**UPH: Annual Corporate Governance Report 2023**

On January 24, 2024, No.25 Central Pharmaceutical joint stock company announced Report No. 25/BC-TW25 on the corporate governance in 2023 as follows:

* Name of listed/registered company for trading: No.25 Central Pharmaceutical joint stock company
* Head office address: No. 448B Nguyen Tat Thanh Road, Ward 18, District 4, Ho Chi Minh City
* Tel: 083.9414.967 Fax: 083.9414.975 Email: duocphamtw25@uphace.vn
* Charter capital: VND 132,946,410,000
* Securities code: UPH
1. Activities of the General Meeting:

Information about Meetings and General Mandates/Decisions of the General Meeting (including General Mandates approved by collecting shareholders' ballots)

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| --- | --- | --- | --- |
| No. | General Mandates/Decisions of the General Meeting No. | Date | Content |
| 1 | 07/NQ-TW25 | April 24, 2023 | Annual General Mandate 2023 |

1. Board of Directors:
2. Information about members of the Board of Directors;

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Number of meetings attended by the Board of Directors | Attendance rate | Reason for absence |
| 1 | Ms. Pham Thi Xuan Huong | Chair  | September 28, 2021 | 6 | 100% |  |
| 2 | Ms. Phuong Thanh Nhung | Member | May 28, 2022 | 6 | 100% |  |
| 3 | Mr. Nguyen Van Khai | Member | May 28, 2022 | 6 | 100% |  |
| 4 | Mr. Tran Tri Duc | Member | May 28, 2022 | 6 | 100% |  |
| 5 | Mr. Ha Duc Cuong | Member | April 24, 2023 | 4 | 100% |  |
| 6 | Mr. Nguyen Binh Ngoc Khue | Member | May 28, 2022 | 0 | 0% | submitted resignation letter from October 2022 |

Notes: In 2023, the Board of Directors held 03 face-to-face meetings and 03 times to collect shareholders' ballots to promptly meet work requirements.

Change in membership of the Board of Directors:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment as member of the Board of Directors | Date of dismissal as member of the Board of Directors | Reasons for change |
| 1 | Ms. Pham Thi Xuan Huong | Chair  | May 28, 2022 | April 24, 2023 | Resignation letter submitted and approved by the AGM 2023 |
| 2 | Ms. Phuong Thanh Nhung | Member | April 24, 2023 |  | Additional election to the AGM 2023 |

1. Board Resolutions/Board Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 01/NQ-HDQT-TW25 | January 17, 2023 | Approve the payment of 1/2 of the 13th month salary for employees. |
| 2 | 02/NQ-HDQT-TW25 | March 06, 2023 | Approve the plan on convening the Annual General Meeting 2023 |
| 3 | 03/NQ-HDQT-TW25 | March 24, 2023 | Approve the change of time to hold the Annual General Meeting 2023. |
| 4 | 04/NQ-HDQT-TW25 | March 24, 2023 | Approve the Business Plan for 2023 |
| 5 | 05/NQ-HDQT-TW25 | March 24, 2023 | Approve the Salary fund of 2023. |
| 6 | 06/NQ-HDQT-TW25 | March 24, 2023 | Approved the submission of application for land rent reduction in 2022. |
| 7 | 08/NQ-HDQT-TW25 | May 05, 2023 | Promulgate Regulations on internal expenditure |
| 8 | 09/NQ-HDQT-TW25 | June 27, 2023 | Promulgate Regulation on Information Disclosure |
| 9 | 10/NQ-HDQT-TW25 | June 27, 2023 | Promulgate the Regulations on financial and investing management |
| 10 | 11/NQ-HDQT-TW25 | July 05, 2023 | Select an audit company for the Financial Statements 2023; |
| 11 | 12/NQ-HDQT-TW25 | July 05, 2023 | Appoint the position of Chief Accountant-cum-Head of Financial Accounting Department |

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

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Date of dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Thuy | Chief | May 28, 2022 |  | Bachelor |  |
| 2 | Ms. Le Thi Anh Nguyet | Member | May 28, 2022 |  | Bachelor |  |
| 3 | Ms. Nguyen Thu Thuy | Member | May 28, 2022 |  | Bachelor |  |

1. Executive Board:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Position | Date of appointment |
| 1 | Mr. Dong Van Manh | May 02, 1986 | Pharmacist | Managing Director | October 1, 2021 |
| 2 | Mr. Ngo Tan Long | September 10, 1976 | Bachelor | Deputy Managing Director | March 31, 2017 |

1. The Chief Accountant

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification | Appointment date | Dismissal date | Note |
| Ngo Tan Long | September 10, 1976 | Bachelor in Accounting | July 08, 2023 |  |  |

1. Training on corporate governance
2. List of related persons of the public company (Annual Report) and transactions between the related persons of the Company and the Company itself:
3. Transactions between the Company and related persons of the Company; or between the Company and principal shareholders, PDMR and related persons of PDMR None.
4. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company. None.
5. 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 who have been founding members or members of the Board of Directors or Executive Manager (Managing Director) for the past three (03) years (at the date of reporting).
	2. Transactions between the Company and the companies in which 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 or Executive Manager (Managing Director).
* No.25 Central Pharmaceutical joint stock company signed a distribution contract with OPC Pharmaceutical Joint Stock Company (who owns 58.14% of the total voting shares of TW25 Pharmaceutical Joint Stock Company) to distribute products manufactured by No.25 Central Pharmaceutical joint stock company This transaction of No.25 Central Pharmaceutical joint stock company was approved at the Annual General Meeting 2023 dated April 24, 2023.
	1. 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.

VIII. Share transactions of PDMR and related persons of PDMR (Annual report):

1. Company’s share transaction of PDMR and related persons. None.
* Other significant issues None.