**NDC: Annual Corporate Governance Report 2023**

On January 27, 2024, Nam Duoc Joint Stock Company announced Report No. 01/2024/ND-BC on the corporate governance in 2023 as follows:

* Name of company: Nam Duoc Joint Stock Company
* Head office address: No. 51. Truong Cong GIai Street, Dich Vong ward, Cau Giay District, Hanoi, Vietnam.
* Tel: 024. 6269602 Fax: 024. 62698623 Email: dothanhtuyen@namduoc.vn
* Charter capital: 59,640,000,000
* Securities code: NDC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution:

1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Contents |
| 1 | 01/2023/NQ-DHDCD | April 23, 2023 | 1. Approve the Report of the Board of Directors in 2022; 2. Approve the Financial Statements and the business results in 2022 3. Approve the production and business plan for 2023 4. Approve the Report of the Supervisory Board in 2022 5. Approve the dividend payment rate in 2022 = 25% of the Charter Capital. Payment method: in cash. The payment time will be announced to shareholders on the Company’s website 6. Appropriate 5% of profit after tax in 2022 for welfare fund of the Company 7. Appropriate 5% of profit after tax in 2022 for remuneration of the Board of Directors, the Supervisory Board of the Company 8. Authorize the Board of Directors to select an audit company among the list of independent audit companies approved by the State Securities Commission to audit the Financial Statements 2023; 9. Approve the expected dividend payment rate in 2023 in cash: 20% of the charter capital; 10. Approve the proposal of establishing Tay Bac Branch of the Company in Phu Tho Province. Assign the Board of Directors to implement legal procedures as per provisions of law. 11. Approve the proposal of establishing Tay Nguyen Branch of the Company in Buon Ma Thuot, Dak Lak Province. Assign the Board of Directors to implement legal procedures as per provisions of law 12. Approve the authorization for the Board of Directors to decide on transactions with Nam Duoc Company Limited with the value of over 35% of the total assets recorded in the latest Consolidated Financial Statements. |

1. The Board of Directors (2023):
2. Information about members of the Board of Directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | La Xuan Hanh | Chair of the Board of Directors | Apil 21, 2019 |  |
| 2 | Nguyen Van Giang | Non-executive member of the Board of Directors | April 21, 2019 |  |
| 3 | Hoang Minh Chau | Member of the Board of Directors, General Manager | Apil 21, 2019 |  |
| 4 | Le Van San | Member of the Board of Directors, Deputy General Manager | Apil 21, 2019 |  |
| 5 | Duong Thi Lan | Non-executive member of the Board of Directors | April 21, 2019 |  |

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

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| --- | --- | --- | --- |
| No. | Board Resolution No. | Date | Contents |
| 1 | 01A/2023/NQ-HDQT | January 06, 2023 | Approve receiving the transfer of land use rights, ownership of houses and other assets attached to land in Vinh City, Nghe An Province |
| 2 | 01B/2023/N-HDQT | January 06, 2023 | Approve the production and business plan in 2023 |
| 3 | 02A/2023/NQ-HDQT | January 08, 2023 | Adjust the investment project: "Investment in upgrading and expanding pharmaceutical factories meeting GMP-WHO standards" |
| 4 | 03A/2023/NQ-HDQT | February 20, 2023 | Approve receiving the transfer of land use rights, ownership of houses and other assets attached to land in Da Nang City |
| 5 | 03B/2023/NQ-HDQT | March 24, 2023 | Approve the Financial Statements 2022 |
| 6 | 03C/2023/NQ-HDQT | March 24, 2023 | Approve the expected contents of the General Meeting of Shareholders 2023 |
| 7 | 03D/2023/NQ-HDQT | March 24, 2023 | Establish the Organizing Committee of the Annual General Meeting of Shareholders 2023 |
| 8 | 04A/2023/NQ-HDQT | May 15, 2023 | Implement the General Meeting of Shareholders 2023 on dividend payment in 2022 |
| 9 | 04B/2023/NQ-HDQT | May 15, 2023 | Implement the General Meeting of Shareholders 2023 on the remuneration for the Board of Directors and the Supervisory Board in 2022 |
| 10 | 04C/2023/NQ-HDQT | May 15, 2023 | Implement the General Meeting of Shareholders 2023 on the Company's welfare fund appropriation |
| 11 | 05A/2023/NQ-HDQT | May 20, 2023 | Approve receiving the transfer of land use rights, ownership of houses and other assets attached to land in Buon Ma Thuot City, Dak Lak Province |
| 12 | 06A/2023/NQ-HDQT | August 25, 2023 | Approve the estimates of fire protection items for warehouse and research lab projects |
| 13 | 07A/2023/NQ-HDQT | November 06, 2023 | Approve the contractor for the construction of the Tay Nguyen Branch Office |
| 14 | 07B/2023/NQ-HDQT | November 06, 2023 | Select an audit company for the fiscal year 2023 |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory/the Audit Committee | Qualification |
| 1 | Vu Thi Nga | Chief of the Supervisory Board | April 21, 2019 | Bachelor of Accounting |
| 2 | Pham Thanh Dat | Member of the Supervisory Board | April 21, 2019 | Bachelor of Business Administration |
| 3 | Hoang Minh Cuong | Member of the Supervisory Board | January 09, 2022 | Bachelor of Accounting |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Hoang Minh Chau | June 25, 1974 | Doctor of Pharmacy | September 01, 2009 |
| 2 | Le Van San | October 20, 1983 | Bachelor of Pharmacy | March 01, 2013 |
| 3 | Khuat Van Manh | November 23, 1980 | Master of Pharmacy | December 01, 2019 |
| 4 | Tran Thi Anh Duc | January 20, 1980 | Bachelor of Accounting | January 02, 2010 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Tran Thi Anh Duc | January 20, 1980 | Bachelor of Accounting | January 02, 2010 |

1. Training on corporate governance:
2. List of affiliated persons in a public company (Report for the first 6 months of 2023) and transactions of 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, or affiliated persons of PDMR: None
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities:
   1. Transactions between the Company and the companies in which 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 Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting): None
   2. Transactions between the Company and the companies where the 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, the Executive Manager (General Manager): None
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None
6. Share transactions of PDMR and affiliated persons of PDMR (Report of 2023)
7. Transaction of PDMR and affiliated persons related to the Company’s shares:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Hoang Minh Cuong | Member of the Supervisory Board | 79,795 Shares |  | 9,795 Shares | 0.2% | Sell |
| 2 | Ich Nhan Pharmaceutical Company Limited | Affiliated person | 1,046,820 Shares |  | 1,150,320 Shares | 19.3% | Buy |

1. Other significant issues: None