

SAIGON-BEN TRE BEER JOINT STOCK COMPANY

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**BLA
SAIGON.
BEN TRE**

DOCUMENTS 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Ben Tre, April 20th 2023

Ben Tre, April 20, 2023



AGM 2023 - LIST OF DOCUMENTS
SAI GON - BEN TRE BEER JOINT STOCK COMPANY

1. AGM agenda
2. Working Regulations of the Annual General Meeting of Shareholders in 2023
3. Report of the BOD operation results in 2022 and orientation in 2023
4. Report of the BOS for 2022 performance and 2023 plan
5. Proposal Re: Approval of Changes of business lines
6. Proposal Re: Approval of Amendments to the Charter
7. Proposal Re: Approval of audited financial statements 2022
8. Proposal Re: Selecting the independent auditor for the fiscal year 2023
9. Proposal Re: Contracts and transactions subject to AGM approval 2023
10. Proposal Re: 2022 profit distribution
11. Proposal Re: 2023 profit distribution plan
12. Proposal Re: Settlement of remuneration for the BOD and the BOS in 2022, and planning 2023

Ben Tre, April, 20, 2023



**AGENDA OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS 2023**

1. **Time** : 08:00am, Thursday, April 20, 2023
2. **Place** : The National Assembly Guest House - 10A floor
165 Nam Ky Khoi Nghia Avenue, District 3, HoChiMinh City

TIME	MEETING CONTENTS	PERFORMED BY
08h30 - 09h00	1. Welcome, registration of attending shareholders	Shareholders' eligibility verification Committee
	2. Verify shareholder' eligibility to attend the AGM, distributing AGM documents	
09h00 - 09h20	3. Greetings and introduction.	MC
	4. Reporting of Shareholders' eligibility verification	Shareholders' eligibility verification Committee
09h20-09h25	5. Introducing Chairpersons and Secretaries of the AGM	MC
	6. Approving the AGM agenda	
	7. Approving the AGM working regulations	
09h40 - 10h10	8. Presentation and report	
	Report of the BOD operation results in 2022 and orientation in 2023	Chairperson
	Report of the BOS for 2022 performance and 2023 plan	BOS
	Proposal Re: Approval of Amemdments of business lines	Chairperson
	Proposal Re: Approval of Amendments to the Charter	
	Proposal Re: Approval of audited financial statements 2022	
	Proposal Re: Selecting the independent auditor for the fiscal year 2023	
	Proposal Re: Contracts and transactions subject to AGM approval 2023	
	Proposal Re: 2022 profit distribution	
Proposal Re: 2023 profit distribution plan		
Proposal Re: Settlement of remuneration for the BOD and the BOS in 2022, and planning 2023		
10h10 - 10h30	9. Q&A	Chairperson
10h30 - 10h45	10. Voting	Chairperson
10h45 - 11h15	11. Announcing voting results	Vote Counting Committee
11h15 - 11h30	12. Tea break	
11h30 - 11h40	13. Approving meeting minutes and AGM resolution	Secretary
11h40	14. Closing	Chairperson

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**ORGANIZATIONAL REGULATIONS GENERAL MEETING OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023
SAIGON BEER - BEN TRE JOINT STOCK COMPANY**

Base:

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Charter of Saigon - Ben Tre Beer Joint Stock Company.

In order to ensure that the General Meeting of Shareholders 2023 of Saigon - Ben Tre Beer Joint Stock Company takes place successfully, the Board of Directors (BOD) develops regulations, working principles, behavior and voting in the Congress as follows:

I. PURPOSE

- The organizational regulation is developed to ensure that the order, principles of conduct and voting at the General Meeting of Shareholders 2023 of Saigon - Ben Tre Beer Joint Stock Company take place in accordance with regulations.
- All shareholders, representatives (authorized persons) and guests attending the Company's CEO must comply with and comply with the provisions of this Regulation, the Company's Charter and quy định hiện hành của pháp luật.

II. CONTENTS OF THE REGULATION

1. Conditions for conducting the General Meeting of Shareholders

- The Congress shall be conducted when the number of shareholders/authorized persons representing at least 50% of the total voting shares.
- In case the first meeting is not eligible to proceed as prescribed in Point a Clause 1 Section II; The General Meeting of Shareholders must be convened for the second time within thirty (30) days from the date of the first meeting. The second general meeting of shareholders shall be convened only when there are a number of shareholders and authorized representatives attending the meeting representing at least 33% of the total voting shares.
- In case the second convening meeting is not eligible to proceed as prescribed in Point b Clause 1 Section II; The General Meeting of Shareholders shall be convened for the third time within twenty (20) days from the date of the second meeting, and in this case the General Meeting of Shareholders shall be conducted regardless of the number of shareholders or authorized representatives to attend and is deemed valid and entitled to decide all the issues expected to be ratified. at the 1st General Meeting of Shareholders.

2. Conditions for shareholders to attend the Congress:

- Shareholders of Saigon - Ben Tre Beer Joint Stock Company according to the list closed on March 20, 2023 are entitled to attend the General Meeting of Shareholders; may attend directly or authorize his representatives to attend. In case more than one authorized representative is assigned to attend, it is necessary to specify the number of shares and the number of votes of each representative.

3. Guests at the convention:

- As the management titles of Saigon - Ben Tre Beer Joint Stock Company, guests and members of the Organizing Committee of the Congress are not shareholders of the Company but are invited to attend the Congress.
 - Guests do not participate in speeches at the Congress (except for cases invited by the Presiding Judge of the Congress, or pre-registered with the Organizing Committee of the Congress and agreed by the Chairman of the Congress).
- 4. Guests and shareholders attending the Congress must comply with the following provisions:**
- Punctuality, polite, formal dress, compliance with security and medical inspections, identity documents ... at the request of the organizers of the congress.
 - Shareholders/Persons authorized to register and participate in the Congress, and receive documents, at the reception department.
 - Shareholders/Authorized persons who arrive late have the right to register immediately and then have the right to participate and vote at the Congress. The Chairperson is not responsible for stopping the Congress so that the delegates/authorized persons arrive late to register to attend; the results of voting on issues that have been voted on before such shareholders come to attend will not be affected.
 - The recipient authorized to attend the Congress shall not authorize others to attend the Congress.
 - Leave the phone in vibration or shutdown mode, when needed, go outside to talk.
 - Don't smoke in the convention room.
 - Comply with the regulations of the Organizing Committee, of the Presiding Assembly.
 - In case there are shareholders/authorized persons who do not comply with the provisions on inspection or the above-mentioned measures and regulations, the Chairperson, after careful consideration, may refuse or expel the aforementioned delegates/authorized persons from the place where the Congress takes place to ensure that the Congress takes place in a normal manner according to the planned program.
- 5. Chairperson of the Congress:**
- The chairman of the congress is the Chairman of the BOD. In case the Chairman of the BOD is absent or temporarily incapacitated, the remaining members shall elect one of the Board members to preside over the meeting; in case no person can preside, the member of the BOD has the highest position to control the General Meeting of Shareholders to elect the chairperson of the meeting among the meeting participants and the person with the highest vote as the chair of the meeting.
 - The rights and obligations of the Presiding Judge:
 - + Presiding over the Congress shall decide on the order, procedures and events arising outside the Congress program in accordance with the Provisions of the Law and the Company's Charter.
 - + Guide shareholders and the General Assembly to discuss the contents contained in the program and conclude the issues necessary for the Congress to vote.
 - + Respond to or send relevant managers to respond to the issues requested by the Congress and resolve issues arising during the congress.
 - + Other rights and obligations are provided for in the Company's Charter.

6. Secretariat of the Congress:

- The Secretariat of the Congress shall be appointed by the Chairman.
- Rights and obligations of the Secretariat of the Congress:
 - + Perform the work as assigned by the Presiding Officer.
 - + Receive questions and/or shareholders' opinions.
 - + Take full notes, reflect honestly and accurately the whole contents of the Congress in the Minutes of the Congress meeting and draft the Resolution of the General Meeting of Shareholders.

7. Shareholder status inspection board:

- The Board of Inspection of shareholder status of the Congress shall be appointed by the Organizing Committee of the Congress.
- Regulations and obligations of the Shareholder Status Inspection Board:
 - + The Board of Shareholder Status Inspection shall receive and examine documents proving the eligibility of shareholders to attend the Congress.
 - + Report on the results of the shareholder status test before the Congress.
 - + In case the person attending the Congress fails to fully prove the eligibility of shareholders to attend the Congress, the Shareholder Status Inspection Board shall have the right to refuse to issue voting votes and meeting documents.

8. Vote counting board:

- The vote counting committee shall be nominated by the Chairman and approved by the General Meeting of Shareholders . Members of the Vote Counting Board may be employees of the Company, shareholders and/or advisory units organizing the General Meeting of Shareholders. Members of the Vote Counting Committee are not simultaneously chaired or the Secretariat of the Congress.
- The vote counting committee has the task of:
 - + Check the content, form, and number of votes issued
 - + Dissemination of principles, rules, instructions on how to vote
 - + Check and supervise the voting of shareholders and authorized representatives
 - + Organizing vote counting and making a record of vote counting
 - + Publish the results of the vote count honestly, accurately and responsibly and take responsibility for the results of the vote count before the Congress.

9. Speaking at the congress:

- Shareholders/persons authorized to attend the congress when wishing to express their opinions must be approved by the Chairman of the Congress. Shareholders/Authorized persons shall give a brief speech and focus on the main contents to be exchanged, in accordance with the content of the program approved by the Congress or send written opinions to the Secretary of the Congress to compile the chairman's report.
- The Chairman of the Congress will arrange for shareholders to speak in the order of registration, and at the same time answer questions at the Congress hội hoặc ghi nhận trả lời sau bằng văn bản.

10. Voting rules at the Congress:

a. General voting rules:

- Each share owned or representative of ownership corresponds to a voting unit.
- Each shareholder attending the Congress will be live-streamed by the Organizing Committee of the Congress: **one (01) Voting Card** and **one (01) Vote** with the delegate number of shares owned and/or representatives with a hanging stamp of the Company used to vote on the contents under the Congress program.

b. Voting format, order of requesting voting opinions:

- Each issue raised before the Congress under the competence of the General Meeting of Shareholders is consulted in order:
 - + Agree with the content just submitted;
 - + Disapproval of the content just submitted;
 - + There is no opinion with the content just submitted.

At the Congress, shareholders shall vote on the contents in one of two forms:

- **Method of holding up "Voting Card":** Each shareholder/authorized person is given one (01) Voting Card. When voting at the Congress, the shareholders/authorized persons hold up their Voting Cards high towards the Chairman.
 - + In the form of giving a resolution by holding a voting card, members of the Voting Board mark the delegate code and the corresponding number of votes of each shareholder in favor, disapproval, no opinion.
 - + In case the shareholder/authorized person does not hold up the Voting Card in all three votes of approval, disapproval and disapproval of an issue, it shall be considered as voting in favor of the issue.
 - + In case the shareholder/authorized person raises the Voting Card on all three occasions or two of the three times voting for the approval, disapproval and disapproval of an issue, it is considered a vote to disapprove of that issue.
- **Method of filling out the "Ballot":** Each shareholder/authorized person is given one (01) Vote in which there are three (03) opinions: yes, disapproval, no opinion on each issue. Shareholders/authorized persons mark "X" or "" in the box of their choice. This method is used to approve the contents of the Report/Report submitted at the Congress✓.

c. Validity of the Ballot:

- Valid ballots:

- + Vouchers according to the pre-printed form issued by the Organizer.
- + Do not erase, scrape, change the printed content. When the content is added, write the correct number of the order of the content to be voted on, do not write other content ngoại trừ các nội dung theo yêu cầu của Ban Tổ chức.
- + There must be a signature, under the signature must have the full name of the shareholder/Authorized Person attending.
- + For each voting content (Report, Submission): The card has selected one (01) in three (03) voting squares.

- Invalid ballots:

- Are votes that do not meet one of the conditions of a valid Ballot. However, the

remaining voting contents that are validly voted on will still be included in the results of the referendum.

d. Record the results of the vote:

- The vote counting committee shall have the task of noting and checking the number of votes in favor, disapproval, without the opinions of each content adopted at the Congress. At the same time, it is responsible for statistics and reporting the results of vote counting at the General Meeting of Shareholders.

e. Minimum percentage to be achieved when voting:

- For decisions on contents related to the type of shares, the total number of shares of each type; changes in industries, professions and business sectors; change the management structure of Saigon - Ben Tre Beer Joint Stock Company; investment projects or sale of assets equal to or greater than 35% of the total value of assets stated in the most recent financial statements of Saigon - Ben Tre Beer Joint Stock Company; reorganization, dissolution of Saigon - Ben Tre Beer Joint Stock Company; the extension of operation of Saigon - Ben Tre Beer Joint Stock Company is approved when at least 65% of the total votes of all shareholders / Authorized persons attending the meeting in favor.
- For other matters adopted when the number of shareholders/authorized persons represents at least 51%.

11. Minutes and Resolutions of the General Meeting of Shareholders

- All contents at the meeting of the General Meeting of Shareholders 2023 must be recorded by the Secretariat in the Minutes of the Congress.
- Minutes and resolutions of the General Meeting of Shareholders 2023 must be adopted before the conclusion of the Congress and saved at the head office of Saigon - Ben Tre Beer Joint Stock Company.

III. IMPLEMENT:

- All shareholders, representatives and guests attending the Congress are responsible for fully complying with the contents specified in this Regulation, the current regulations, regulations and management regulations of Saigon - Ben Tre Beer Joint Stock Company and relevant legal regulations, to comply with the decisions of the Chairman, the Organizing Committee of the Congress. If violated depending on the level of presiding over the Congress, measures shall be taken from restrictions on speechlessness, expulsion from the hall where the Congress takes place, or transfer to legal authorities for handling in accordance with law.
- The contents not specified in this Regulation shall be uniformly applied in accordance with the Charter of Saigon - Ben Tre Beer Joint Stock Company, the Law on Enterprises 2020 and related legal documents.

This regulation takes effect immediately after being approved by the General Meeting of Shareholders.

HCMC, April 20, 2023
ON BEHAFL OF BOD
CHAIRMAN
Luu Van Tuan

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Ben Tre, April 20, 2023

**BOARD REPORT ON
RESULTS OF OPERATIONS IN 2022 AND ORIENTATION IN 2023**

**To: General Meeting of Shareholders
Saigon Beer Joint Stock Company - Ben Tre**

The Board of Directors of Saigon - Ben Tre Beer Joint Stock Company would like to report to the General Meeting of Shareholders on the performance of the Board of Directors ("BOD") in 2022 and the orientation of operation in 2023 as follows:

I. Results of operations in 2022

1. General situation

- In 2022, there will continue to be difficulties for the beer and beverage industry due to the unstable world geopolitical situation leading to the energy-food crisis; supply chain bottlenecks lead to sharp fluctuations in raw material prices, causing product prices to skyrocket; Fed rate hikes also affect inflation, domestic borrowing rates increase accordingly. The factory's production and consumption output in 2022 will only reach 57.8 million liters, down 2.1% with planned Corporation delivery (59 million liters). With an output of only 58% of the factory's designed capacity in the context that the factory's initial investment loan balance is still too high, greatly affecting revenue and profit and especially cash flow to balance loan repayment, interest, maintaining operations...
- However, in 2022, the company's production activities are quite effective thanks to the flexibility in production management of the Board of Directors, close supervision of the production process, optimization of material norms, technical staff with many initiatives, Improvements have led to increased profits even though 2022 production output is 2.1% lower than planned. In 2022, the Company has achieved a profit of 20.3 billion VND/57.8 million liters compared to the plan of 6.5 billion VND/59 million liters.

2. Results of implementation of indicators of production and business activities in 2022

- The revenue and profit after tax targets in 2022 are as follows:

Targets	Units	Actual 2021	Plan 2022	Actual 2022	% Ratio 2022/2021	% Ratio 2022/2022
		(A)	(B)	(C)	(C)/(A)	(C)/(B)
Net sales	billion.	489.51	605.94	592.47	121.03%	97.78%
Profit after tax	billion.	5.01	6.57	20.35	406.13%	309.9%

3. Activities of the Board of Directors in 2022

3.1 Activities of the General Meeting of Shareholders:

- Organize the General Meeting of Shareholders for the second term (2022-2027) on 22/04/2022 and promulgate resolution No. 28/2022/NQ-AGM.

3.2 Activities of the Board of Directors:

- In 2022, the Board of Directors has conducted 05 meetings and issued 05 resolutions directing business activities. The meeting shall be conducted in accordance with the order and procedures specified in the Law on Enterprises, the Company's Charter and internal regulations., adopt the guidelines and assign tasks to the Board of Directors to solve specific issues on the basis of the guidelines approved by the Board of Directors, promptly deal with the proposals of the Board of Directors arising during the production process.

3.3 Results of monitoring of the activities of the Board of Directors:

- The Board of Directors receives monthly financial statements from the Board of Directors, thereby having a basis for directing and regularly monitoring the activities of the Executive Board, timely directing to implement the Resolution of the Annual General Meeting 2022 and the resolutions of the Board of Directors.
- In fiscal year 2022, this supervision is carried out through 05 meetings of the Board of Directors with the Board of Directors. The Board of Directors has worked and discussed with the Director on related issues in the implementation of production and business activities, promptly grasped monthly and quarterly production and business results, compared between plans and implementation results through the following indicators: delivery output, revenues, expenses, profits.
- Check the observance and compliance with the provisions of the Law on Enterprises, the Charter and Regulations on Corporate Governance, the progress of medium-long-term loan repayment according to the repayment schedule committed to the project sponsor, tax obligations for Ben Tre province,

3.4 Remuneration of the Board of Directors. Board of Supervisors:

- The remuneration of the Board of Directors and the Supervisory Board has complied with the Resolution of the General Meeting of Shareholders No. 28/2022/NQ-AGM dated 22/04/2022.

4. Organizational structure, direction and supervision of the Company's activities in 2022:

4.1 Organizational structure:

- Board of Directors : 5 members
- Supervisory Board : 3 members

4.2 Sales and marketing activities:

- Direct the Board of Directors to stick to the production plan allocated by the Corporation, take advantage of all resources to produce timely, quality and deliver goods on schedule.
- Coordinate with marketing departments at trading companies in the Sabeco system, participate in local charitable activities to create relationships with local authorities in promoting Saigon Beer brand, stimulating demand, gradually converting consumption

habits from alcohol to beer.

- Sponsoring beer on the occasion of holidays, Tet, year-end festivals for some departments of Ben Tre province, Ben Tre Provincial Management Board to promote the image and quality of Saigon beer.
- Actively promoted and successfully introduced Saigon Gold Tet beer to your companies in Giao Long industrial park. In 2022 the companies you contracted, bought 1,250 barrels of Gold beer.

4.3 Manufacturing and supply chain activities:

- a. In production: Direct the Executive Board to source materials at competitive prices, apply the results of negotiating the purchase price of raw materials of the Corporation to stabilize costs.
 - Complete internal management processes, control economic and technical norms to control costs, costs, and improve product quality. In the past year, the amount of BBT beer, finished beer (physical chemistry, microbiology), beer sensory results met Sabeco's technical requirements; nvl and energy norms met the requirements of TCT. Results of monthly rating: Top 10 factories in Sabeco system.
- b. Innovative and energy-saving solutions thereby significantly reducing energy costs:
 - Production plan, CO2 security:
 - + The company has harmoniously balanced the cooking & extraction plan, thereby ensuring CO2 security (not buying outside, sometimes having money to buy without) and having excess CO2 to sell. In 2022, the Company sold: 265.4 tons, the value earned: 835,978,500 VND (excluding VAT).
 - + Plan weekly production accordingly, make the most of production hours with normal, off-peak electricity prices
 - Energy saving solutions to reduce costs and aim for sustainable development:
 - + Water-saving solutions:
 - ✓ Create for workers the sense of saving water, controlling the use of water, changing the habit of using water instead of brushes.
 - ✓ Rainwater recovery and recycling works: Take advantage of 100% of the factory roof, make the most of existing materials (existing stormwater drainage pipeline system) to collect rainwater, achieving outstanding economic efficiency. Accumulated from the rainy season in 2022, the plant obtained 24,000 m3 of water, reducing the cost of buying water with the amount of 308,568,000 VND. The project has been highly appreciated by the Corporation, recognized technical initiatives in 2022 and at the same time won the first prize of the innovation contest in Ben Tre province in 2022.
 - ✓ Recovering the last wash water from the process of reverting the sand column, coal filter, ion filter of the RO system. In 2022, 2.100 m3 has been recovered, reducing the cost of buying water: 27 million VND, thereby also reducing the cost of the wastewater treatment system (previously this reverted water was discharged into the wastewater treatment system).

- + Solutions to save electricity:
 - ✓ Create for employees the sense of saving electricity, controlling departments to minimize meetings, using air conditioning during peak hours; limit/do not produce water of 2 degrees Celsius during peak hours.
 - ✓ Increase the beer stability temperature before filtering from -1oC to 0°C, and strain the beer at a high temperature of 0.5°C.
 - ✓ Use an exhaust fan to remove CO₂ in the fermentation tank before CIP, instead of using high-pressure compressed air.
 - ✓ Separate the air compressor system and improve the compressed air supply process, reducing electricity consumption.
- + Heat-saving solutions:
 - ✓ Hot, cold insulation and 100% of piping systems and equipment at workshops.
 - ✓ Improved Wort Coller to raise the return water to 80°C, reducing the amount of heat to heat this water tank.
 - ✓ Mass testing and application reduced the evaporation intensity at the boiling pot from 6.5% to 5.6%.
 - ✓ Take advantage of the boiling pot heat to heat the TKNL water tank.
- + Apply technology improvement solutions proposed by Sabeco Technical Committee:
 - ✓ Testing and mass application of water aeration, temperature control during fermentation to improve the turbidity of LMP beer, improve the filtration process of beer (less turning off the membrane, reducing the waste of filter powder - electricity - degassing water - CO₂, reducing the discharge of filter powder - wastewater).
 - ✓ Maximum recovery of weak wort of Lautertun filter pot, applied to the water-saving washing step, increasing the recovery efficiency of solute.⇒
 - ✓ Recover fluids and flower residues in the vortex settling pot and pump to the filter pot during the rotting phase to save water, increase the recovery efficiency of sugar fluids and bitter substances.
 - ✓ Designing more beer recovery systems at the extraction machine to take advantage of draft beer production; reduce pressure on the wastewater treatment system.
 - ✓ Recover beer residue (beer mixed with yeast) into the PPT tank and re-add it to the beer filtration stage.
- c. Solutions related to production, internal management
 - The BOD has directed the Executive Board to deploy external and internal training faculties, attend seminars ... step by step improve the capacity of production management, human resource management, finance,... for key staff.
 - Better perform maintenance management, improve diagnostic skills as well as focus on preventive maintenance to ensure the stability and reliability of machinery and equipment; minimize production interruption machine downtime to improve overall

operational efficiency, pulling down the overall cost for the plant.

- Focus on the restoration of damaged spare parts, as a backup source, minimizing the cost of buying new.
- Regularly review inventory materials: at the beginning of each week, the warehouse accountant transfers the inventory list to related units to control inventory, reduce purchasing costs, replace spare parts compared to the original plan, in accordance with production output in the current situation.

4.4 Development investment activities:

- Assessing many difficulties in 2022, the policy of minimizing investment spread, focusing on maintaining production and business activities to stabilize finance and create jobs for employees. In 2022, the Company only focuses on the items of repairing, improving and upgrading equipment to save energy.

4.5 Financial management:

- Minimize inventory costs; control raw materials, keep inventory levels at a reasonable level; control costs for supplies, spare parts, administration, . . .
- Effective use of short-term loans; reasonable cash flow transfers;
- In 2022, we have taken advantage of the early payment of the principal balance in the year, saving interest expenses of VND 1.2 billion after balancing except for the interest rate incurred in the last months of the year. Flexible term savings, bringing financial revenue in the year: 270 million VND.

4.6 Personnel work:

- The Executive Board builds the organization of the apparatus, sets labor margins in accordance with the actual business situation, internally transfers, assigns the right people to the right jobs to improve labor productivity.
- Arrange human resources suitable for each stage of low-peak and peak production.
- Good maintenance to minimize production interruption time to improve the efficiency of the whole line, reducing the overall cost for the factory. Effectively using human resources in industrial cleaning, factory and repair work to minimize outsourcing costs, since the factory came into operation, the Company has not hired outside services for these works.
- Training and improving management and professional capacity for the workforce, continuing to train the operation of ISO system, 17025, occupational safety and health, chemical safety, radiation, fire protection, other training courses in accordance with current laws and as required by Sabeco.

4.7 Other activities:

- Comply with the requirements of the Law related to OSH, environment, tax ...
- Comply with Sabeco's regulations on production and cost management.
- Follow the sustainable development orientations of TCT.

II. Orientation for 2023

1. Key targets for 2023:

- a. In 2023, there are expected to be many difficulties due to the unstable world war situation , the forecast of raw material prices, gasoline prices, rising electricity prices, etc. 2023 will also be a difficult year for the Company, with the output delivered by the Corporation of 62 million liters, of which the continued absence of output for bottle products has reduced the efficiency of production and business activities when some investment items related to this product line have expired the depreciation period (bottle packaging, safe).
- b. Data at the end of 2022: The company's outstanding loan balance at Vietinbank: VND 294 billion. Plan 2023: Principal repayment of VND 90 billion/year, expected loan interest of VND 22 billion/year, cost of assets: VND 43 billion/year. Therefore, the business plan for 2023 recorded quite modest revenue and profit. Concrete:

Targets	Unit	Actual 2022	Plan 2023	% Ratio 2023/2022
Net sales	Billion VND	492.47	682.14	15.14%
Profit after tax	Billion VND	20.35	7.79	-62.72%

2. Investment in 2023:

As mentioned above, 2023 is forecasted to be a difficult year, the Company has almost no investment policy for development activities, only focuses on maintaining the quality of equipment and factories to ensure product quality and continues the goal of further reducing NVL costs, energy.

3. Orientation to achieve the set goals:

- Continue to direct the Executive Board to control and effectively use human and material resources, save electricity, heat and water costs, be self-reliant in CO₂ sources, effectively manage production norms, reduce material consumption norms, improve labor productivity to lower product costs, consolidate the entire personnel machine in a compact and efficient model.
- Direct the Executive Board to strictly implement the spending plan, the plan for stocking materials, materials, semi-finished products ... at the minimum possible but still meet the safety of production.
- Direct the Executive Board to coordinate well with the professional boards of Sabeco, Satraco, Trading companies, transport units, loading and unloading to respond quickly and promptly to bring goods to the market. Quickly meet the production output as required by sabeco.
- Make effective use of borrowed capital, try to prepay the principal due to reduce interest rates, balance cash inflows and outflows during the month to pay payables on time and minimize financial costs (interest).
- Monitor and supervise the direction of the Board of Directors to comply with the business plan prepared for 2023 of the Company approved by the General Meeting..
- Goals for 2023: Meet and exceed the profit plan mentioned in Section 1.

The above is the report on performance in 2022 and orientation in 2023 of the Board of

Directors. Submit to the General Meeting of Shareholders to consider and contribute ideas to make the operation of the Board of Directors more and more effective, contributing to the stable and sustainable development of the Company.

Best regards./.

**ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN
Luu Van Tuan**



DRAFT

Ben Tre, April 20, 2023

**ANNUAL SUPERVISORY BOARD ACTIVITY REPORT
2022 AND 2023 PLANS**

To: General Meeting of Shareholders
Saigon Beer Joint Stock Company - Ben Tre

- Pursuant to the Enterprise Law 2020 on the rights and obligations of the Supervisory Board;
- Pursuant to the Charter and regulations of Saigon - Ben Tre Beer Joint Stock Company;
- Based on the Company's business results;
- Based on the performance of the Board of Directors, the Executive Board and the operation of the Supervisory Board in 2022.

The Supervisory Board of Saigon - Ben Tre Beer Joint Stock Company would like to submit to the General Meeting of Shareholders the operation report of the Supervisory Board in 2022 and the operation plan in 2023 as follows:

I. Remuneration, operating expenses and other benefits of the Supervisory Board

- Personnel The Supervisory Board of the company consists of 3 members:
 - + Mr. Do Van Bien Head
 - + Mr. Ha Duc Trung Member
 - + Ms. Luu Thanh Thao Member
- Remuneration and operating expenses of the Supervisory Board shall comply with the resolution approved by the General Meeting of Shareholders in 2022. The total remuneration of the Supervisory Board in 2022 is 169 million VND.

II. Activities of the Supervisory Board in 2022

1. Summary of the number of meetings of the Supervisory Board in 2022:

- In 2022, the Supervisory Board has 02 meetings in 03/2022 and 12/2022 to evaluate the results of production and business activities in the year and supervise the implementation of the resolution of the General Meeting of Shareholders 2022.

2. Results of supervision of the Company's operation and financial situation:

- Through the supervision, the Supervisory Board found that the Board of Directors and the Board of Directors have successfully completed the implementation and implementation of the resolution of the General Meeting of Shareholders in 2022, as well as the company's regulations and the provisions of law.

- According to the resolution of the AGM 2022, the Company has selected KPMG Co., Ltd. as the audit unit of financial statements in 2022. The Supervisory Board noted that the Company's 2022 financial statements that have been audited by KPMG have honestly and reasonably reflected in accordance with accounting standards and accounting regimes in Vietnam.
- Some of the main indicators are as follows:

Unit : VND

Quota	Plan 2022	Implement 2022	Implement 2021	2022/2022 (%)	2022/2021 (%)
Net sales	605.941.621.255	592.466.300.344	489.509.302.154	98%	121%
Profit after tax	6.566.213.334	20.348.396.195	5.010.274.390	310%	406%

- The Supervisory Board recommends that the Company select an independent auditor for fiscal year 2023 and other relevant periods such as Sabeco's Independent Audit Company.

3. Results of supervision for the Board of Directors and the Executive Board of the Company:

- The Board of Directors held 05 meetings to evaluate the results of operations and decide on important guidelines as a basis for the Board of Directors to complete the plan. In 2022, the Board of Directors issued 05 Resolutions.
- The Board of Directors has directed and supervised the Executive Board to implement the resolutions and decisions of the AGM. Resolutions and decisions issued by the Board of Directors in accordance with the current regulations and regulations of the Company and the law.
- The Board of Directors has performed well in production management, reducing NVL consumption, energy and other costs, thereby significantly reducing production costs, ensuring the implementation of production and business plans according to the Resolution of the General Meeting of Shareholders and the resolutions of the Board of Directors.

4. Results of evaluation of the coordination of activities of the Supervisory Board with the Board of Directors and the Executive Board:

- The coordination between the Supervisory Board and the Board of Directors, Directors and shareholders is always for the common good, ensuring the principle of compliance with the law, charter and resolutions of the AGM.
- The Board of Directors and the Board of Directors of the Company have fully provided resolutions and decisions of the Board of Directors to the Supervisory Board. The Board of Directors has created conditions for the Supervisory Board in collecting information and documents related to the company's business activities when requested by the Supervisory Board.
- Every month, the Supervisory Board receives timely monthly financial statements of the Company to have a basis for reviewing and supervising the monthly operation of the Company.

III. Directions of operation in 2023

- Continue to supervise the observance of the provisions of law, the company's charter, the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors of the Company.
- Review the appraisal of the Company's financial statements, coordinate activities between the Board of Directors, the Board of Directors and the Supervisory Board.
- Participate in coordinating with the Board of Directors to improve the effectiveness of control of the Company's activities to ensure the interests of shareholders.

Above is the report on operation results in 2022 and orientation in 2023 of the Supervisory Board of Saigon - Ben Tre Beer Joint Stock Company. Submit to the General Meeting of Shareholders for consideration and comment to make the operation of the Supervisory Board more and more effective.

Respect./.

**TM. SUPERVISORY BOARD
HEAD OF DEPARTMENT
Do Van Bien**

No: 20 /2023/TTr-HĐQT

Ben Tre, April 20 , 2023

PROPOSAL

Re: Amendments to the Charter

Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;

The Board of Directors of Saigon - Ben Tre Beer Joint Stock Company shall submit to the General Meeting of Shareholders for consideration and approval the contents of supplementing business lines to suit the operation situation of the Company, specifically as follows:

1. Additional business lines:

No	Name of added business lines	Industry code
1	Motor car rental	7710
2	Maintenance and repair of cars and other motor vehicles	4520
3	Other specialized trades have not been classified Detail : Wholesale aluminum cans	4669
3	Scrap recycling Details: Recycling aluminum casings	3830

2. The General Meeting of Shareholders unanimously assigned the legal representative of Saigon - Ben Tre Beer Joint Stock Company to carry out procedures related to the addition of business lines in the Certificate of Business Registration of the Company at the Department of Planning and Investment of Ben Tre province in accordance with the provisions of law.
3. Amended and supplemented in Article 6. "Business lines and scope of operation" of the Company's Charter with the business lines intended to be added as above.

Submit to the General Meeting of Shareholders of the Company for consideration and approval./.

Recipients:

- Ditto
- Save

**TM. BOARD OF DIRECTORS
PRESIDENT**



Luu Van Tuan

No: 21 /2023/TTr-HĐQT

Ben Tre, April 20 , 2023

PROPOSAL

Re: Amendments to the Charter

**Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;

The Board of Directors of Saigon - Ben Tre Beer Joint Stock Company would like to propose the following draft on amendments made to the Charter for Shareholders' approval. The amended contents are in accordance with this proposal in relation to attach in summary.

Please find amended contents in the summary page attached.

Best regards./.

Recipients:

- As above
- File

**ON BEHALF OF BOD
CHAIRMAN**



Luu Van Tuan

**TABLE OF PROPOSED ADJUSTMENTS
CHARTER OF SAIGON - BEN TRE BEER JOINT STOCK COMPANY**

BASIS FOR PROPOSED ADJUSTMENT:

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated 17/06/2020;
- Based on the actual production and business situation at the Company.

Current CHARTER (2nd amendment, 4/2022)	DRAFT NEW CHARTER
Article 4. Company's operational objectives	Article 4. Company's operational objectives
1. The main business lines of the Company are: a) Brewing and malting breweries; b) Distillation and preparation of spirits; c) Production of mineral water non-alcoholic beverages; d) Other specialized wholesalers have not yet been classified; e) Wholesale of machinery, equipment and other machine parts; f) Support services related to the promotion and organization of tours; g) Restaurants and mobile catering services; h) Run the tour. i) Short-stay services; j) Real estate business, land use rights owned, used or leased.	1. The main business lines of the Company are: a) Brewing and malting breweries; b) Distillation and preparation of spirits; c) Production of mineral water non-alcoholic beverages; d) Other specialized wholesalers have not yet been classified; e) Wholesale of machinery, equipment and other machine parts; f) Support services related to the promotion and organization of tours; g) Restaurants and mobile catering services; h) Run the tour. i) Short-stay services; j) Real estate business, land use rights owned, used or leased. k) Motor car rental l) Maintenance and repair of cars and other motor vehicles m) Other specialized trades have not been classified. Detail :

Modifiers, additions Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company

Current CHARTER (2nd amendment, 4/2022)	DRAFT NEW CHARTER
<p>2. The company's operational objectives are to raise capital and use capital effectively in the development of business and service activities with the aim of obtaining maximum profits, creating stable jobs, improving working conditions and improving the lives of employees in the company; ensure the interests of shareholders and fulfill obligations to the State budget.</p>	<p>Wholesale aluminum cans.</p> <p>n) Scrap recycling. Details: Recycling aluminum casings.</p> <p>2. The company's operational objectives are to raise capital and use capital effectively in the development of business and service activities with the aim of obtaining maximum profits, creating stable jobs, improving working conditions and improving the lives of employees in the company; ensure the interests of shareholders and fulfill obligations to the State budget.</p>

No : 22 /2023/TTr-HĐQT

Ben Tre, April 20nd 2023

STATEMENT

For approval of the audited financial statements 2022

Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 date June 17th 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;

Implementation of Resolution No.28/2022/NQ-ĐHĐCĐ dated Apr 22nd 2022 of the Annual General Meeting of Shareholders year 2022 approval of authorizing Board of Management on select independent auditor for the fiscal year 2022 such as independent audit company by Sabeco's offering, under which KPMG Vietnam Limited has performed the audit of financial statements year 2022 of Saigon - Ben Tre Beer Joint Stock Company.

Board of Management of Saigon - Ben Tre Beer Joint Stock Company respectfully submit to the Annual General Meeting of Shareholders to approve the content of annual financial statements 2022 have been audited by the company KPMG Vietnam Limited.

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

Recipients:

- As above
- File

**ON BEHALF OF BOM
CHAIRMAN**
CỘNG TY
CỔ PHẦN
BIA
SAIGON-BEN TRE
H. CHAU THANH - T. BEN TRE
Luu Van Tuan



Attached document: Audited financial statements 2022 by KPMG Company.

No : 23 /2023/TTr-HDQT

Ben Tre, April 20th 2023

STATEMENT

For approval of choosing audit company for fiscal year 2023

Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 date June 17th 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;

Board of Management of Saigon - Ben Tre Beer Joint Stock Company respectfully submit to the Annual General Meeting of Shareholders to approve of authorizing Board of Management on selecting independent auditor for the fiscal year 2023 and other related phases such as the independent audit company by Sabeco's offering.

Best regards./.

Recipients:

- As above
- File

ON BEHALF OF BOM
CHAIRMAN
CÔNG TY
CỔ PHẦN
BIA
SAIGON-BEN TRE
H. CHAU THANH - T. BEN TRE
Luu Van Tuan



Số: 24/2023/TTr-HĐQT

Ben Tre, April 20th 2023

STATEMENT

For contracts and transactions that need approval
of the General Meeting of Shareholders

Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 date June 17th 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;

Board of Management of Saigon - Ben Tre Beer Joint Stock Company respectfully submit to the Annual General Meeting of Shareholders to approve the contracts and transactions have value equal to or greater than 20% total assets of company in year 2023 such as:

1. Contract for the sale and purchase of raw materials and production control with the Saigon Beer Alcohol and Beverage Corporation (SABECO), the annex attached hereto.
2. Contract for the co-production and sale of goods with the Saigon Beer Alcohol and Beverage Corporation (SABECO) and Saigon Beer Trading Company Ltd. (SATRACO), the annex attached hereto.
3. Authorize Director to sign and perform the contract mentioned above.

Respectfully submit to General Meeting of Shareholders of SaiGon - Ben Tre Beer Joint Stock Company for consideration and approval ./.

Recipients:

- As above
- File

**ON BEHALF OF BOM
CHAIRMAN**



CÔNG TY
CƠ PHAN
BIA
SAIGON-BEN TRE

M.S.D.N: 13010263
H. CHAU THANH, T. BEN TRE

Luu Van Tuan

No: 25 /2023/TTr-HĐQT

Ben Tre, April 20th 2023

STATEMENT
For distribution profit year 2022

Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 date June 17th 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;
- Pursuant to Resolution No. 28/2022/NQ-ĐHĐCĐ date April 22nd 2022 of Annual General Meeting of Shareholders year 2022 of Saigon - Ben Tre Beer Joint Stock Company;
- Pursuant to the results of business and audited financial statements year 2022.

Board of Management of Saigon - Ben Tre Beer Joint Stock Company respectfully submit to the Annual General Meeting of Shareholders to approve planning of distribution profit year 2022 as below:

Unit: VN dong

TT	Details	Plan 2022	Actual 2022
1	Sale volume (litre)	59,000,000	57,794,434
2	Opening undistribution profit	19,752,402,868	19,752,402,868
3	Profit after tax	6,566,213,334	20,348,396,195
4	Distribution profit as follows:	6,550,000,000	11,550,000,000
-	Fund of bonus and welfare for employee (1 month salary)	1,300,000,000	1,300,000,000
-	Fund of bonus and welfare for BOD	150,000,000	150,000,000
-	Fund of social activities and business support	100,000,000	100,000,000
-	Dividend distribution	5,000,000,000	10,000,000,000
-	Dividend distribution rate	5%	10%
5	Closing undistribution profit	19,768,616,202	28,550,799,063

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

Recipients:

- As above
- File

**ON BEHALF OF BOM
CHAIRMAN**



Luu Van Tuan

No: 26 /2023/TTr-HĐQT

Ben Tre, April 20th 2023

STATEMENT

For planning of distribution profit year 2023

Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 date June 17th 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;
- Pursuant to the results of business and audited financial statements year 2022;
- Pursuant to the business plan year 2023.

Board of Management of Saigon - Ben Tre Beer Joint Stock Company respectfully submit to the Annual General Meeting of Shareholders to approve planning of distribution profit year 2023 as below:

Unit: VN dong

TT	Details	Actual 2022	Plan 2023
1	Sale volume (litre)	57,794,434	62,000,000
2	Opening undistribution profit	19,752,402,868	28,550,799,063
3	Profit after tax	20,348,396,195	7.785.775.458
4	Distribution profit as follows:	11,550,000,000	5.250.000.000
-	Fund of bonus and welfare (1 month salary)	1,300,000,000	-
-	Fund of bonus and welfare for BOD	150,000,000	150.000.000
-	Fund of social activities and business support	100,000,000	100.000.000
-	Dividend distribution	10,000,000,000	5.000.000.000
-	Dividend distribution rate	10%	5%
5	Closing undistribution profit	28,550,799,063	31.086.574.521

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

Recipients:

- As above
- File

**ON BEHALF OF BOM
CHAIRMAN**



Luu Van Tuan

No: 27/2023/TTr-HĐQT

Ben Tre, April 20th 2023

STATEMENT

For finalization of BOM and BOS remuneration year 2022
and approval planning 2023

Kindly to: Annual General Meeting of Shareholders
of SaiGon - Ben Tre Beer Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 date June 17th 2020;
- Pursuant to the Charter of organization and operation of Saigon - Ben Tre Beer Joint Stock Company;
- Pursuant to Resolution No. 28/2022/NQ-ĐHĐCĐ date April 22nd 2022 of Annual General Meeting of Shareholders year 2022 of Saigon - Ben Tre Beer Joint Stock Company;
- Pursuant to the audited financial statements year 2022.

Board of Management respectfully submit to the Annual General Meeting of Shareholders of Saigon - Ben Tre Beer Joint Stock Company to approve finalization of BOM and BOS remuneration year 2022 and planning 2023 as below:

Unit: VN dong

SN	Detail	Unit	Plan 2022	Actual 2022	Plan 2023	
					Pax/mth	Total
1	BOM	VND	416.000.000	416.000.000		416.000.000
1.1	Chairman	VND	104.000.000	104.000.000	8.000.000	104.000.000
1.2	Member (4)	VND	312.000.000	312.000.000	6.000.000	312.000.000
2	BOS	VND	169.000.000	169.000.000		169.000.000
2.1	Leader	VND	65.000.000	65.000.000	5.000.000	65.000.000
2.2	Member (2)	VND	104.000.000	104.000.000	4.000.000	104.000.000
	TOTAL		585.000.000	585.000.000		585.000.000

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

Recipients:

- As above
- File

ON BEHALF OF BOM
CHAIRMAN
CÔNG TY
CỔ PHẦN
BIA
SÀI GÒN - BẾN TRE
H. CHAU THANH - T. BẾN TRE
Luu Van Tuan