**AGP: Annual Corporate Governance Report 2023**

On January 09, 2024, Agimexpharm Pharmaceutical Joint Stock Company announced Report No. 01/BC-AGP on the corporate governance in 2023 as follows:

* Name of Company: Agimexpharm Pharmaceutical Joint Stock Company
* Head office address: No. 27 Nguyen Thai Hoc Road, My Binh Ward, Long Xuyen City, An Giang Province.
* Tel: (0296) 3856964 Fax: (0296) 3857301 Email: agp@agimcxphann.com
* Charter capital: VND 206,644,530,000
* Securities code: AGP
* Corporate governance model: The General Meeting, Board of Directors, Supervisory Board and Managing Director.
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting:

Information about the meetings and General Mandates (including General Mandates approved by collecting shareholders' ballots):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting No. | Date | Content |
| 1 | 01/NQ-AGP.DHDCD | April 08, 2023 | Annual General Mandate 2023 (term of 2023 - 2027) |

1. Board of Directors (Report in 6 months):

1. Information about members of the Board of Directors

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Ms. Pham Thi Bich Thuy | Chair of the Board of Directors | April 08, 2023 |  |
| 2 | Mr. Nguyen Van Kha | Vice Chair of the Board of Directors | April 08, 2023 |  |
| 3 | Ms. Tran Thi Dao | Member of the Board of Directors (Non-executive member) | April 08, 2023 |  |
| 4 | Mr. Nguyen Quoc Dinh | Member of the Board of Directors (Non-executive member) | April 08, 2023 |  |
| 5 | Mr. Pham Uyen Nguyen | Member of the Board of Directors (Non-executive member) | April 08, 2023 |  |
| 6 | Mr. Huynh Hoang Ha | Member of the Board of Directors | April 08, 2023 |  |

1. Board Resolutions/Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 01/NQ-AGP.HDQT | April 08, 2023 | Appointment of the Company’s Chair of the Board of Directors-cum-Deputy Managing Director for the term of 2023-2027 |
| 2 | 02/NQ-AGP.HDQT | April 08, 2023 | Appointment of the Company’s Vice Chair of the Board of Directors-cum-Managing Director for the term 2023-2027 |
| 3 | 03/NQ-AGP.HDQT | April 20, 2023 | Implementation of the plan on share issuance to pay dividend in 2022 |
| 4 | 04/NQ-AGP.HDQT | April 20, 2023 | Approval of the implementation sequence of offerings and share issuance to pay dividend |
| 5 | 05/NQ-AGP.HDQT | May 08, 2023 | Standards and Principles for determining the number of shares distributed to each subject and the List of employees eligible to participate in the ESOP and exercise date |
| 6 | 06/NQ-AGP.HDQT | May 08, 2023 | Implementation of the share issuance plan according to the ESOP; Approval of plan to ensure the share issuance meets regulations on foreign ownership rate |
| 7 | 07/NQ-AGP.HDQT | June 16, 2023 | Record date to exercise the right to receive dividend in cash and shares in 2022 |
| 8 | 08/NQ-AGP.HDQT | July 10, 2023 | Approval of the plan to handle the remaining shares |
| 9 | 09/NQ-AGP.HDQT | July 15, 2023 | Approval of the results of employees buying shares in the share issuance according to the ESOP; |
| 10 | 10/NQ-AGP.HDQT | July 28, 2023 | Approval of the Charter’s amendment, and adjustment of the Business Registration Certificate |
| 11 | 01/QD-HDQT | April 20, 2023 | Regulations on share issue under ESOP |
| 12 | 02/QD-HDQT | June 02, 2023 | Termination of the Vinh Long representative office’s operation |
| 13 | 03/QD-HDQT | June 07, 2023 | Change the address of Hanoi Branch |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Tran Thi Thanh Hang | Chief of the Supervisory Board | April 08, 2023 | Master of Economics |
| 2 | Ms. Nguyen Hong Ngoc | Member of the Supervisory Board | April 08, 2023 | Bachelor in Finance |
| 3 | Ms. Le Thi Thuy Linh | Member of the Supervisory Board | March 16, 2018 to April 08, 2023  (Dismissed) | Pharmacist |
| 4 | Ms. Pham Hai Yen | Member of the Supervisory Board | April 08, 2023 | Master of Economics |

1. Executive Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as Member of the Executive Board |
| 1 | Mr. Nguyen Van Kha | May 16, 1953 | Pharmacist | 2005 - Present |
| 2 | Ms. Pham Thi Bich Thuy | January 31, 1969 | Pharmacist | 2008 - Present |
| 3 | Mr. Lam Tri Hien | February 06, 1981 | Pharmacist | February 22, 2019 - Present |
| 4 | Mr. Vu Minh Tuan | July 26, 1967 | Pharmacist | October 01, 2019 - Present |
| 5 | Mr. Huynh Hoang Ha | January 08, 1986 | Pharmacist | January 01, 2021 - Present |

1. Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Tran Nguyen Minh Hien | April 15, 1982 | Bachelor in Accounting | April 15, 2020 |

1. Training on corporate governance
2. List of related persons of the public Company and transactions between the related persons of the Company with the Company itself
3. Transactions between the Company and related persons of the Company; or between the Company and major shareholders, PDMR and related persons of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/ institution | Relationship with the company | NSH No.\*, Date of issue, Place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Notes |
| 1 | Imexpharm Corporation | Major Shareholders | 1400384433 | No. 4, 30/4 Road, Cao Lanh City, Dong Thap Province | From January 01, 2023 to December 31, 2023 |  | * Purchase of goods: VND 13,502,694,877 * Sales of goods: VND 18,705,236,111 * Fixed asset investment:   VND 1,275,000,000   * Dividend payment rate 2022: 10% in cash: VND 53,668,000; 5% by shares: 3,422 shares * Dividend payment 2022: * 5% in cash: VND 2,964,374,000; * 10% by shares: 592,874 shares |  |

Notes: NSH Number\*: ID Card/Passport No. (for individuals) or Business Registration Certificate No., License on Operations No. or equivalent legal documents (for institutions)

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company: None.
2. Transactions between the Company and other entities
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers whohave been founding members or members of the Board of Directors and Executive Manager (Managing Director) for the past three (03) years (calculated at the date of reporting): None.
   2. Transactions between the Company and companies where the related persons of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors and Executive Manager (Managing Director): None.
   3. Other transactions of the Company (if any) which can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers: None.
3. Share transactions of PDMR and related persons of PDMR:
4. Company’s share transaction of PDMR and related persons

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Position/Relations with the PDMR | Number of shares owned at the beginning of the period (January 01, 2023) | | Number of shares owned at the end of the period (December 31, 2023) | | Reason for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares | Percentage | Number of shares | Percentage |
| 1 | Ms. Pham Thi Bich Thuy | Chair of the Board of Directors-cum-Deputy Managing Directors | 312,577 | 1.74% | 361,834 | 1.75% | Purchase under ESOP & receive 2022 dividend by shares. |
| 2 | Mr. Nguyen Van Kha | Vice Chair of the Board of Directors-cum-Managing Directors | 2,635,114 | 14.66% | 3,130,125 | 15.15% | Add investment portfolio & Purchase under ESOP & receive 2022 dividend by shares. |
| 3 | Mr. Pham Uyen Nguyen | Member of the Board of Directors | 2,702,052 | 15.04% | 2,985,457 | 14.45% | Add investment portfolio & receive 2022 dividend by shares. |
| 4 | Mr. Huynh Hoang Ha | Member of the Board of Directors-cum-Deputy Managing Director | 101,564 | 0.57% | 134,000 | 0,65% | Add investment portfolio & Purchase under ESOP & receive 2022 dividend by shares. |
| 4.1 | Ms. Le Thi Thu Truc | - Related person of Mr. Huynh Hoang Ha - Wife | 0 | 0.00% | 2,000 | 0.01% | Purchase under ESOP |
| 4.2 | Mr. Huynh Hoang Sang | - Related person of Mr. Huynh Hoang Ha - Brother | 1,400 | 0.01% | 1,640 | 0.01% | Receive dividend by shares |
| 5 | Ms. Tran Thi Thanh Hang | Chief of the Supervisory Board | 26,863 | 0.15% | 29,548 | 0.14% | Receive dividend of 2022 by shares |
| 6 | Ms. Pham Hai Yen | Person in charge of corporate governance | 3,000 | 0.02% | 6,300 | 0.03% | Purchase under ESOP & receive 2022 dividend by shares. |
| 6.1 | Mr. Tu Minh Tri | - Related person of Ms. Pham Hai Yen - Husband | 16,988 | 0.09% | 18,686 | 0.09% | Receive dividend by shares |
| 7 | Mr. Vu Minh Tuan | Deputy Managing Director | 73,606 | 0.41% | 91,966 | 0.45% | Purchase under ESOP & receive 2022 dividend by shares |
| 8 | Mr. Lam Tri Hien | Deputy Managing Director | 89,076 | 0.50% | 111,983 | 0.54% | Purchase under ESOP & receive 2022 dividend by shares |
| 9 | Ms. Le Minh Ngoc | Person authorized for information disclosure | 2,000 | 0.01% | 5,200 | 0.03% | Purchase under ESOP & receive 2022 dividend by shares. |
| 9.1 | Mr. Le Van Mac | - Related person of Ms. Le Minh Ngoc - Father | 88,451 | 0.49% | 106,296 | 0.51% | Purchase under ESOP & receive 2022 dividend by shares. |
| 9.2 | Ms. Lam Hoang Anh | - Related person of Ms. Le Minh Ngoc - Mother | 64,674 | 0.36% | 71,141 | 0.34% | Receive dividend of 2022 by shares |
| 9.3 | Mr. Nguyen Thai Cuong | - Related person of Ms. Le Minh Ngoc - Husband | 47,508 | 0.26% | 52,258 | 0.25% | Receive dividend of 2022 by shares |
| 10 | Ms. Tran Nguyen Minh Hien | Chief Accountant | 29,082 | 0.16% | 43,490 | 0.21% | Purchase under ESOP & receive 2022 dividend by shares. |
| 10.1 | Nguyen Ngoc Hoa Nghi | - Related person of Ms. Tran Nguyen Minh Hien- Husband | 7,750 | 0.04% | 8,525 | 0.04% | Receive dividend of 2022 by shares |

1. Other significant issues: None