**DP2: Annual Corporate Governance Report 2023**

On January 16, 2024, Central Pharmaceutical Joint Stock Company No2 announced Report No. 08/BC-DPTW2 on the Corporate Governance in 2023 as follows:

* Name of public company: Central Pharmaceutical Joint Stock Company No2
* Head office address: No. 9 Tran Thanh Tong Street, Bach Dang Ward, Hai Ba Trung District, Hanoi, Vietnam
* Tel: (024) 39716279; 024 39716291 Fax: 024 35251484

Email: dopharma@dopharma.com.vn

* Charter capital: VND 200,000,000,000
* Securities code: DP2
* Corporate governance model
* The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved in the form of collecting opinions via a ballot)

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| No. | General Mandate No. | Date | Content |
| 1 | Annual General Mandate 2023 | April 21, 2023 | Annual General Mandate 2023  |

1. The Board of Directors (Annual Report):
2. Information about members of the Board of Directors

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| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Nguyen Tien Duc | Chair of the Board of Directors | June 26, 2020 |  |
| 2 | Mr. Le Tien Dung | Vice Chair of the Board of Directors | June 26, 2020 |  |
| 3 | Mr. Cao Tien Dung | Member of the Board of Directors | June 26, 2020 |  |
| 4 | Mr. Nguyen Thanh Tung | Member of the Board of Directors | June 26, 2020 |  |
| 5 | Mr. Cao Quang Hung | Member of the Board of Directors | June 07, 2022 |  |

1. Board Resolutions/Board Decisions (Annual Report):

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| No. | Board Resolution No. | Date | Content |
|  | No. 01/NQ-HDQT-DPTW2 | February 21, 2023 | ‎‎Article 1. Approve the following contents:1. Record date for the list of shareholders attending the Annual General Meeting of Shareholders 2023, which is on March 20, 2023
2. Approve the organization time for the Annual General Meeting of Shareholders 2023 on April 21, 2023

3. Unanimously assign Mr. Hoan, Head of the Organization - Administration Department, to carry out the procedures for recording the list of shareholders attending the meeting with the Vietnam Securities Depository (VSD) in accordance with regulations.Article 2: This Resolution takes effect from the date of its signing.Article 3: The Board of Directors, the Board of Management and relevant departments are responsible for the implementation of this Resolution. |
|  | No. 02/NQ-HDQT-DPTW2 | March 24, 2023 | Article 1: Approve the following contents:1. Approve the content and documents of the Annual General Meeting of Shareholders 2023: Approve the working agenda and documents for the General Meeting.
2. Unanimously assign Mr. Hoan, Head of the Organization - Administration Department, to take responsibility for publishing information on the documents serving the Annual General Meeting of Shareholders in 2023 in accordance with regulations. Publish the set of documents serving the Annual General Meeting of Shareholders 2023 on the Company's website and send meeting invitations to shareholders on the recorded list as of March 20, 2023 by postal mail in the form of registered letters.

Article 2: This Resolution takes effect from the date of its signing.Article 3: The Board of Directors, the Board of Management and relevant departments are responsible for the implementation of this Resolution. |
|  | No. 03/NQ-HDQT-DPTW2 | July 12, 2023 | Article 1: Approve the following contents:1. Agree on approving the contents of the Report on production and business results in the first 6 months in 2023 of the General Manager:
* Revenue for the first 6 months of the year reached: VND 111.6 billion, meeting 55.8% of the plan and was equivalent to 166% of that of the same period of 2022.
* Profits record a loss of about VND 9 billion (reduced loss compared to the same period in 2022, with a loss of about VND 14 billion in the first 6 months of 2022).
* Unanimously review the selling price of products from the water injection medicine and powder injection medicine production line. Accept the implementation of production for certain products from the two mentioned production lines, with the selling price set equal to the cost of raw materials, packaging, and labor costs (salaries of direct workers and factory managers).
* Unanimously agree to analyze the detailed cost breakdown of the product on a monthly, quarterly, and annual basis.
1. Unanimously agree to find a solution to resolve the outstanding debts with the VDB Bank Propose to have a plan for issuing additional shares to increase capital for debt repayment.
2. Unanimously agree on the necessity of developing a training plan for additional leadership in the Research and Development Department and the Production Department of Injectable Medicines (PX 2) in the upcoming period.
* Unanimously agree on deepening research investment to develop the Company's strategic products in the near future.

Article 2: This Resolution takes effect from the date of its signing.Article 3: The Board of Directors, the Board of Management and relevant departments are responsible for the implementation of this Resolution. |
|  | No. 04/NQ-HDQT-DPTW2 | November 16, 2023 | Article 1: Approve the following contents:1. Agree on approving the contents of the Report on production and business results in the first 10 months in 2023 of the General Manager:
* Revenue for the first 10 months of the year reached: VND 162.8 billion, reached 81.4% of the annual plan and equal to 112% of the same period last year
* Profit for the first 9 months of 2023 is a loss of approximately VND 14 billion (reduced loss compared to the same period in 2022, with a loss of 19.9 billion in the first 9 months of 2022).
* Unanimously agree with the General Manager's proposal to adjust the business plan for the year 2023 from VND 200 billion down to VND 190 billion.
1. Unanimously agree to review and reevaluate the registered numbers that do not show potential, considering the need for removal or changing distributors.

The Sales Department is tasked with developing a more detailed plan to increase sales volume. They should propose specific products with priority for the company to invest in based on the registered numbers.1. Unanimously agree on the business production plan for 2024 with a target revenue of 200 billion. Strive for a minimum loss in profit.
* Unanimously agree to assign Mr. Cao Tien Dung, Deputy Manager, to review proposals for repairing, replacing, and supplementing testing equipment.
1. Other issues that were agreed:

The Board of Management will strengthen research on strategic products, striving to have 3-5 products by 2025.Article 2: This Resolution takes effect from the date of its signing.Article 3: The Board of Directors, the Board of Management and relevant departments are responsible for the implementation of this Resolution. |

1. The Supervisory Board (Annual report)
2. Information about members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Professional Qualification |
| 1 | Mr. Luong Tan Hoan | Chief of the Supervisory Board | Appointed on June 07, 2022 | Bachelor of Economics |
| 2 | Ms. Tran Thi Thu Thuy | Member of the Supervisory Board | Appointed on June 26, 2020 | Bachelor of Economics |
| 3 | Ms. Duong Thi Ngoc | Member of the Supervisory Board | Appointed on June 07, 2022 | Bachelor of Pharmacy |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Professional Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Mr. Le Tien Dung - General Manager | July 29, 1966 | Bachelor of Pharmacy | August 01, 2020 |
| 2 | Mr. Cao Tien Dung - Deputy General Manager | August 02, 1987 | Mechanical Engineer | August 01, 2020 |
| 3 | Mr. Phan Tri Dung - Deputy General Manager | June 07, 1975 | Bachelor of Pharmacy | August 01, 2020 |
| 4 | Mr. Nguyen Thanh Tung - Deputy General Manager | June 21, 1974 | Bachelor of Pharmacy | August 01, 2020 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Date of appointment/dismissal |
| Ms. Nguyen Thi Dieu Thuy | August 29, 1977 | Bachelor of Economics | August 01, 2020 |

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

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH No., Date of issue, Place of issue of NSH | 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) | Contents, quantity, total value of transaction | Note |
|  | Viet Nam Pharmaceutical Corporation - Joint Stock Company | Major shareholder; | Business Registration Certificate No. 0100109385 | No. 12 Ngo Tat To Street, Van Mieu Ward, Dong Da District, Hanoi | January 31, 2023 |  | Payment of cooperation profits. Amount: VND 200,000,000 |  |
| February 27, 2023 |  | Payment of cooperation profits. Amount: VND 200,000,000 |  |
| March 27, 2023 |  | Payment of cooperation profits. Amount: VND 200,000,000 |  |
| April 26, 2023 |  | Late payment interest. Amount: VND 745,064,103 |  |
| April 26, 2023 |  | Payment of cooperation profits. Amount: VND 2,590,575,457 |  |

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 PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies under the authority of the Company: None
2. Transactions between the Company and other entities:
	1. Transactions between the Company and the companies where members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers have been founding members or members of the Board of Directors or the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): None
	2. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers are members of the Board of Directors or the Executive Manager (General Manager): None
	3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, the Manager (General Manager) and other managers: None
3. Share transactions of PDMR and affiliated persons of PDMR (Annual report)

1. Transaction of PDMR and affiliated persons related to the Company’s shares: None

1. Other significant issues: None