting has started may still register and have the right to vote immediately after registration. The chairman is not responsible for stopping the meeting to allow shareholders, authorized representatives of shareholders or people authorized to attend the meeting who attend late to register and the validity of the contents previously voted on remains unchanged;
4. During the General Meeting, shareholders must comply with the instructions of the Presidium, behave civilly, politely and maintain order;
5. Voters must keep the documents confidential, properly follow the regulations on using and preserving documents, not copy or record them for people outside the General Meeting; not record, film or audi the meeting without permission from the Presidium;





6. Authorization to attend the General Meeting of Shareholders: Shareholders who have the right to attend the General Meeting of Shareholders according to the provisions of law may authorize individuals or organizations to attend on their behalf. Authorization for representatives to attend the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 16 of the Company's Charter.

## **Article 2. Chairman of the General Meeting**

1. The General Meeting has 01 Chairman of the General Meeting who is the Chairman of the Board of Directors. The Chairman of the General Meeting can invite 02 other members to participate.

### **2. Duties of the Chairman:**

- a. Conduct the activities of the Company's General Meeting of Shareholders according to the program approved by the General Meeting of Shareholders;
- b. Guide voters and the General Meeting to discuss the contents of the program;
- c. Draft and conclude necessary issues for the General Meeting to vote on;
- d. Respond to shareholder inquiries;
- e. The decision of the Presidium on matters of order, procedure or events arising outside the agenda of the General Meeting shall be final.

## **Article 3. General Meeting's Secretariat**

1. The Secretariat of the General Meeting consists of 02 people introduced by the Chairman of the General Meeting and approved by the General Meeting. The Secretariat is responsible to the Presidium and the General Meeting of Shareholders for its duties and is under the direction of the Presidium.

### **2. Duties of the Secretariat:**

- a. Assist the Presidium in announcing draft documents, conclusions, Resolutions of the General Meeting and notices of the Presidium sent to shareholders when requested;
- b. Receive and review shareholders' opinions forms and submit them to the Presidium for decision;
- c. Record fully and honestly all the content of the General Meeting and the issues approved or noted by the shareholders in the Minutes of the General Meeting;
- d. Draft Resolutions on issues approved at the General Meeting.

## **Article 4. Voter Eligibility Verification Committee**

1. The Voter Eligibility Verification Committee of the General Meeting consists of 03 people, the Head of the Board of Supervisors of the Company is the Head of the Voter Eligibility Verification Committee. The Voter Eligibility Verification Committee is responsible to the Presidium and the General Meeting of Shareholders for its duties.

### **2. Duties of the Voter Eligibility Verification Committee.**

- a. The Voter Eligibility Verification Committee of the General Meeting is responsible for examining the eligibility and status of shareholders and shareholder representatives attending the meeting.
- b. The Head of the Voter Eligibility Verification Committee reports to the General Meeting of Shareholders on the situation of shareholders attending the meeting. If the shareholders entitled to attend who present at the General Meeting represent more than 50% of the total voting



shares of all shareholders entitled to vote, the General Meeting of Shareholders of the Company shall be held.

#### **Article 5. Vote Counting Committee**

1. The General Meeting's Vote Counting Committee consists of 03 people: 01 Head of the committee and 02 members introduced by the General Meeting Chairman and approved by the General Meeting.

2. Duties of the Vote Counting Committee:

a. Manage and accurately determine the voting results on each content to be voted on at the General Meeting;

b. Promptly notify the secretary of the voting results;

c. Review and report to the General Meeting any violations of voting rules or complaints about voting results;

d. Conduct the election at the General Meeting and announce the election results;

e. The Vote Counting Committee must prepare the Vote Counting Record and be responsible to the Presidium and the General Meeting of Shareholders when performing its duties.

#### **Article 6. Discussion at the General Meeting**

1. Principle:

a. Discussions shall only be conducted within the prescribed time and within the scope of the contents in the agenda of the General Meeting of Shareholders;

b. Shareholders who have comments to discuss register the content on the Discussion Registration Form and submit it to the Meeting Secretary;

c. The Meeting Secretary will arrange the Discussion Registration Forms (if any) of shareholders in order of registration and forward them to the Presidium;

d. Shareholders who need to speak or debate should raise their hands and can only speak when the Presidium agrees. The content of the speech should be concise and avoid repetition.

2. Responding to shareholders' opinions:

a. Based on the shareholder's Discussion Registration Forms, the Chairman or a member designated by the Chairman will answer the shareholder's opinions;

b. In case of time constraints, questions that are not answered directly at the General Meeting will be answered directly in writing by the Company.

#### **Article 7. Voting to approve contents at the General Meeting**

All matters requiring voting in the agenda and contents of the General Meeting of Shareholders must be discussed and voted on publicly at the General Meeting of Shareholders, either by raising voting cards or by secret ballot under the direction of the Presidium.

#### **Article 8. Resolutions and Minutes of the General Meeting of Shareholders**

The Resolution and Minutes of the General Meeting must be read before the closing of the General Meeting.

Resolutions and Minutes of the Meeting must be voted on by Voting cards.

#### **Article 9. Implementation of the Regulations**

Shareholders and authorized representatives attending the General Meeting must strictly comply with the Regulations at the General Meeting of Shareholders. Shareholders who violate

these Regulations will be considered by the Presidium and disciplined according to the Company's Charter and the Law on Enterprises.

*This Charter has 09 articles and takes effect immediately after being approved by the Company's General Meeting of Shareholders.*

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Bui Trung Thang**





*Thanh Hoa, April 22, 2026*

**VOTING REGULATIONS**  
**AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HANOI - THANH HOA BEER JOINT STOCK COMPANY**

*Pursuant to:*

- Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents
- Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents
- The Charter of Hanoi - Thanh Hoa Beer Joint Stock Company.

The 2026 Annual General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company will vote to approve the contents according to the following regulations:

**Article 1. Subjects of voting**

Shareholders owning voting shares of the Company whose names are on the list of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company as of March 23, 2026 provided by Vietnam Securities Depository and Clearing Corporation (VSDC) or legally authorized representatives of such shareholders (hereinafter collectively referred to as "Delegate/Voter") are entitled to attend and vote at the General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company.

**Article 2. Principles**

1. Except for the election of the member of the Board of Supervisors, which will be presented in the Regulations on nomination, candidacy, election of additional members



of the Board of Directors, Board of Supervisors (Term 2026 - 2031), the following reports and proposals will be presented at the General Meeting and voted on by the General Meeting of Shareholders using voting ballots:

- a. Report of the Board of Directors on the 2025 Operation and 2026 Plan
- b. Report of the Executive Board on the 2025 Business results and 2026 Business plan
- c. Report of the Board of Supervisors in 2025 and Plan in 2026
- d. Proposal: Other proposals as per the meeting agenda approved by the General Meeting of Shareholders.

The matters requiring approval by Voting ballots will be clearly identified and specified in each voting ballot sent to each shareholder.

2. The method of electing the Board of Directors and Board of Supervisors' member will be presented in the Regulations on nomination, candidacy, election of additional members of the Board of Directors, Board of Supervisors (Term 2026 - 2031) which will be approved by the General Meeting of Shareholders at the General Meeting.

3. Except for the matters specified in Clauses 1 and 2 of this Article, all other issues at the General Meeting will be approved by voting cards.

### **Article 3. Voting cards/Voting ballots**

Voting cards/Voting ballots are printed by Hanoi - Thanh Hoa Beer Joint Stock Company and sent directly to Voters and/or authorized representatives at the Meeting (attached with the Meeting documents). Each voter and/or authorized representative is provided with 01 set of Voting cards and Voting ballots. The Voting cards/Voting ballots clearly state the registration number ("Voter code"), full name, number of voting shares of that voter and are stamped.

### **Article 4. Voting method**

*When voting at the General Meeting, delegates vote to approve the contents by the following methods:*

#### **❖ Voting card raising method:**

- For voting issues by raising Voting Cards, each issue brought before the General Meeting under the authority of the General Meeting of Shareholders is asked for opinions in the following order:

- + Approve (agreement) with the content just submitted;
  - + Disapprove (disagreement) with the content just submitted;
  - + Abstain (no opinion) on the content just submitted.
- When voting at the Meeting, the voters raise their Voting cards high towards the

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Presidium.

- In case a voter does not raise the Voting Card in all three votes of approval, disapproval and abstention on an issue, it is considered as *Approve (agreement) with that content.*

- In case a voter raises the Voting Card all three times or two out of three times voting Approve and/or Disapprove and/or Abstain on an issue, *the voting result will be recorded at the last raising of the card.*

❖ **Voting method by Voting Ballot:** Voters vote by choosing one of three options: Approve, Disapprove, Abstain printed on the Ballot by marking “x” or “√” for each content of the Report and Proposal at the General Meeting that needs to be voted on. Then, put the ballot into the box prepared by the Vote Counting Committee according to the instructions of the Vote Counting Committee. *The ballot must be signed and clearly state the full name of the voter.*

- After completing the voting on all the contents that need to be voted on at the Meeting, the delegates cast their votes into the ballot box that has been sealed at the Meeting according to the instructions of the Ballot Counting Committee.

a. **Validity of Voting Ballot:** *A valid voting ballot is a ballot in the pre-printed form issued by the Meeting’s Organizing Committee, without erasures, scratches, or tears, without any additional content other than the regulations for this ballot, and must have a signature, below which must be the full handwritten name of the attending delegate.*

- On the Voting Ballot, the voting content is valid when the delegate selects one of the three voting options: Approve, Disapprove, Abstain. *Invalid voting content* is content for which the delegate *does not mark any voting box or marks more than one voting box for the same voting content* or content that does not comply with the regulations of valid voting content. *If a valid voting ballot has one or more invalid voting contents, the remaining valid contents will still be counted in the voting result for that valid content.*

- **Invalid ballot:**

- + Additional content added to the Voting Ballot;
- + Voting ballots do not follow the pre-printed form issued by the Meeting’s Organizing Committee;
- + If the ballot does not have the Company's red seal or has been erased, scratched, torn, or has additional content written outside the regulations for the Voting Ballot, then all voting content on the Voting Ballot is invalid.
- + The ballot does not have full signatures and does not clearly state the full name of the voter;



- + The ballot contains all invalid voting contents;
- + The ballot is submitted after the Vote Counting Committee has opened the sealed ballot box.

Note: In case the Voting ballot is erased, torn, or scraped, the voter can request the Meeting's Organizing Committee to exchange a new ballot after submitting the old ballot and this must be completed before the expired time for voting in the ballot box as prescribed by the Meeting's Chairman.

**b. *Announcement of voting results:*** After completing the voting on all the prescribed contents, the Vote Counting Committee will proceed to count the votes and the Head of the Vote Counting Committee will notify the General Meeting of the voting results and transfer the voting results to the Secretariat to record in the Minutes of the Meeting.

#### **Article 5. Minimum percentage required for voting**

1. Resolutions on the following contents shall be approved if approved by shareholders representing 65% or more of the votes of all shareholders attending and voting at the meeting:

- a. Types of shares and total number of shares of each type;
- b. Change of industry and business field;
- c. Change the company's management structure;
- d. Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements;
- e. Reorganization, dissolution of the company;

2. Other resolutions are approved when approved by the number of voters owning/or representing ownership of more than 50% (fifty percent) of the total number of votes of all shareholders attending and voting at the meeting (except for the voting content according to Clause 3, Clause 5 and Clause 6, Article 21 of the Company's Charter).

3. The election of members of the Board of Directors, Board of Supervisors must be carried out in accordance with the Regulations on nomination, candidacy, and election of additional members of the Board of Directors, Board of Supervisors (term 2026-2031) approved by the General Meeting of Shareholders at the meeting.

#### **Article 6. Vote Counting Committee**

- The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting of Shareholders. Candidates participating in the candidacy or nomination (in case of election) are not allowed to participate in the Vote Counting Committee.
- The Vote Counting Committee is responsible for:



- + Disseminate principles, rules, and instructions on voting methods;
  - + Check and record voting results, prepare minutes of vote counting, announce results; transfer the Minutes to the Chairman for approval of voting and election results;
  - + Promptly notify the Secretary of the voting results;
  - + Conduct elections at the Meeting and announce election results.
- The Vote Counting Committee counting committee must prepare the vote counting Record and be responsible to the Presidium and the General Meeting of Shareholders when performing its duties.

#### **Article 7. Complaints**

- Complaints about ballot counting will be resolved by the Chairman of the meeting and recorded in the Minutes of the General Meeting of Shareholders.

#### **Article 8. Implementation of the Regulations**

- This Regulation consists of 8 articles and is publicly announced to the General Meeting of Shareholders for approval. The contents not specified in detail in this Regulation shall be uniformly applied according to the provisions of the Company's Charter, the Law on Enterprise 2020 and current legal documents of the State.

**O/B. THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Bui Truong Thang**

Thanh Hoa, April 22, 2026

**REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION  
OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS,  
BOARD OF SUPERVISORS  
(Term 2026 – 2031)**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;*

- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*

- *Charter of Hanoi - Thanh Hoa Beer Joint Stock Company.*

Regulations on nomination, candidacy, and election of additional members of the Board of Directors, Board of Supervisors (term 2026-2031) at the 2026 Annual General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company as follows:

**I. Explanation of terms/abbreviations**

- Company : Hanoi - Thanh Hoa Beer Joint Stock Company
- BOD : Board of Directors
- BOS : Board of Supervisors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Voters/Delegates : Shareholders, authorized representatives of shareholders

**II. Chairman at the General Meeting**

The Chairman at the General Meeting is responsible for presiding over the election with the following specific tasks:



- Introduce the list of nominees for the Board of Directors, Board of Supervisors;
- Preside over the vote to approve the List of nominations and candidacies;
- Resolve election complaints (if any);

### III. Election principles

- Comply with the provisions of Law and the Company's Charter.
- The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting. Members of the Vote Counting Committee may not be on the list of nominees or candidates for the Board of Directors, Board of Supervisors.

### IV. Numbers, terms and criteria for membership of the Board of Directors, Board of Supervisors

#### 1. Numbers, terms and criteria for membership of the Board of Directors

1.1. Number of additional members of the Board of Director elected : 02 member (In case the General Meeting of Shareholders approves the Proposal regarding: Approval of the dismissal of 02 members of the Board of Directors due to the end of the term and electing 02 additional members of the Board of Directors for the 2026 - 2031 term.

1.2. Term of office of newly elected Board of Directors members: 2026 - 2031.

1.3. Maximum number of Board of Directors candidates: Unlimited

1.4. Candidates for the Board of Directors must satisfy the Standards and conditions of Board of Directors members as prescribed in Clause 1, Article 155 of the Enterprise Law 59/2020/QH14, Article 275 of the Decree 155/2020/ND-CP dated December 31, 2020, Clause 78, Article 1 of the Decree 245/2025/ND-CP dated September 11, 2025, and Clause 4, Article 27 of the Company's Charter, specifically:

- a. Full civil act capacity and not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Has professional qualifications and experience of business administration or in the company's business lines or sectors, and is not necessarily required to be a shareholder of the company, unless otherwise provided in the Company's Charter.
- c. Has good health, good moral character, honesty, integrity, and a sound understanding of the law.
- d. A member of the Board of Directors must not concurrently serve as a member of the Board of Directors or the Members' Council of more than 05 (five) other companies.

In addition, an independent member of the Board of Directors must satisfy the Standards and conditions set out in Clause 2, Article 155 of the Law on Enterprises.

#### 2. Numbers, terms and criteria for membership of the Board of Supervisors

2.1. Number of additional members of the Board of Supervisors elected: 01 member (In case the General Meeting of Shareholders approves the Proposal regarding: Approval of the dismissal of a member of the Board of Supervisors due to the end of the term and electing an additional member of the Board of Supervisors for the 2026 - 2031 term).

2.2. Term of office of newly elected Board of Supervisors members: 2026 - 2031.

2.3. Maximum number of Board of Supervisors candidates: Unlimited



2.4. Candidates for the Board of Supervisors must satisfy the Standards and conditions of Supervisors as prescribed in Clause 1, Article 169 of the Enterprise Law 59/2020/QH14, Article 286 of the Decree 155/2020/ND-CP dated December 31, 2020, and Clause 2, Article 38 of the Company's Charter, specifically:

- a. 21 years of age or older, with full civil act capacity and not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business operations of the enterprise;
- c. Not a family member of a member of the Board of Directors, Director and other managers;
- d. Not a company manager; not necessarily a shareholder or employee of the company, otherwise provided in the Company's Charter;
- e. Not working in the accounting or finance department of the Company;
- f. Not a member or employee of an independent auditing firm that audited the company's financial statements in the previous 3 consecutive years. Good health, good moral character, honesty, integrity, understanding and awareness of law compliance, and professional capacity and qualifications in finance, accounting and business administration.

#### V. Nomination and Candidacy as a candidate for the Board of Directors, Board of Supervisors

Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors, Board of Supervisors at the following ratio:

Percentage of voting shares (%)	Maximum number of nominees (people)
From 5% to less than 10%	01
From 10% to less than 30%	02
From 30% to less than 50%	03
From 50% to under 65%	04
65% or more	05

#### VI. Application for nomination and candidacy for election to the Board of Directors (BOD), Board of Supervisors (BOS)

##### 1. Nomination documents for Board of Directors, Board of Supervisors

- Shareholders/groups of shareholders specified in Section V of this Regulation can apply for election to the Board of Directors, Board of Supervisors.
- Application documents for candidacy and nomination of candidates for election to the Board of Directors, Board of Supervisors include:
  - + Nomination form or Candidacy form for the BOD/BOS (*in the prescribed form*);
  - + Candidate's resume (*in the prescribed form*);
  - + Notarized copy of one of the following documents of the candidate : ID Card/Passport/ Permanent residence registration;
  - + Certificates of educational and professional qualifications (*if any*);



- + Minutes of Meeting of the group nominating candidates for the Board of Directors, Board of Supervisors (if any).
- + Notarized copy of one of the following documents of the shareholder/group of shareholders participating in nominating candidates: ID card/Passport/Permanent residence registration (for individuals), Business registration certificate (for organizations);

*(The form has been posted on the Company's website: <http://biathanhhoa.com.vn/web/>*

*from 01/04/2026)*

- Nominees/candidates for the Board of Director, Board of Supervisors must be responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content in their documents.

## **2. Location and deadline for receiving nomination and candidacy documents**

- Shareholders/groups of shareholders meeting the required conditions may submit nomination/candidacy documents either directly or by post to the Organizing Committee of the Hanoi - Thanh Hoa Beer Joint Stock Company Meeting *before 5:00 p.m. on Monday, April 13, 2026* at the following address: No. 152 Quang Trung, Hac Thanh Ward, Thanh Hoa Province according to the Meeting Announcement (if any).
- In case candidates are nominated by shareholder groups at the General Meeting, please send the nomination documents to the General Meeting Secretary before starting the election process. Only nomination/candidacy documents that meet the nomination/candidacy requirements and candidates that meet the corresponding requirements of the members of BOD/BOS will be included in the list of candidates announced at the General Meeting.

## **VII. Candidate List**

- Based on the Candidacy and nomination documents of shareholders, shareholder groups and the attached documents of the candidates, the Secretary of the General Meeting will prepare a list of candidates who meet the prescribed conditions to elect additional members of BOD/BOS.
- In case within the deadline for receiving nomination and candidacy documents prescribed in Clause 2, Section VI of this Regulation, the number of candidates for BOD/BOS of through nomination and candidacy is still not enough, then: The incumbent BOD/BOS shall nominate additional candidates. The nomination of candidates by the incumbent BOD/BOS must be clearly announced and must be approved by the General Meeting of Shareholders before the election according to the provisions of the Company's Charter and Internal Regulations on corporate governance.
- The list of candidates for BOD/BOS shall have their full names written on the ballot.

## **VIII. Election method**

- Implement by cumulative voting method *(According to Clause 5, Article 21 of the Company's Charter)*;
- Accordingly, each voter has a total number of votes corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of elected members of BOD/BOS approved by the General Meeting of Shareholders.
- Voters can cast all their votes for one person or several people, but not exceeding the number of members of the BOD/BOS approved by the General Meeting of Shareholders.



- In case of additional candidates appearing on the day of the General Meeting, the General Meeting agrees to record the full name of the new candidate on the ballot before putting it in the ballot box.

## **IX. Election Ballot**

### **1. Contents of the Election Ballot**

- The Election ballot for the election of the Board of Directors/Board of Supervisors (hereinafter referred to as "ballot") is a ballot containing the voter code, full name of the voter, number of votes owned, number of votes authorized, total number of votes represented, total number of votes for members of BOD/BOS and stamped with the Company's seal. In which:  
 + "Total number of representative votes": is understood as the number of votes with voting rights including the number of votes owned by the Voter and/or authorized by one or more other Voter;  
 + "Total number of votes for members of BOD/BOS": is understood as the total number of representative votes multiplied (x) by the number of elected members of BOD/BOS.
- Each voter will be given 01 Election ballot for the Board of Directors and 01 Election ballot for the Board of Supervisors. When given the ballot, the voter must check the information on the ballot, if there is any error, the ballot must be immediately notified to the Vote Counting Committee.
- "Equal and even Cumulative Voting" is a method of cumulative voting where Delegates concentrate their total votes for one (01) candidate or distribute them equally among the maximum number of candidates required for the Board of Directors/Supervisory Board. Following equal distribution, the number of votes for each candidate shall be rounded down to the nearest whole unit. Any remaining fractional votes (if any) shall be discarded.

### **2. Instructions for Filling Out the Election Ballot**

Each Election ballot allows voting for a maximum number of members of BOD/BOS as specified in Clause 1, Section IV of this Regulation (for ballot of BOD) and in Clause 2, Section IV of this Regulation (for ballot of BOS). Voter shall cast their votes according to the following guidelines:

- Case 1: If the voter casts all votes for one (01) candidate or distributes votes equally among several candidates:  
 The voter marks the checkbox in the "Equal and Even Cumulative Voting" column for the selected candidates.
- Case 2: If the delegate casts votes unequally for multiple candidates:  
 The delegate shall clearly write the number of votes cast (not exceeding the total number of votes of the delegate) in the "Number of votes" column for that candidate.
- Case 3: If the voter does not vote for any candidate:  
 The delegate leaves the ballot blank, WITHOUT MARKING OR WRITING any symbol in the "Equal Cumulative Voting" column and the "Number of Votes" for all candidates.  
**Note:** In case the voter both ticks the box "Equal Cumulative Voting" and writes a number in the checkbox "Number of votes", the result shall be determined according to the number of votes written in the checkbox "Number of votes".

### **3. Validity and invalidity of election ballots**



- Valid election ballot: is an election ballot according to the pre-printed form issued by the organizing committee, without erasures, scratches, or any other content other than the regulations for the election ballot (except for adding the full name of the additional election candidate and being on the election list approved by the Meeting); must have the signature and full name of the attending delegate.
- The following ballots will be considered invalid:
  - + The ballot includes additional information (except for the full name of the additional election candidate who is included in the election list approved by the Meeting);
  - + Ballots filled out using a pencil;
  - + Ballots that have crossed out the candidates' names;
  - + Ballots that do not follow the pre-printed form issued by the Organizing Committee, do not have the company's seal, or have been erased, scratched, edited, or have additional content written outside the regulations for the ballot;
  - + The number of candidates elected by the voters is greater than the number of members of BOD/BOS approved by the General Meeting of Shareholders for election;
  - + The ballot has the total number of votes for the candidate of the delegate not equal to the "Total number of votes for the members of BOD/BOS" is recorded on the ballot;
  - + Ballots are submitted after the Vote Counting Committee has opened the sealed ballot box;
  - + The ballot does not have full signatures and does not clearly state the full name of the attending delegate.

#### 4. Voting and Counting

- In case of errors, voters can contact the Vote Counting Committee to request a new ballot and must return the old ballot (before putting it in the ballot box).
- Voters put their ballots into sealed ballot boxes supervised by the Vote Counting Committee. The ballots must be signed and clearly state the full name of the delegate.
- After the voting is over, the counting of votes will be conducted under the supervision of the Board of Directors or shareholder representative.
- The Ballot counting committee is responsible for making Vote Counting Minutes, announcing the results and, together with the Chairman, resolving questions and complaints from voters (if any).
- Ballots after being counted will be stored according to regulations.

#### 5. Principles for selecting candidates *(According to Clause 5, Article 21 of the Company's Charter)*

- Elected members of BOD/BOS are determined by the number of votes from high to low, starting with the candidate with the highest number of votes until the required number of members is reached.
- In case there are two (02) or more candidates receiving the same number of votes for the final member of BOD/BOS, a re-election will be held among candidates with an equal number of votes.

- If the first election results do not have enough members BOD/BOS, elections will be held until the required number of members are elected.
- The result of the additional election of members of the Board of Directors for the 2026 - 2031 term shall only take effect after the 2026 Annual General Meeting of Shareholders approves the Regulations on nomination, candidacy, election of additional members of the Board of Directors, Board of Supervisors (Term 2026 - 2031), and approves of the dismissal of 02 members of the Board of Directors due to the end of the term and electing 02 additional members of the Board of Directors for the 2026 - 2031 term.
- The result of the additional election of members of the Board of Directors for the 2026 - 2031 term shall only take effect after the 2026 Annual General Meeting of Shareholders approves the Regulations on nomination, candidacy, election of additional members of the Board of Directors, Board of Supervisors (Term 2026 - 2031), and approves of the dismissal of a member of the Board of Supervisors due to the end of the term and electing an additional member of the Board of Supervisors for the 2026 - 2031 term.

#### **X. Effective Implementation**

- This Regulation comes into effect immediately upon approval by the General Meeting of Shareholders.
- This Regulation will expire when the 2026 Annual General Meeting of Shareholders of Hanoi - Thanh Hoa Beer Joint Stock Company ends.
- Above is the entire regulation on nomination, candidacy, election of additional members of the Board of Directors, Board of Supervisors (Term 2026 - 2031) at the Company's 2026 Annual General Meeting of Shareholders.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

**O/B. THE BOARD OF DIRECTORS  
CHAIRMAN**



**Bui Truong Thang**



HANOI BEER ALCOHOL AND BEVERAGE  
JOINT STOCK CORPORATION  
HA NOI - THANH HOA BEER  
JOINT STOCK COMPANY  
No.: 06/BC-HĐQT-THB

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Thanh Hoa, March...05.., 2026

## REPORT OF THE BOARD OF DIRECTORS ON THE 2025 OPERATION AND 2026 PLAN

The Board of Directors (BOD) presents to the Annual General Meeting of Shareholders the results of the Board of Directors' operations in 2025. The plan for 2026 is as follows:

### I. BUSINESS PERFORMANCE RESULTS IN 2025.

#### 1. Business Operation results in 2025:

No.	Items	Unit	Actual 2024	Plan 2025	Actual 2025	Actual 2025/ Actual 2024 (%)	Actual 2025/ Plan 2025 (%)
I	Net revenue from sale of goods and rendering of services (Consolidated)	Billion VND	1,624.58	1,693.79	1,677.57	103.26	99.04
II	Total payment to the State budget	Billion VND	299.46	302.04	265.17	88.55	87.79
III	Consolidated profit after tax	Billion VND	3.81	3.86	4.26	111.86	110.46
IV	Dividends	%	2.50	2.00	2.50 (expected)	100.00	125.00

Consolidated net revenue from sale of goods and rendering of services reached 99.04% of the plan; increased by 3.26% over the same period.

Total payment to the State budget reached 87.79% of the plan; decreased by 11.45% over the same period.

Consolidated profit after tax reached 110.46% of the plan; increased by 11.86% over the same period.

Expected dividend for 2025: 2.5% (two point five percent), while the plan approved by the 2025 General Meeting of Shareholders was 2.0% (achieving 125.0% of the plan).

#### 2. Summary of Board of Directors' meetings.

In 2025, the Board of Directors held 08 meetings to decide on matters within its authority and approved the following main contents:

- + Unanimously approved the policy to implement the signing of guarantee issuance contracts with credit institutions for purchasing and trading Hanoi beer products at HABECO Central Trading Company Limited.
- + Approved the plan of organizing the 2025 Annual General Meeting of Shareholders on April 25, 2025.
- + Decided on issues to be submitted to the 2025 Annual General Meeting of Shareholders for consideration and approval.
- + Approved the contents of the reports and proposals to be implemented at the 2025 Annual General Meeting of Shareholders. *Issues under the authority of the General Meeting of Shareholders : were voted and approved at the General Meeting on April 25, 2025.*
- + Approved the settlement of salary fund implemented in 2024 and the 2025 Salary Plan Fund.
- + Unanimously approved the bonus payment level from the 2024 Company management board Bonus Fund for units and individuals.
- + Unanimously approved the Auditing Firm for the Semi-annual and Full-Year Financial Reports 2025 of Ha Noi - Thanh Hoa Beer Joint Stock Company.
- + Unanimously approved the policy of terminating the operation of Thanh Hoa Beer Hotel Branch - Thanh Hoa Beer Joint Stock Company.
- + Unanimously approved the policy of purchasing industrial steam from external suppliers to serve the production process of Hanoi - Thanh Hoa Beer Joint Stock Company
- + Unanimously approved the dividend payment time in accordance with the Resolution of 2025 General Meeting of Shareholders.
- + Unanimously approved and promulgated: "The Salary & Wage Regulations of Hanoi - Thanh Hoa Beer Joint Stock Company.
- + Approved the execution of the 2026 Sales and Purchase Agreement between Beer - Alcohol - Beverage Packaging Joint Stock Company and Hanoi - Thanh Hoa Beer Joint Stock Company.
- + Approved the execution of the 2026 Sales and Purchase Agreement between HABECO Packaging Joint Stock Company and Hanoi - Thanh Hoa Beer Joint Stock Company.
- + Approved the execution of the 2026 Technology Transfer and Trademark License Agreement for "Bia hoi Ha Noi" between Hanoi Beer - Alcohol - Beverage Joint Stock Corporation (HABECO) and Hanoi - Thanh Hoa Beer Joint Stock Company.
- + Approved the execution of the 2026 Warehouse Lease Agreement between Hanoi - Thanh Hoa Beer Joint Stock Company and HABECO Central Trading One Member Company Limited.

**3. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors .**



+ At the General Meeting of Shareholders on April 25, 2025, the General Meeting approved the remuneration levels for non-professional members of the Board of Directors (BOD) at the following levels:

- Chairman of the Board of Directors: 8,000,000 VND/month
- Members of the Board of Directors: 5,000,000 VND/month

+ Members of the Board of Directors holding concurrent positions in the executive apparatus: Received remuneration and salary according to the Company's regulations.

+ Operating expenses of the Board of Directors in 2025: Complied with the Board of Directors' Operating Regulations and the Company's Internal Expenditure Regulations.

*(The detailed summary of the Board of Directors' remuneration expenses has been disclosed in the audited 2025 Financial Report)*

**4. Report on transactions between the company, subsidiaries, companies in which the public company controls fifty percent (50%) or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the three (03) years preceding the time of the transaction.**

In 2025, the Company has the following transactions:

a. Transaction between the Company and Hanoi Beer Alcohol and Beverage Joint Stock Corporation:

- Purchase of raw materials such as Malt, Houblon, 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): 62.7 billion VND.

- Sale of bottled and canned beer products (processed beer products) to Hanoi Beer Alcohol and Beverage Joint Stock Corporation. Total transaction value (cost of goods sold): 86.3 billion VND

- Fee for Technology Transfer and Transfer of the Right to Use the "Bia hoi Hanoi" trademark: 0.4 billion VND.

b. Transaction between the Company and HABECO Central Trading Company Limited:

- Warehouse lease contract. Total transaction value up to December 31, 2025 is 1.5 billion VND.

#### **5. Selection of auditing firm**

Pursuant to the authorization of the 2025 Annual General Meeting of Shareholders, the Board of Directors selected NVA Auditing Company Limited as the auditor of the Company's 2025 financial statements, ensuring full compliance with applicable laws.

#### **6. Activities of the Board of Directors**

The Board of Directors operates in compliance with the Company's Charter and the Law on Enterprises, following the principle of democratic centralism, ensuring both



leadership role and the individual accountability of each member. In 2025, the Board of Directors closely followed the Resolutions of the General Meeting of Shareholders and the actual business situation in performing its duties, specifically:

*- Coordination between the Board of Directors and the Executive Board:*

+ Directed the preparation of the 2025 business plan and other plans for submission to the General Meeting of Shareholders; prepared contents, successfully organized the 2025 Annual General Meeting of Shareholders.

+ Provided comments and guidance at meetings of the Executive Board; timely coordinated to adopt solutions for adjusting production and business activities; and created the most favorable conditions for the Executive Board to proactively carry out business operations in order to achieve the planned targets.

*- Coordination between the Board of Directors and the Board of Supervisors:*

+ The Board of Directors coordinated with the Board of Supervisors to strengthen supervision, management, directing the Company to implement the approved plans on the basis of full compliance with applicable laws and the Company's Charter.

+ In addition, the Board of Directors supervised the completion and timely submission of periodic financial statements, the 2025 annual report, and information disclosure documents within its authority.

**7. Results of supervising for Directors and other Executives.**

**7.1. Supervising results for the Director:**

- Correctly performed the duties and powers of the Director as prescribed in the Law on Enterprises and the Charter of Hanoi - Thanh Hoa Beer Joint Stock Company.

- The Director organized the implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors; managed all production and business activities and investment work.

- Proactively and regularly reported and sought guidance from the Board of Directors, ensuring leadership and direction in all areas of the Company's operations in accordance with the law, State policies and regulations and the Company's Charter.

- The company director has proactively built and reorganized the sales of beer products under the company's brand, initially bringing economic efficiency.

- As Chairman of the Trading Company, the company director has focused on management: orienting the change in the method of selling Boxed draft beer products, reducing labor to increase productivity, and reducing costs for the following years. Increasing the consumption output of HABECO products in 04 Central provinces.

**7.2. Supervising results for other Executives:**

- The Executive Board properly performed the assigned functions and tasks. Performed well the advisory function for the Director, helping the Director of the company to manage and operate to complete the tasks well.



- The coordination of tasks of each member of the Executive Board was discussed at meetings, thereby creating unity and consistency in direction and implementation.
- Providing and disclosing information according to regulations on production and business results for listed Joint Stock Companies: was carried out regularly and fully according to regulations.
- The Executive Board complied with the implementation of reporting on assigned tasks and consulted on issues under the authority of the Board of Directors, ensuring leadership, direction, and operation of the company's activities in accordance with the provisions of law, State policies, and the Company's Charter.

## II. BOARD OF DIRECTORS' PLAN IN 2026:

By 2026, the global economy and Vietnam's economy continue to be affected by geopolitical conflicts, trade wars, and ongoing difficulties in production and business activities. Workers' income, in general, is decreasing, and spending is focused on essential issues. Facing these risks, to carry out the leadership duties in 2026, The Board of Directors of the Company establishes the following operating direction:

### 1. Production and business plan, with main targets:

No.	Target	Unit	Implementation 2025	Plan 2026	Plan 2026/ Implementation 2025 (%)
1.	Net revenue from sale of goods and rendering of services (Consolidated)	Billion VND	1,677.57	1,723.58	102.74
2.	Total payment to the State budget	Billion VND	265.17	289.97	109.35
3.	Profit after tax (Consolidated)	Billion VND	4.26	4.06	95.33
4.	Dividends	%	2.50 (expected)	2.50	100.00

### 2. Corporate Governance:

Implement and perform well the tasks of the Resolution of General Meeting of Shareholders and the Board of Directors.

Perform well the inspection and supervision of the Executive Board's activities, ensuring compliance with legal regulations and the Company's Charter.

Apply digitalization 4.0 in production management.


Focus on reform to increase investment efficiency, reduce operating costs, to increase productivity and business efficiency.

Focus on innovation, equipment improvement, product quality enhancement.

Focus resources on maintaining and developing markets, build reasonable and effective sales policies.

Research and expand into additional business lines that match the company's advantages.

Above is the report on the Board of Directors' performance in 2025 and the direction and tasks for 2026. The Board of Directors respectfully presents and requests the General Meeting of Shareholders to review, comment and give opinions so that the Board of Directors' operations can become more and more effective.

Sincerely thanks! 

O/B. THE BOARD OF DIRECTORS

CHAIRMAN  
  
  
Bùi Trương Thang

C.P.  
★



Thanh Hoa, March...<sup>05</sup>..., 2026

No.: <sup>07</sup>.../BC- KHVT-THB

## REPORT OF THE EXECUTIVE BOARD

*On the 2025 Business results and 2026 Business plan*

### A. 2025 BUSINESS RESULTS

#### I. GENERAL SITUATION

Business and production activities were significantly affected by legal regulations on the consumption of alcoholic beverages and participation in traffic after consuming alcohol.

Weather conditions in 2025 were unfavorable: Thanh Hoa and the Central Region were affected by major storms, causing landslides and flooding. These weather impacts had a substantial effect on sales activities, particularly in Thanh Hoa Province and mountainous districts and towns.

The Company's products faced increasingly intense competition in the market, especially in the segments of draft beer and low-priced canned beer.

In 2025, under the close direction of the Board of Directors and the Executive Board, and with the efforts of employees at both units, considerable efforts were made in production and business activities.

#### II. IMPLEMENTATION RESULTS

No.	Indicators	Unit	Actual 2024	2025		Actual 2025/ Actual 2024	Actual 2025/ Plan 2026
				Plan	Actual		
			1	2	3	4=3/1	5=3/2
1	Net revenue from sale of goods and rendering of services (Consolidated)	Tỷ đồng	1,624.58	1,693.79	1,677.57	103.26	99.04
2	Total payment to the State budget	Tỷ đồng	299.46	302.04	265.17	88.55	87.79
3	Consolidated profit before tax	Tỷ đồng	5.94	4.83	6.12	102.90	126.77
4	Consolidated profit after tax	Tỷ đồng	3.81	3.86	4.26	111.86	110.46



+ *Net revenue from sale of goods and rendering of services (Consolidated) reached: 1.677,57 billion VND; increased by 52.98 billion VND compared to the same period; achieved 99.04% of the plan.*

+ *Consolidated pre-tax profit reached: 6.12 billion VND; increased by 0.18 billion VND compared to the same period; achieved 126.77% of the plan.*

+ *Consolidated profit after tax reached: 4.26 billion VND; increased by 0.45 billion VND compared to the same period; achieved 110.46% of the plan.*

+ *Total payment to the State budget: 265.17 billion VND; decreased by 34.29 billion VND over the same period; achieved 87.79% of the plan.*

### **III. ASSESSMENT OF PRODUCTION AND CONSUMPTION SITUATION.**

#### ***1. Production activities***

The Company proactively reviewed and adjusted its production organization plans to ensure meeting demand during peak months, remained flexible in arranging and reallocating personnel from other departments to maintain continuous production operations.

The Company is currently implementing the bottle-picking robot package to enhance the level of automation; The project to separate the industrial wastewater collection system for the entire Company has been completed and is pending acceptance. Completed the installation of the fire prevention and firefighting system.

As the production lines and equipment were invested in a long time ago, many items have required repair and maintenance, increasing maintenance and repair costs.

Overall, the Company's production organization continued to meet market demand and customer orders effectively, ensuring the achievement of its production and business targets during the period.

#### ***2. Sales and market activities***

- In 2025, Thanh Hoa and the Central Region faced major storms and widespread floods; especially post-storm flooding had a wide-ranging impact, greatly affecting the transportation and consumption of products.

- In townships and small towns, intense competition in bottled beer and canned beer occurred at major sales points in the ON channel, with volume being shared due to the presence of various product types at one sales point;

- In the mountainous areas of the province: low-priced canned beer lines directly competed with Thanh Hoa bottled and canned beer lines. For bottled and canned beer lines at the same or higher prices, competitors applied major promotional policies maintained over a long period.

- In 2025, the Company carried out sales activities outside the province for Thanh Hoa branded canned beer/draft beer products.

- The Company effectively implemented the programs directed by the General Corporation for HABECO products at the Central Region Company. Hanoi canned beer

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products are branded products, so consumption was favorable and increased compared with the same period.

#### B. 2026 BUSINESS PRODUCTION PLAN

No.	Indicators	Unit	Implementation in 2025	Plan in 2026	Plan 2026/ Implementation 2025 (%)
1	Net revenue from sale of goods and rendering of services (Consolidated)	Billion VND	1,677.57	1,723.58	102.74
2	Total payment to the State budget	Billion VND	265.17	289.97	109.35
3	Consolidated profit before tax	Billion VND	6.12	5.08	83.06
4	Consolidated profit after tax	Billion VND	4.26	4.06	95.33

#### Implementation solutions:

Focus on upgrading equipment investment: bottle-grabbing robots, upgrading Box and Keg filling machines in order to improve productivity and product quality.

Convert to using Biomass boilers to minimize environmental emissions.

Apply digital transformation in the production process, warehouse management, and sales to increase efficiency and reduce operating costs.

Negotiate raw material contracts to obtain the best prices. Strengthen cost-saving efforts and minimize waste in production.

Carry out training to improve workers' and engineers' skills in new technology, quality management, and occupational safety.

Orient research and development of bottled and canned beer lines to meet consumption trends; further research new products on the basis of utilizing the existing production line system and equipment.

Focus on redesigning labels for local bottled and canned beer lines to improve product image.

Seek additional out-of-province partners for sales. Maintain export contracts in existing markets and seek additional export markets as well as domestic markets.

Strengthen customer relationships and inspire pride in Thanh Hoa beer.

Above is the report on the 2025 business results and 2026 business plan.



*Nguyễn Kiên Cường*



Thanh Hoa, March..05.., 2026

## REPORT OF THE BOARD OF SUPERVISORS IN 2025 AND PLAN IN 2026

- Pursuant to the Law on Enterprises, Charter of Hanoi - Thanh Hoa Beer Joint Stock Company;
- Pursuant to the duties and rights specified in the Company's Governance Charter;
- Pursuant to the Audit Report of NVA Auditing Company Limited;
- Pursuant to the Company's Financial Reports for 2025;

Our Board of Supervisors includes:

- **Mr. Nguyen Duy Ha:** Head of the Board of Supervisors
- **Mr. Tran Duc Giang:** Member of the Board of Supervisors
- **Mr. Nguyen Minh The:** Member of the Board of Supervisors

The Board of Supervisors reports to the Annual General Meeting of Shareholders (AGM) the results of inspection and supervision of the Company's operations in 2025 as follows:

### A/ GENERAL ACTIVITIES

#### 1. Key activities:

- Supervised the operations of the Board of Directors and the Executive Board, and participated in the meetings of the Board of Directors;
- Supervised financial activities and the preparation of the Company's financial statements;
- Supervised compliance with the law, adherence to the Charter, and implementation of the Resolutions of the General Meeting of Shareholders; handled complaints from shareholders and related parties within the authority of the Board of Supervisors.
- Coordinated well with Listing management units in monitoring and managing Shareholders according to the list, regularly supervised the dividend payment situation to Shareholders according to the Resolution of the Annual General Meeting of Shareholders.



- Updated information on the stock exchange, especially the stock codes of the Beer, Alcohol and Beverage industry for more documents and reference information.

## **2. Unified contents:**

- Agreed with the financial statements prepared and audited by the Company in 2025;
- Agreed with The Board of Directors to select NVA Auditing Company Limited to audit the company's financial statements in 2025.
- Agreed on main contents at Board of Directors meetings;
- The Company's operations in 2025 complied with the provisions of law and the Charter.
- The company strictly complied with regulations on information disclosure for companies listed on the Hanoi Stock Exchange. Managers and internal shareholders strictly complied with regulations on information disclosure when trading THB shares.
- Quarterly, semi-annual and annual separate financial statements were published on time.
- The General Meeting of Shareholders was held in accordance with regulations. Dividends were paid to shareholders within 06 months from the date of closing of the Annual General Meeting of Shareholders.

## **3. Financial monitoring results**

- The Company prepared and published periodic financial reports in accordance with the regulations of the State Securities Commission and the Hanoi Stock Exchange. The semi-annual financial statement and the 2025 financial statement were reviewed and audited by an independent auditing company in accordance with current regulations.
- The 2025 financial statements presented fairly and fairly the financial situation as of December 31, 2025, the results of business operations, and cash flows during the year, in accordance with the current Vietnamese Enterprise Accounting Regime and relevant legal regulations.
- The allocation of funds and remuneration for the Board of Directors and the Board of Supervisors during the year complied with the Resolution of the 2025 Annual General Meeting of Shareholders.
- Pursuant to the review of the Company's 2025 Financial Report data, the Board of Supervisors confirms the following issues:
  - + Charter capital: 114,245,700,000 VND.
  - + Total shares: 11,424,570 shares (par value 10,000 VND).

Charter capital structure according to the latest closing list by holding ratio is as follows:

- + HABECO shareholders: 6,283,510 shares, account for 55%
- + Foreign shareholders: 707,961 shares, account for 6.19%



+ Domestic shareholders: 4,443,099 shares, account for 38.81%

Basic financial indicators:

No.	Indicators	Unit	Implementation 2024	Plan 2025	Implementation 2025
1	Net revenue	Billion VND	1,624.58	1,693.79	1,677.57
2	Profit before tax	Billion VND	5.94	4.83	6.12
3	Total payment to the State budget	Billion VND	299.46	302.04	265.17
4	Dividend	%	2.5%	2%	2.5%

**4. Supervising results for members of the Board of Directors & Executive Board.**

- Up to now, the Board of Supervisors has not recorded any cases of violations of regulations on responsibilities and obligations of the Company's managers. Transactions with managers and related persons are fully disclosed according to regulations.

- The Board of Directors and the Executive Board have also supported and facilitated the Board of Supervisors to perform its functions. The Board of Supervisors has received all documents and invitations to attend the meetings of the Board of Directors and has attended the meetings of the Board of Directors.

**5. Coordination among the Board of Supervisors, Board of Directors, Directors and Shareholders.**

According to their respective functions, duties and powers, the Board of Directors - Executive Board - Board of Supervisors and shareholders maintained a relationship of management and supervision, respecting and creating conditions for one another to jointly fulfill their duties.

- In 2025, the Board of Supervisors coordinated with and received good cooperation from shareholders, the Board of Directors, the Executive Board, and managers in functional departments, creating conditions by providing sufficient information and documents necessary for the inspection and supervision activities of the Board of Supervisors.

- The activities of the Board of Supervisors were carried out in accordance with regulations on organization and operation, in compliance with the laws, the Company's Charter, and the Resolutions of the General Meeting of Shareholders.



- In 2025, the Board of Supervisors held 02 periodic meetings on January 30, 2025 and June 27, 2025. The quarterly meetings of the Board of Supervisors were attended by all members. The meetings reviewed the implementation of the recommendations of the Board of Supervisors in each period; the Board of Supervisors unified its evaluation opinions on the results of the Company's semi-annual and full-year business operations.

**6. Remuneration, operating expenses and other benefits of the Board of Supervisors and its members.**

Implemented in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders:

Chairman of the Board of Supervisors: 4,000,000 VND/month.

Members of the Board of Supervisors: 3,000,000 VND/month.

**7. Report on transactions between the company, subsidiaries, companies in which the public company holds control of over fifty percent (50%) or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the most recent three (03) years prior to the time of the transaction.**

The Company had the following transactions:

**a/ Transactions between the Company and Hanoi Beer - Alcohol - Beverage Joint Stock Corporation:**

- Purchase of raw materials for the production of processed beer and licensed beer.

- Sale of bottled beer and canned beer products (processed beer products) to Hanoi Beer - Alcohol - Beverage Joint Stock Corporation.

- Fee for Technology Transfer and Transfer of the Right to Use the "Ha Noi Beer" trademark.

**b/ Transactions between the Company and HABECO Central Trading One Member Company Limited:**

Lease of warehouse to HABECO Central Trading One Member Company Limited.

**B/ BOARD OF SUPERVISORS ACTIVITIES PLAN IN 2026**

- Review the regulations, rules and internal management documents issued by the Company.



- Check the implementation of state regulations, resolutions issued by the General Meeting of Shareholders and the Board of Directors.
- Review financial reports and implementation of business production plans in 2026
- Supervise the signing and implementation of economic contracts and investment projects.
- Participate in meetings of the Board of Directors and coordinate to organize the General Meeting of Shareholders well.
- Update information on regulations of the State Securities Commission and Hanoi Stock Exchange, so that the unit can properly disclose information to ensure the rights of investors.

#### **C/ RECOMMENDATIONS OF THE BOARD OF SUPERVISORS.**

- 2026 is considered to be another difficult year for the Company due to the impact of macro policies and regulations prescribed by the State, the competitive situation among brands in the industry, and the domestic situation with many unfavorable contexts for production and business. Therefore, the Board of Directors and the Executive Board of the Company need to proactively propose appropriate business plans; reduce costs both inside and outside production, research and develop appropriate markets, and ensure the completion of the set plan;
- The Board of Supervisors recommends that the Board of Directors and the Executive Board continue to improve the management apparatus, review internal regulations and rules to ensure compliance with the company's actual operations and current Law provisions;
- Focus on improving the corporate governance level of the company's key staff, directing and coordinating between functional departments to increase competitiveness in the market, increasingly meeting the strict regulations of the Law on Enterprises, Law on Securities, etc.
- The Board of Directors and the Executive Board need to research and develop the market and brand for products under the brands of Hanoi Beer and Thanh Hoa Beer to develop market share, increase consumption output and improve the efficiency of the Company's production and business activities;
- There needs to be a long-term plan for training and fostering young and high-quality human resources according to the trend of the times and the development trend of the Company as a foundation for internal management.
- Review and properly implement procedures and processes for consulting and reporting according to the Regulations on management of HABECO's representatives at member companies with capital contributions from HABECO. Strictly comply with and actively coordinate with the specialized departments/offices of the Corporation in reviewing and approving periodic financial reports according to the Financial Supervision Regulations.



- Internal documents, regulations, and periodic reports issued at the Company and one-member companies must be simultaneously sent to the Board of Supervisors as soon as possible to grasp the situation and propose solutions to protect the rights of shareholders and employees.

- During one year of operation of the term, according to their functions, tasks and powers, the Board of Directors - Executive Board - Board of Supervisors carry out the management and inspection relationship, respect and create conditions to jointly complete the tasks.

The Board of Supervisors would like to sincerely thank the Board of Directors, the Executive Board, the Departments of Hanoi - Thanh Hoa Beer Joint Stock Company and the shareholders of Thanh Hoa Beer for cooperating and creating favorable conditions for the Board of Supervisors to complete the assigned tasks.

**O/B. THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD**



**NGUYEN DUY HA**



Thanh Hoa, March...05.., 2026

**PROPOSAL**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Re:**

- Approval of the 2025 Audited Financial Statement;
- Approval of the 2025 Profit Distribution Plan;
- Approval of the 2026 Profit Plan and the Proposed Profit distribution;
- Approval of the remuneration for the Board of Director' members; Board of Supervisors; BOD's Secretary; Salary of executive managers in 2025; Remuneration payment plan in 2026.

*Pursuant to:*

- Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;
- Pursuant to the 2025 Financial Statements (separate and consolidated) audited by NVA Auditing Company Limited;
- Pursuant to the Resolution of the Board of Directors meeting of Hanoi - Thanh Hoa Beer Joint Stock Company dated March 05, 2026;

Board of Directors of Hanoi Beer Joint Stock Company - Thanh Hoa presents to the General Meeting of Shareholders the key indicators of the audited 2025 Financial Statements; 2025 Profit Distribution Plan; 2026 Profit Plan and the Proposed Profit distribution; Approval of the remuneration for the Board of Director' members; Board of Supervisors; BOD's Secretary; Salary of executive managers in 2025; Remuneration payment plan in 2026. Specifically, as follows:

**I. 2025 Audited Financial Statement**

The Board of Directors submits to the General Meeting of Shareholders the audited separate financial statements and consolidated financial statements in 2025 of Hanoi - Thanh Hoa Beer Joint Stock Company, independently audited by NVA Auditing Company Limited. In which, the key indicators are as follows:

**a. Balance sheet**



No.	Indicators	Unit	Parent company	Consolidated
	<b>TOTAL ASSETS</b>			
A	Current assets	VND	160,805,720,357	234,115,120,467
B	Non-current assets	VND	75,436,562,312	64,090,367,762
	<b>TOTAL ASSETS</b>	VND	<b>236,242,282,669</b>	<b>298,205,488,229</b>
	<b>CAPITAL RESOURCES</b>			
A	<b>LIABILITIES</b>	VND	<b>84,952,566,199</b>	<b>150,175,442,039</b>
I	Current liabilities	VND	71,821,246,845	136,317,622,685
II	Non-current liabilities	VND	13,131,319,354	13,857,819,354
B	<b>OWNERS' EQUITY</b>	VND	<b>151,289,716,470</b>	<b>148,030,046,190</b>
I	Equity	VND	150,899,716,470	147,640,046,190
	- Contributed Owner's equity	VND	114,245,700,000	114,247,700,000
II	Funding sources	VND	390,000,000	390,000,000
	<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	VND	<b>236,242,282,669</b>	<b>298,205,488,229</b>

**b. Business results**

No.	Indicators	Unit	Parent company	Consolidated
1	Total accounting profit before tax	VND	3,808,813,505	6,116,940,059
2	Total accounting profit after tax	VND	2,457,617,038	4,263,741,939
	<i>-In which: Profit after tax from the subsidiary transferred to the parent company</i>	VND		1,806,124,901
3	Total accounting profit after tax distributed	VND		4,263,741,939

**II. 2025 Profit distribution plan:**

2.1 Distributed profit in 2025 is: 4,263,741,939 VND

2.2 Retained profit from last year: 0 VND

2.3 Total distributed profit in 2025 is: 4,263,741,939 VND

2.4 Profit distribution in 2025 is as follows:

No.	Indicators	Unit	Amount
	Total profit distributed in 2025	VND	4,263,741,939
	<b>Distribution:</b>		
1.	Bonus and Welfare fund	VND	1,030,599,439
	In which:		
	- Hanoi - Thanh Hoa Beer Joint Stock Company	VND	786,736,052
	- Habeco Central Trading Company Limited	VND	243,863,387

2.	Executive Management Bonus	VND	377,000,000
	In which:		
	- Hanoi - Thanh Hoa Beer Joint Stock Company	VND	192,500,000
	- Habeco Central Trading Company Limited	VND	184,500,000
A	Profit distributed to shareholders: Dividend payment of 2.5% (Resolution of the 2024 General Meeting expected is 2.0%).	VND	2,856,142,500

The Board of Directors respectfully proposes that the General Meeting of Shareholders approve the payment of cash dividends and authorizes the Board of Directors to decide the payment time and make the payment. Cash dividend payment plan:

- Dividend payout ratio: 2.5% (two point five percent)
- Total dividend payment : 2,856,142,500 VND
- Dividend payment date: before October 22, 2026.

### III. 2026 Profit Plan and the Proposed Profit distribution

#### 3.1 Profit plan

No.	Indicators	Unit	Total Amount
1	Total accounting profit before tax	VND	5,080,912,140
2	Corporate income tax expense	VND	1,016,182,428
3	Total accounting profit after tax	VND	4,064,729,712

#### 3.2 Proposed Profit distribution:

No.	Indicators	Unit	Total Amount
1	Total profit before tax in 2025	VND	5,080,912,140
2	Profit after tax	VND	4,064,729,712
2.1	Proposed profit distribution	VND	4,064,729,712
<b>Distribution</b>			
a	Bonus and Welfare fund	VND	804,587,212
	In which:		
	- Hanoi - Thanh Hoa Beer Joint Stock Company	VND	624,217,661
	- Habeco Central Trading Company Limited	VND	180,369,551
b	Executive Management Bonus	VND	404,000,000
	In there:		
	- Hanoi - Thanh Hoa Beer Joint Stock Company	VND	218,000,000
	- Habeco Central Trading Company Limited	VND	186,000,000
c	Expected dividend 2,5 % (two percent)	VND	2,856,142,500



IV. Approval of the Remuneration for the Board of Directors' members; Board of Supervisors; BOD's Secretary in 2025; Salary of executive managers in 2025; Remuneration payment plan in 2026.

**4.1 Report on remuneration payment for the Board of Directors and Board of Supervisors in 2025 according to the Resolution of the 2025 Annual General Meeting of Shareholders**

+ Board of Directors, BOD's Secretary:

- Chairman of the Board of Directors: 8,000,000 VND/month
- BOD's members: 5,000,000 VND/month
- BOD's Secretary: 3,000,000 VND/month

+ Board of Supervisors:

- Head of Board of Supervisors: 4,000,000 VND/month
- BOS's Members: 3,000,000 VND/month

+ Total remuneration paid to the Board of Directors and Board of Supervisors' members in 2025 is: 456,000,000 VND

+ Total remuneration paid to the Secretary of the Board of Directors in 2025 is: 36,000,000 VND (Calculated in the Salary Fund).

**4.2 Report on salary payment for executive managers in 2025 (Director, Deputy Director, Chief Accountant and Head of the Board of Supervisors)**

Total salary payment for executive manager is: 1,541,964,000 VND.

**4.3 Remuneration payment plan for Board of Directors' members; Board of Supervisors; BOD's Secretary in 2026:**

+ *Board of Directors and Board of Directors' secretary:*

- Chairman of the Board of Directors: 8,000,000 VND/month
- Members of the Board of Directors: 5,000,000 VND/month
- BOD's Secretary : 3,000,000 VND/month (Paid from the Salary Fund)

+ *Board of Supervisors:*

- Head of the Board of Supervisors: 4,000,000 VND/month
- Members of the Board of Supervisors: 3,000,000 VND/month


*Remuneration is paid once a month, payment time is from the 15th to the 20th of each month.*



With the above report content, the Board of Directors of Hanoi - Thanh Hoa Beer Joint Stock Company respectfully requests the General Meeting to consider:

1. Approval of the 2025 Financial statements (seperated and consolidated) of Hanoi - Thanh Hoa Beer Joint Stock Company audited by NVA Auditing Company Limited;
2. Approval of the 2025 Profit distribution plan and dividend payment as proposed;
3. Approval of the 2026 Profit plan and proposed profit distribution, dividend payment as proposed;
4. Approval of Remuneration for members of the Board of Directors (BOD), the Board of Supervisors (BOS), and the BOD's secretary; Salary of executive managers in 2025; Remuneration payment plan in 2026.

**Recipients:**

- 2026 GMA;
- Board of Directors, Board of Supervisors of the Company;
- Archived: Office, Board of Directors. 

O/B. THE BOARD OF DIRECTORS  
CHAIRMAN  
  
Bùi Trường Thang



HANOI BEER ALCOHOL AND  
BEVERAGE JOINT STOCK  
CORPORATION  
HANOI - THANH HOA BEER  
JOINT STOCK COMPANY

No. 34/TTr-THB

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Thanh Hoa, March...<sup>05</sup>..., 2026

## PROPOSAL

### 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Re: Selection of an independent auditing firm to audit semi-annual and full-year financial statements for 2026**

**Dear: GENERAL MEETING OF SHAREHOLDERS**

***Pursuant to:***

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents*
- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 providing guidance on corporate governance applicable to public companies, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025, and its guiding documents;*
- *Charter of Hanoi - Thanh Hoa Beer Joint Stock Company;*

The Board of Directors of Hanoi - Thanh Hoa Beer Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the list to select the units to audit and review the semi-annual and full-year financial statements for 2026, which are independent auditing organizations on the list approved by the State Securities Commission to audit public-interest entities in the securities sector in 2026 (the "*Approved Auditing Organizations*"); at the same time, assign the Board of Directors to select one of the auditing companies listed on the above list of Approved Auditing Organizations to audit and review the semi-annual and full-year financial statements for 2026; assign the Director of the Company to sign a contract to provide auditing services with the selected auditing company.



Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Best regards./.

***Recipients:***

- 2026 General Shareholders' Meeting;
- Board of Directors, Board of Supervisors of the Company;
- Archived: Office, Board of Directors.

**O/B. BOARD OF DIRECTORS**

**CHAIRMAN**



**Bui Trương Thang**





## PROPOSAL

### **Re: Approval of contract between the Company and Hanoi Beer Alcohol And Beverage Joint Stock Corporation**

***Pursuant to:***

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;*
- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *Charter of Hanoi - Thanh Hoa Beer Joint Stock Company;*
- *The fact that Hanoi Beer - Alcohol - Beverage Corporation (HABECO) is a shareholder holding 55.0% of the Company's capital.*

In order for the signing of contracts and transactions with HABECO to be carried out in accordance with the provisions of Article 167 of the Enterprise Law 2020 dated June 17, 2020, the Board of Directors respectfully submits to the General Meeting the following matters:

1. Approval of the 2026 Sales Contract executed with Hanoi Beer Alcohol And Beverage Joint Stock Corporation, and the continued implementation of the contract (pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders).

2. Approval of the draft of the 2027 Sales Contract with HABECO (*attached hereto*). Assign the Company Director to organize the execution of the above contract, ensuring compliance with the provisions of the Law, Charter, Regulations, internal regulations and in accordance with the actual production and business situation of the company.



Respectfully submit to the General Meeting of Shareholders for approval of the above matters.

***Recipients:***

- 2026 Shareholders' Meeting;
- HABECO's Board of Directors;
- Members of the Board of Directors and Board of Supervisors of the Company;
- Archived: Office, Board of Directors.

**O/B. BOARD OF DIRECTORS**

**CHAIRMAN**



**Bui Truong Thang**





**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

**SALES CONTRACT**

**No: /HABECO – HTH**

*Pursuant to the Civil Code No. 91/2015/QH13 passed by the 13th National Assembly of the Socialist Republic of Vietnam on November 24, 2015, effective from January 1, 2017;*

*Pursuant to the Commercial Law No. 36/2005/QH11 passed by the 11th National Assembly of the Socialist Republic of Vietnam on June 14, 2005, effective from January 1, 2006;*

*Pursuant to the Law on Intellectual Property No. 50/2005/QH11 passed by the 11th National Assembly of the Socialist Republic of Vietnam on November 29, 2005, effective from July 1, 2006;*

*Pursuant to the Law on Product and Goods Quality No. 05/2007/QH12 passed by the 12th National Assembly of the Socialist Republic of Vietnam on November 21, 2007, effective from July 1, 2008;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021,*

Based on the capabilities and needs of both Parties,

Today, [date] at **183 Hoang Hoa Tham, Ngoc Ha Ward, Hanoi City**, we include:

**PARTY A: HANOI BEER ALCOHOL AND BEVERAGE JOINT STOCK CORPORATION**

Head office : **183 Hoang Hoa Tham, Ngoc Ha Ward, Hanoi City**

Phone : 84.024.38453843; Fax: 84.024.37223784

Account : 1500201055412 Vietnam Bank for Agriculture and Rural Development - Hanoi Branch.

Tax code : 0101376672

Representative : **Mr. Tran Thuan An** Position: **Deputy General Director**

(According to Power of Attorney No. 128/GUQ- HABECO dated May 17, 2021 of the General Director)

**PARTY B : HANOI - THANH HOA BEER JOINT STOCK COMPANY**

Head office : **152 Quang Trung, Hac Thanh Ward, Thanh Hoa Province**

Phone : 0237.3852503 Fax: 0237.3853270

Account : 119 0000 19541 Vietnam Joint Stock Commercial Bank for Industry and Trade - Sam Son branch.

Tax code : 2800791192

Representative : **Mr. Nguyen Kien Cuong** Position: **Director**

***The two Parties agree to sign the Contract with the following terms:***

**Article 1: General principles**

1.1. Party A and Party B shall organize the production of products (as specified in Article 2 of this Contract) according to the technology and brand name registered for intellectual property protection of Party A (hereinafter referred to as Hanoi Beer branded-products bearing the Hanoi Beer). In which:

1.1.1. Party A provides documents related to the production process of Party B. Party A controls Party B in carrying out the production process of products under the Hanoi Beer brand of Party A at Party B.

1.1.2. Party B organizes production and ensures product quality according to Party A's requirements.

1.1.3. Party A sells to Party B raw materials that are decisive to the quality of products under the Hanoi Beer brand of Party A.

1.2. Party B shall sell to Party A the entire quantity of products that have been confirmed by Party A to be of good quality at the agreed price. The quantity of products that are not confirmed by Party A to be of good quality shall be handled according to regulations.

1.3. Party A authorizes Transport Companies and/or Trading Companies to deliver and receive finished beer and keg bottles with Party B. Party A notifies Party B lists individuals signing on behalf of the buyers on Party B's value-added tax invoice.

1.4. Depending on the time and financial capacity, Party B will support product consumption and brand development for Party A.

**Article 2: Product name and quality**

2.1. Product name: - Bottled/canned beer.....

2.2. Quality:

The quality of products under the Hanoi Beer brand produced by Party B must comply with the regulations of Party A:

- Documents on quality standards in the document system ISO.
- The Product Quality Declaration is posted and updated on the website: <https://www.habeco.com.vn> of Party A.

**Article 3: Purchase and sale price of raw materials and finished beer**

3.1. For finished beer: The price unit of the product that Party B sells to Party A is the price unit including the excise tax that Party B must pay according to current regulations of the State.

The basis for determining the price for calculating excise tax shall be notified in writing by Party A to Party B at each period. When there is a change in the price unit, the two parties will agree with each other in the Contract Appendix.

3.2. For raw materials:

The location of delivery of raw materials is at Party A or Party B according to the agreement between the two parties. When there is a change in price unit or types, the two parties will agree and sign an additional Contract Appendix.

**Article 4: Conditions, terms and methods of payment**



#### 4.1. Payment conditions:

4.1.1. For finished beer: Party A shall pay Party B after satisfying the following 2 conditions:

- Products manufactured according to Party A's order are ready for delivery and meet quality standards.
- Party A receives valid VAT invoice and Beer export list from Party B.

4.1.2. For raw materials: Party B shall pay Party A after Party B receives raw materials and valid VAT invoices from Party A.

#### 4.2. Payment terms and methods:

4.2.1. For finished beer: Party A shall pay Party B by bank transfer to Party B's account, maximum 30 working days from the date Party A receives Party B's valid payment documents or offsets the sale of raw materials to Party B.

4.2.2. For raw materials: Party B shall pay Party A by bank transfer to Party A's account, maximum 30 working days from the date Party B receives Party A's valid VAT invoice or offset the sale of finished beer to Party A.

4.2.3. The payment of offsets at points 4.2.1, 4.2.2 and other payments (if any) between the two Parties shall be based on the Debt Offset Reconciliation Minutes. The remaining value shall be paid by bank transfer.

4.2.4. Payment terms may be changed by written agreement of both parties.

#### 4.3. Payment method: Offset debt or transfer in VND.

### **Article 5: Location and process of delivery of finished beer/bottles**

5.1. Delivery location: At Party B's warehouse and/or Party A's warehouse.

5.2. Delivery process: Implemented according to the regulations of both parties.

#### 5.3. Shipping and handling costs:

5.3.1. In case of delivery at Party B's warehouse: Party B is responsible for paying the cost of loading and unloading goods and products onto and off Party A's means of transport at Party B's warehouse.

5.3.2. In case of delivery at Party A's warehouse: Party B is responsible for paying the cost of loading and unloading goods at Party B's warehouse and the cost of transporting goods to Party A's warehouse.

### **Article 6: Rights and responsibilities of each Party**

#### **6.1. Rights of Party A:**

6.1.1. Adjust the quantity of products to increase or decrease, depending on the actual consumption situation.

6.1.2. Inspect and supervise Party B on the entire production process of products under the Beer brand of Party A.

6.1.3. Send staff to Party B to implement technical supervision of the production of Party A's products.

6.1.4. Require Party B to properly implement the terms of this Contract.

6.1.5. Other rights as stipulated in this Contract.

**6.2. Responsibilities of Party A:**

6.2.1. Notify Party B of the monthly production plan before the 17th of the previous month. Carry out production management and daily transportation of finished beer/bottles.

6.2.2. Purchase the entire quantity of products confirmed by Party A to be of good quality and produced by Party B according to Party A's Order.

6.2.3. Pay debts as prescribed in Article 4 of this Contract.

6.2.4. Perform the responsibilities specified in this Contract and its annexes.

**6.3. Rights of Party B:**

6.3.1. Request Party A to provide documents on product quality standards, raw materials, additives, chemicals, packaging to produce and package products under Party A's Beer brand.

6.3.2. Require Party A to sell raw materials in the correct quantity, quality, time and location as agreed by both Parties.

6.3.3. Request Party A to pay debts in accordance with the provisions of Article 4 of this Contract.

6.3.4. Request Party A to instruct on the implementation of the Contract and at the same time properly implement the provisions of the Contract.

6.3.5. Other rights as stipulated in this Contract.

**6.4. Responsibilities of Party B:**

6.4.1. Prepare and monitor monthly production plans in accordance with regulations in HD.01/KH.

6.4.2. Organize production according to technological processes and technological security requirements.

6.4.3. Preserve finished beer and raw materials in the warehouse according to Party A's standards. Provide guidance on monitoring products under Party A's Beer brand. The warehouse must have the capacity to ensure the Production Plan and comply with Party A's regulations.

6.4.4. Notify Party A of failure to ensure the delivery plan of finished beer and receipt of raw materials.

6.4.5. Be subject to inspection and supervision by Party A on the entire process of producing beer under Party A's brand.

6.4.6. Send payment documents to Party A monthly and pay debts according to the provisions of Article 4 of this Contract.

6.4.7. Party B is responsible for preserving and returning pallets and pallet covers to Party A's Supplier (pallets and pallet covers are items used to contain cans and can covers during transportation from Party A's Supplier specializing in manufacturing and supplying cans and can covers to Party B to produce Party A's branded Beer products). In case Party B loses pallets and pallet covers, Party B is responsible for paying



compensation corresponding to the value of the number of pallets and pallet covers that Party B loses by transferring money to Party A's account at the prescribed price unit.

6.4.8. Submit periodic reports (before the 5th of the following month):

- Report on importing bottles and crates; importing and exporting circulating pallets (including importing and exporting to Trading companies and between manufacturing companies);
- Report confirming the quantity of finished products in stock that Party A sends to Party B's warehouse

6.4.9. Do not use the technological process of producing products under the brand name of Party A to produce any other brand of beer.

6.4.10. Handle substandard products according to Party A's instructions.

6.4.11. Party B is responsible for updating the import and export inventory data of main raw materials specified in the Appendix of the Contract, processing products, and finished products daily on Party A's SAP - ERP system (system login account provided by Party A).

6.4.12. Perform the responsibilities specified in this Contract and its appendices.

## **Article 7: Violations and penalties**

### ***7.1. Trademark infringement:***

Any use of Party A's intellectual property rights protected by law other than the production of products specified in Article 2 of this Contract shall be considered a violation (except in cases where Party A has prior written consent). If Party B violates, it shall be subject to the following penalties:

- 1st violation: Suspend production until there is written approval to resume production from Party A.
- 2nd Violation: Termination of Contract.

### ***7.2. Violations of quality, quantity, process and regulations:***

#### ***7.2.1. Quality violations***

a. Arbitrarily changing the transferred technology process. If violating, Party B will be fined at the following levels:

- The first violation: Fine ..... million VND, suspend production until Party B terminates/cancels this violation.
- The second violation: Termination of Contract.

b. Using raw materials and additives that do not meet the technical standards specified by Party A. If Party B violates, it will be fined at the following levels:

- The first violation: fine of ..... million VND, suspend production until Party B terminates/cancels this violation.
- The second Violation: Termination of Contract.

c. Causing loss or distortion of the quantity of materials under Party A's exclusive trademark but failing to explain the reason. The fine ranges from..... to.... million VND/1 time of making a record.

d. Violations in frequency of inspection, analysis, sampling, and sample sending are warned more than twice, the third time will be issued a record. Fine .... million VND/record.

e. Violations of data reporting regulations, being warned more than 2 times, the 3rd time will be issued a record. Fine .... million VND/1 record.

f. If defective products are released to the market and affect the image and brand of Party A such as: beer with foreign objects, underfilled beer, beer mixed with water, Party B will be fined at the following levels:

- First violation: Fine of ..... million VND.

- Second violation: Fine of ..... million VND, production suspension until there is written approval to resume production from Party A.

- Third violation: Termination of Contract.

g. If customers complain about beer being bottled incorrectly, corked incorrectly, or cloudy, Party B will be fined at the following levels:

- The first violation: Fine of ..... million VND.

- The second violation: Fine of ..... million VND, production suspension until there is written approval to resume production from Party A.

- The third violation: Termination of Contract.

h. If the product stored in the safe is not of the correct type or the crates is dirty, ugly, broken, or cracked as specified in the technical requirements and is sent to the warehouse of the Trading Company or the Distributor/Level 1 Agent of the Trading Company imports the product directly from the warehouse of Party B, affecting the image and brand of Party A, Party B will be fined 10 million VND/time of making a record.

i. Violation of physical and chemical indicators

- If within 01 month there are 03 consecutive batches with unsatisfactory targets, Party A will prepare a record as a basis for Party A to penalize Party B. Penalty level: ..... million VND/time.

j. Violation of microbiological standards

- Finished beer: If not qualified, Party A will create a record as a basis for Party A to punish Party B. Penalty level: ..... million VND/time.

k. Violation of analytical capacity

- If Party B does not meet the criteria when participating in Ring test in the Habeco system at the prescribed frequency, Party B will be fined ..... million VND / 1 unmet target.

#### *7.2.2. Violation of quantity:*

a. Failure to deliver 100% of the quantity of Party A's Beer branded products produced in batches to Party A but keeping them for sale or use for other purposes. Penalty: Fine of ..... times the value of the retained portion at the prescribed price. A third violation will terminate this Contract.



b. Incorrect data between the actual quantity of Beer products produced by Party A and the quantity of products on the books without explaining the reason. Fine of ..... million VND/1 time of making a record.

c. Delivering incorrect quantity or type in the Transportation Plan issued and operated by Party A without explaining the reason or reporting. Penalty: .....% of the total value of incorrectly delivered goods. At the same time, Party B must be responsible for compensating for all costs incurred to remedy the consequences of delivering goods not in accordance with Party A's plan and operation.

#### *7.2.3. Violation of procedures and regulations:*

Failure to comply with the procedures and regulations issued by Party A or failure to properly implement the requirements as notified by Party A, Party A will make a record. Penalty: ..... million VND/1 record.

#### ***7.3. Violation of the obligation to use technological processes outside the scope of beer production as agreed in this Contract:***

Use Party A's beer production technology or beer yeast transferred by Party A to produce beer with other brands. If violated, Party B will be fined at the following levels:

- The first violation: Fine ..... million VND, suspend production until Party B stops the violation.
- The second violation: Termination of Contract.

#### ***7.4. Violations in updating data on SAP software:***

In case Party B distorts the import and export inventory data of main raw materials, processing products, finished products between reality and data on SAP software without explaining the reason or the explanation is not accepted by Party A, Party B must pay a fine of ..... million VND/time.

#### ***7.5. Penalty procedure:***

- Make a record with Party B about the violation. according to the relevant ISO document provisions of Party A.
- Party A shall send a notice to Party B stating the penalty level and implementation period.

#### ***7.6. Payment of fines:***

Payment of fines is included in the debt and offset according to point 4.2.3, clause 4.2, Article 4 of this Contract.

### **Article 8: General terms:**

8.1. The two Parties commit to strictly and fully implement the terms stated in the Contract. If any problems arise during the implementation of the Contract, the two Parties must promptly notify each other and proactively discuss and resolve them on the basis of negotiation to ensure mutual benefits. Any changes or additions must be agreed upon by the two Parties in writing or in an Appendix to the Contract.

8.2. In case of a dispute that cannot be resolved by negotiation between the two Parties, each Party has the right to file a lawsuit with a competent Court for settlement in accordance with the provisions of law.

8.3. Party A has the right to unilaterally suspend and/or terminate the Contract if Party B fails to properly perform or violates the terms(s) of the Contract and/or the Appendices of this Contract, leading to the possibility of causing damage to the brand reputation or product quality of Party A.

8.4. When liquidating the Contract, the two Parties must compare and pay debts related to this Contract as a basis for signing the Contract Liquidation Minutes.

8.5. The Parties warrant that each Party has full legal capacity to enter into and perform the Contract with the other Party. The Parties have obtained and completed all internal legal approval procedures in accordance with the Law and internal regulations of each Party and will maintain the full validity of these approval procedures to enter into and perform this Contract.

#### **Article 9: Validity and number of copies of the Contract**

9.1. The contract is effective from .../...../..... to ..../.../.....

9.2. The Appendices are an integral part of this Contract:

- Appendix 01: Regarding technical and quality issues.
- Appendix 02: Regarding raw materials.
- Appendix 03: Regarding delivery of products, bottles, crates, and raw materials.
- Appendix 04: Regarding the Technical Supervision Engineer for the production of Party A's products.

Other Appendices (if any)

9.3. Party A's internal documents stated in this Contract include:

- Documents on quality standards in the document system ISO;
- QC.05/KT , HD.01/QM, HD.05/QM, HD.04/QM, QC.26/KT.

The Parties agree that the above internal documents are an integral part of this Contract and are valid as a basis for reference and implementation.

9.4. This contract is made in 04 copies, each Party keeps 02 copies. The copies have equal value./.

**PARTY A**

**PARTY B**



HANOI BEER ALCOHOL AND  
BEVERAGE JOINT STOCK  
CORPORATION  
**HANOI - THANH HOA BEER  
JOINT STOCK COMPANY**  
No: 36 /TTr-THB

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Thanh Hoa, March. 05., 2026

## **SHAREHOLDERS MEETING PROPOSAL**

**Re: Approval of the dismissal of 02 members of the Board of Directors due to the end of the term and electing 02 additional members of the Board of Directors for the 2026 - 2031 term**

***Pursuant to:***

- Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;
- Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;
- Charter of Hanoi - Thanh Hoa Beer Joint Stock Company;

***The Board of Directors of Hanoi - Thanh Hoa Beer Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:***

1. Dismissal of Mr. Nguyen Kien Cuong and Mr. Do Truong Giang from the position of member of the Board of Directors due to the end of their terms.

Pursuant to the Resolutions of the 2021 and 2022 Annual General Meeting of Shareholders (Resolution No. 25/NQ-DHĐCD-THB dated April 27, 2021 and Resolution No. 13/NQ-DHĐCD-THB dated April 26, 2022), and pursuant to Clause 2, Article 27 of the Charter of Hanoi - Thanh Hoa Beer Joint Stock Company ("Company Charter"), as of now, Mr. Nguyen Kien Cuong and Mr. Do Truong Giang have completed their terms as members of the Board of Directors under the current tenure.



Accordingly, the Board of Directors of Hanoi - Thanh Hoa Beer Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for approval: dismissing Mr. Nguyen Kien Cuong and Mr. Do Truong Giang from the position of member of the Company's Board of Directors from April 22, 2026.

2. Electing 02 additional members of the Board of Directors for the 2026 - 2031 term

Pursuant to Clause 1 and Clause 2, Article 27 of the Charter of Hanoi - Thanh Hoa Beer Joint Stock Company ("Company Charter"), the General Meeting of Shareholders is required to elect additional members of the Board of Directors to ensure that the Board has 05 members in the Company's Board of Directors, specifically:

- a. Number of additional members of the Board of Directors to be elected: 02 member
- b. Term: 2026 - 2031

Respectfully submit to the Meeting for consideration and approval./.

***Recipients:***

- Annual General Meeting of Shareholders 2026;
- HABECO's Board of Directors;
- Members of the Board of Directors and Board of Supervisors of the Company;
- Archived: Office, BOD.

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Bui Truong Thang**





## **SHAREHOLDERS MEETING PROPOSAL**

**Re: Approval of the dismissal of a member of the Board of Supervisors due to the end of the term and electing an additional member of the Board of Supervisors for the 2026 - 2031 term**

***Pursuant to:***

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;*
- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*
- *Charter of Hanoi - Thanh Hoa Beer Joint Stock Company;*

***The Board of Directors of Hanoi - Thanh Hoa Beer Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:***

1. Dismissal of Mr. Tran Duc Giang from the position of member of the Board of Supervisors due to the end of his term.

Pursuant to the Resolutions of the 2022 Annual General Meeting of Shareholders (Resolution No. 13/NQ-DHĐCD-THB dated April 26, 2022), and pursuant to Clause 1, Article 38 of the Charter of Hanoi - Thanh Hoa Beer Joint Stock Company ("Company's Charter"), as of now, Mr. Tran Duc Giang have completed his terms as member of the Board of Supervisors under the current tenure.

Accordingly, the Board of Directors of Hanoi - Thanh Hoa Beer Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for approval:



dismissing Mr. Tran Duc Giang from the position of member of the Company's Board of Supervisors from April 22, 2026.

2. Electing 01 additional member of the Board of Supervisors for the 2026 - 2031 term

Pursuant to Clause 1, Article 38 of the Charter of Hanoi - Thanh Hoa Beer Joint Stock Company ("Company's Charter"), the General Meeting of Shareholders is required to elect additional members of the Board of Supervisors to ensure that the Board has 03 members, specifically:

- a. Number of additional members of the Board of Supervisors to be elected: 01 member
- b. Term: 2026 - 2031

Respectfully submit to the Meeting for consideration and approval./.

***Recipients:***

- Annual General Meeting of Shareholders 2026;
- HABECO's Board of Directors;
- Members of the Board of Directors and Board of Supervisors of the Company;
- Archived: Office, BOD.

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Bùi Trương Thang**