**MED: Annual Corporate Governance Report 2023**

On January 30, 2024, Mediplantex National Pharmaceutical Joint Stock Company announced a Report on corporate governance in 2023 as follows:

* Name of Company: Mediplantex National Pharmaceutical Joint Stock Company
* Address: No. 358, Giai Phong Street, Thanh Xuan District, Hanoi
* Tel: 04.36649837 Fax: 04.38641584 Email: trangch.medi@gmail.com
* Charter capital: VND 124,100,000,000
* Securities code: MED
* Corporate governance model: The General Meeting of Shareholders, the Supervisory Board, and the General Manager.
* Internal audit execution: None.

1. Activities of the General Meeting of Shareholders

|  |  |  |
| --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Content |
| 1 | 01/2023/NQ-DHDCD/MED dated April 27, 2023 | 1. Report of the Board of Directors on the performance results of the Board of Directors in 2022 and the direction for implementing the production and business plan in 2023; 2. Report of the General Manager on the implementation of the production and business plan in 2022 and the direction for implementing the production and business plan in 2023; 3. Report of the Supervisory Board on the activities results in 2022 and the operating orientation for 2023; 4. Proposal to approve the audited Financial Statements 2022. 5. Proposal to select an independent audit company for the Financial Statements for the year 2023; 6. Proposal to approve the termination of investment cooperation on the land parcel at 356-358 Giai Phong Street, Phuong Liet Ward, Thanh Xuan District, Hanoi with Tan Phu Cuong Real Estate Investment And Development JSC (Formerly named Tan Phu Cuong Industrial Trading Joint Stock Company); 7. Proposal to approve the change in the utilization plan of the capital raised from the public offering of shares; 8. Proposal to dismiss Members of the Board of Directors, and Members of the Supervisory Board , and appoint additional Members of the Board of Directors, and Members of the Supervisory Board for the term 2020-2025; 9. Proposal to dismiss Members of the Board of Directors, and Members of the Supervisory Board , and appoint additional Members of the Board of Directors, and Members of the Supervisory Board for the term 2020-2025; 10. Proposal to approve the profit distribution plan, dividend distribution rate for the year 2022, and the anticipated profit distribution plan, and dividend distribution rate for the year 2023; 11. Proposal to approve the remuneration level for the Board of Directors and the Supervisory Board for the year 2023; |

1. Board of Directors in 2023:
2. Information about members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member | Position | Date of appointment as member of the Board of Directors |
| 1 | Doan Thi Hong Thuy | Chair of the Board of Directors | June, 2020 |
| 2 | Tran Hoang Dung | Vice Chair of the Board of Directors | June 2020 |
| 3 | Le Hong Trung | Member of the Board of Directors | August 2015 |
| 4 | Nguyen Ngoc Tuyen | Member of the Board of Directors | May 2018 |
| 5 | Nguyen Tien Phong | Member of the Board of Directors | May 2018 |
| 6 | Do Van Tan | Independent member of the Board of Directors | April 2018 |
| 7 | Nguyen Van Khai | Independent member of the Board of Directors | April 2023 |

1. Board Resolutions

|  |  |  |
| --- | --- | --- |
| No. | Meeting minutes/ Resolutions | Content |
| 1 | No. 01/2023/NQ-HDQT dated February 8, 2023 | 1 Agree to dismiss Mr. Nguyen Ngoc Tuyen from the position of Deputy General Manager -cum- authorized person in charge of information disclosure effective from February 8, 2023. |
| 2 | No. 02/2023/NQ-HDQT, dated February 23, 2023 | 1. Agree to approve the report on the results of production and business activities in 2022 (unaudited).   After receiving the audited financial statements for the year 2022, the Executive Board shall analyze the cost of 2022, financial indicators of 2022, and establish production and business plans for various items in 2023. The Executive Board shall correct the title of the financial statements in accordance with the regulations of the Ministry of Finance.  The Project Board shall report on the progress of the Science and Technology Pharmaceutical Center project and the application plant for the production of products meeting EU GMP standards to the Board of Directors at the next meeting.   1. Agree with the agenda items of the General Meeting:   Report of the Board of Directors on Corporate Governance and Operation Results of the Board of Directors in 2022. Operational plan of the Board of Directors for 2023.   * Report of the Board of Management on production and business activities in 2022 and production and business plan in 2023;   Report of the Supervisory Board on the self-assessment and monitoring results in 2022. Operational Plan of the Supervisory Board in 2023;   * Report on the implementation of the Science and Technology Pharmaceutical Center project and the application plant for the production of products meeting EU GMP standards.   Progress report on the implementation of the Joint Venture Agreement with Song Chau JSC at the My Dinh land plot.  Progress report on the implementation of the Joint Venture Agreement with Water Electrical Mechanical Installation & Construction JSC at the 118 Nguyen Van Troi land plot. Approve the audited Financial Statements for the year 2022; Selection of an independent audit company for the Financial Statements for the year 2023;   * Approve the Plan for profit distribution and dividend payment in 2022 and propose the Plan for profit distribution and dividend payment in 2023; * Approve the remuneration of the Board of Directors and the Supervisory Board in 2023; * Approve the dismissal of Members of the Board of Directors and the appointment of additional Members of the Board of Directors;   Approve the dismissal of Members of the Supervisory Board and the appointment of additional Members of the Supervisory Board;  Other issues under the authority of the Meeting.   1. Agree to dismiss Ms. Trieu Thi Thanh Mai - Company Secretariat effective from March 15, 2023, and appoint Ms. Chu Huyen Trang as the Company Secretariat effective from March 15, 2023. 2. Approve the resignation letter of Ms. Nguyen Hoang Phi from the member of the Supervisory Board effective from March 1, 2023, and submit to the Annual General Meeting of Shareholders in 2023 for approval of the dismissal of members of the Supervisory Board and the appointment of new members to replace them. 3. Agree to meet with Tan Phu Cuong Industrial Trading Company to discuss the termination of the investment cooperation contract No. 01/2018/HTDT-MD-TPC between Mediplantex National Pharmaceutical Joint Stock Company and Tan Phu Cuong Industrial Trading Company. 4. The General Manager will work with the Finance and Accounting Department on the use of funds received from the Joint Venture Agreement No. Ol/2018/HTDT-MD-TPC with Tan Phu Cuong Industrial Trading Company and then report to the Board of Directors to propose a payment plan to Tan Phu Cuong in case of termination of the Joint Venture Agreement No. Ol/2018/HTDT-MD-TPC. 5. Invite legal counsel to advice on the termination of the Joint Venture Agreement No. 01/2018/HTDT-MD-TPC with Tan Phu Cuong Industrial Trading Company and draft a working document between Mediplantex National Pharmaceutical Joint Stock Company and Tan Phu Cuong Industrial Trading Company. 6. Invite FPT Securities JSC to advise on the use of funds received from the issuance of shares to pay Tan Phu Cuong Industrial Trading Company in case of termination of the Joint Venture Agreement No. 01/2018/HTDT-MD-TPC with Tan Phu Cuong Industrial Trading Company. 7. Agree to assign the Executive Board to implement the conversion of the operational form of the Ho Chi Minh City branch as per the Proposal dated February 20, 2023. 8. Agree with the proposal for the Executive Board to explore options for collaboration with customers to develop cerecaps products. The Executive Board shall implement the detailed plan for submission to the Board of Directors for approval. |
| 3 | No. 03/2023/NQ-HDQT dated March 27, 2023 | 1. Tan Phu Cuong Real Estate Investment And Development Joint Stock Company and Mediplantex National Pharmaceutical JSC agree to terminate, liquidate the Joint Venture Agreement No. 01/2018/HDHT-MD-TPC signed on October 24, 2018. 2. Mediplantex National Pharmaceutical JSC will refund to Tan Phu Cuong Real Estate Investment And Development Joint Stock Company the entire amount received from Tan Phu Cuong Real Estate Investment And Development Joint Stock Company for the deposit/payment under the Joint Venture Agreement No. 01/2018/HĐHT-MD-TPC signed on October 24, 2018, which is VND 160,000,000,000. 3. Mediplantex National Pharmaceutical JSC is not required to pay interest related to the deposit amount of VND 160,000,000,000 during the implementation of the Joint Venture Agreement No. 01/2018/HDHT-MD-TPC signed on October 24, 2018. 4. Mediplantex National Pharmaceutical JSC is not required to pay any amount other than the amount received from Tan Phu Cuong Real Estate Investment And Development Joint Stock Company, which is VND 160,000,000,000.   5 Both parties agree to dissolve the project enterprise Tan Phu Cuong Saigon - Hanoi Company Limited. |
| 4 | No. 04/2023/NQ-HDQT, dated March 28, 2023 | 1. The General Manager will work with the consulting unit to develop an optimal plan for the Hoa Lac project and will report to the Board of Directors in writing before April 12, 2023. 2. Approve the agenda for the Annual General Meeting of Shareholders in 2023:  * Report of the Board of Directors on Corporate Governance and Operation Results of the Board of Directors in 2022. Operational plan of the Board of Directors for 2023. * Report of the Board of Management on production and business activities in 2022 and production and business plan in 2023; * Report of the Supervisory Board on the activities results in 2022 and the operating orientation for 2023;   Report on the implementation of the project "Center for Pharmaceutical Science and Technology and GMP EU Standard Product Manufacturing Plant."- Proposal for approval of the audited financial statements for the year 2022.   * Proposal for the selection of an independent audit company for the financial statements for the year 2023. * Profit distribution plan, dividend payout rate for 2022, and the expected profit distribution plan, dividend payout rate for 2023. * Proposal for the remuneration of the Board of Directors, Supervisory Board in 2023. * Proposal for the dismissal of members of the Board of Directors and Supervisory Board and appointment of new members for the term 2020-2025.  1. Additional Proposals for the Annual General Meeting of Shareholders in 2023:  * Proposal to change the purpose of using capital raised from the public offering of shares according to the Annual General Mandate in 2021. * Proposal to terminate the investment cooperation agreement with Tan Phu Cuong Real Estate Investment And Development Joint Stock Company (Formerly known as Tan Phu Cuong Industrial Trading Company). |
| 5 | No. 05/2023/NQ-HDQT, dated April 10, 2023 | Mediplantex National Pharmaceutical JSC is authorized to borrow capital, issue guarantees, open L/Cs at Vietnam Joint Stock Commercial Bank for Industry and Trade - Dong Da Branch to serve production and business operations with a total credit limit at Vietnam Joint Stock Commercial Bank for Industry and Trade - Dong Da Branch of:  VND 50,000,000,000  Loan purpose: Borrowing working capital for business purposes |
| 6 | No. 06/2023/NQ-HDQT, dated April 24, 2023 | 1. Assign Mr. Nguyen Ngoc Tuyen, Mr. Nguyen Tien Phong, and Mr. Phung Minh Thom to prepare a report on the implementation of the project "Center for Pharmaceutical Science and Technology and GMP EU Standard Product Manufacturing Plant" to present to the Annual General Meeting of Shareholders in 2023. 2. Agree on the reports and submission agenda for the Annual General Meeting of Shareholders in 2023   Report of the Board of Directors on the operating results of the Board of Directors in 2022 and the direction for implementing the production and business plan in 2023.  Report of the General Manager on the implementation of the production and business plan in 2022 and the direction for the implementation of the production and business plan in 2023.  Report of the Supervisory Board on the results of operations in 2022 and the direction of operations in 2023.   * Approve the audited financial statements for the year 2022; * Selection of an independent audit company for the financial statements of the year 2023; * Approve terminating the investment cooperation on the land plot at 356-358 Giai Phong Street, Phuong Liet Ward, Thanh Xuan District, Hanoi with Tan Phu Cuong Real Estate Investment And Development Joint Stock Company (formerly named Tan Phu Cuong Industrial and Commercial Joint Stock Company); * Approve on changing the utilization plan of the capital raised from the public share offering   Approve the dismissal of members of the Board of Directors, Supervisory Board, and election of additional members to the Board of Directors, Supervisory Board for the term 2020-2025;   * Approve the profit distribution plan, dividend distribution rate for the year 2022 and the expected profit distribution plan, dividend distribution rate for the year 2023;   Approve the remuneration of the Board of Directors, and Supervisory Board for the year 2023;   * Other matters within the authority of the General Meeting; |
| 7 | No. 07/2023/NQ-HDQT, dated May 31, 2023 | 1. Approve the Proposal for the extension of the implementation schedule of the project "Pharmaceutical Science and Technology Center and GMP EU Standard Product Manufacturing Plant":  * Commencement of construction and installation of production equipment for phase 1: Q4/2020 - Q1/2023 * Commencement of construction and installation of production equipment for phase 2: Q2/2023-Q4/2024 * Acceptance of the project and commencement of production and business operation: Phases 1 and 2 from Q4/2024 |
| 8 | No. 08/2023/NQ-HDQT, dated June 27, 2023 | 3 Approve on the production and business results of the first 05 months of the year and the production and business plan for the last 07 months of 2023.   1. Approve engaging An Viet Auditing Company Limited to conduct the audit for the year 2023 for the semi-annual financial statements and the annual financial statements of the Company. 2. Approve the dividend payment schedule for the year 2022 as follows:  * Record date: July 12, 2023 * Dividend payment 2022 in cash * Exercise rate 5% / share (receive VND 500 for each share). * Date of payment: July 26, 2023  1. Assign the General Manager to work with Tan Phu Cuong Real Estate Investment And Development Joint Stock Company regarding the content, progress of payment of the liquidation minutes of contract number 01/2018/HDHT-MD-TPC signed on October 24, 2018 between Mediplantex National Pharmaceutical JSC and Tan Phu Cuong Real Estate Investment And Development Joint Stock Company (Former name: Tan Phu Cuong Industrial and Commercial Joint Stock Company) and report at the next meeting of the Board of Directors. 2. Assign the General Manager- Project Leader to report on the production and business plan, machinery and equipment product plan, investment capital estimation, capital mobilization from which source, and expected completion time of the GMP - EU factory project to the Board of Directors no later than July 20, 2023. |
| 9 | No. 09/2023/NQ-HDQT, dated August 18, 2023 | 1. Approve on the Proposal No. 02/2023/TTr-HDQT of the General Manager:   Approve the minutes of the agreement for termination, and liquidation of contract No. 01/2018/HDHT-MD-TPC signed on October 24, 2018, between Mediplantex National Pharmaceutical JSC and Tan Phu Cuong Real Estate Investment And Development Joint Stock Company (Former name: Tan Phu Cuong Industrial and Commercial Joint Stock Company) |
|  |  | Assign Mr. Tran Hoang Dung - General Manager of the company to sign the minutes of the agreement for termination, and liquidation of contract No. 01/2018/HDHT-MD-TPC signed on October 24, 2018, between Mediplantex National Pharmaceutical JSC and Tan Phu Cuong Real Estate Investment And Development Joint Stock Company (Former name: Tan Phu Cuong Industrial and Commercial Joint Stock Company)   1. Approve Proposal No. 03/2023/TTr-HDQT on the cash flow plan for the termination of the contract with Tan Phu Cuong Real Estate Investment And Development Joint Stock Company according to the minutes of the agreement for termination, liquidation of contract No. 01/2018/HDHT-MD-TPC 2. Mr. Tran Hoang Dung - General Manager is responsible for balancing the cash flow for payment to Tan Phu Cuong Real Estate Investment And Development Joint Stock Company to ensure no impact on the Company's production and business activities. |
| 10 | No. 10/2023/NQ-HDQT, dated August 22, 2023 | 1. Approve borrowing capital from the Joint Stock Commercial Bank for Foreign Trade of Vietnam (referred to as the "Bank") with the following basic contents: 2. The total loan amount in VND: VND 70,000,000,000; 3. Purposes for granting credit: Supplement working capital, issue various types of L/C, confirm credit supply guarantees to serve production and business activities from 2023-2024 4. The credit period is: according to the credit agreements signed between the Company and the bank. 5. Security measures include: Mortgaging the following assets:   Land use rights at land parcel number 981, map sheet number 29, in Cua Lo - Trung Hau Doai village - Tien Phong commune, Me Linh district, Vinh Phuc province under Land Use Right Certificate number AB 762808 issued by the Department of Natural Resources and Environment of Vinh Phuc province for the first time on January 11, 2008, belonging to Mediplantex Central Pharmaceutical Joint Stock Company.  Inventory in transit at Pharmaceutical Factory No. 2 in Trung Hau village, Tien Phong commune, Me Linh district, Hanoi city belonging to Mediplantex National Pharmaceutical JSC; |
| 11 | No. 11/2023/NQ-HDQT, dated September 26, 2023 | 1 Approve on extending the period of utilizing the loan, opening LC, issuing guarantees and confirming credit supply at the Military Commercial Joint Stock Bank - Dien Bien Phu Branch, specifically as follows: Credit limit value: VND 90,000,000,000  Loan limit: VND 60,000,000,000  Guarantee limit: VND 60,000,000,000  Non-payment guarantee limit: VND 30,000,000,000  LC limit excluding export LC: VND 20,000,000,000  Conditional Import and Export Credit limit: VND 100,000,000,000  Purpose: providing credit to serve the pharmaceutical production and business activities of customers.  Term: from the contract signing date to September 10, 2024 Source of payment/debt repayment: Revenue from the plan, revenue from production and business activities, and other legitimate revenue sources (including debt repayment sources). |
| 12 | No. 12/2023/NQ-HDQT dated November 7, 2023 | 1. Approve the report on the implementation of the production and business plan for the first 9 months of 2023 and the direction for the production and business plan for 2024. 2. Assign Deputy General Manager Le Hong Trung to continue leading the development of the production and business plan for 2024 for the Executive Board to execute. 3. Approve the proposal from the Executive Board to dissolve the Ho Chi Minh City branch. Assign the Executive Board to develop and implement the plan. 4. Approve on the restructuring plan for phase 2 of the company and assign the Executive Board to develop the restructuring plan. 5. Assign the General Manager the responsibility to implement Resolution No. 08/2023/NQ-HDQT dated June 27, 2023 and develop a plan to continue implementing the project "Pharmaceutical Science and Technology Center and GMP EU Standard Pharmaceutical Production Plant". Report to the Board of Directors in writing before November 15, 2023 6. Approve the proposal from the General Manager to recruit 1 financial personnel to serve the continued implementation of the project "Pharmaceutical Science and Technology Center and GMP EU Standard Pharmaceutical Production Plant". |
| 13 | No. 13/2023/NQ-HDQT dated December 22, 2023 | 1. Approve on the report on the implementation of the production and business plan for the first 11 months of 2023 2. Approve on the production and business plan for 2024 with a profit before tax of VND 16 billion. 3. Approve on the issue of responsibility allowance for Deputy General Manager Le Hong Trung according to the proposal of the Executive Board.   Allowance amount: VND 25,000,000/month  Applicable time: From January 2024   1. Assign the Executive Board to implement in accordance with the business cooperation contract No. 68/HDHTKD signed on June 1, 2017 with Song Chau Joint Stock Company.   5 Request the General Manager to revise the report on the "Pharmaceutical Science and Technology Center and GMP EU Standard Pharmaceutical Production Plant" clearly and fully with information including: New product fund, business plan, capital mobilization plan, financial calculations of the project, specifying implementation time, completion time, feasibility of the next VND 150 billion investment in the project, and submit to the Board of Directors before January 30, 2024 for review and feedback.  The General Manager - Project Leader must take responsibility if the project is not fully implemented in a timely manner, in accordance with regulations and requirements of the Board of Directors, leading to the inability to implement the project, causing property damage to the Company. |

1. The Supervisory Board:

1 Information on members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Appointment date | Qualification |
| 1 | Phung Minh Thom | Chief of the Supervisory Board | June 22, 2020 | Bachelor of Accounting |
| 2 | Duong Thi Minh Nguyet | Member of the Supervisory Board | April 27, 2021 | Bachelor of Accounting |
| 3 | Tran Ngoc Ha | Members of the Supervisory Board | April 27, 2023 | Bachelor of Accounting |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment |
| 1 | Tran Hoang Dung | April 12, 1960 | Intermediate of Medicine | May 2017 |
| 2 | Le Hong Trung | June 28, 1975 | Bachelor of Pharmacy | August 2015 |
| 3 | Nguyen Tien Phong | September 02, 1977 | Bachelor of Pharmacy | May 2017 |
| 4 | Nguyen Chi Kien | July 04, 1970 | Master in Pharmacy | May 2017 |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| La Thi Trang Nhung | February 25, 1982 | Master in Economics | May 2017 |

1. Training on corporate governance: None
2. List of affiliated person of the public company and transactions between the affiliated person 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 and affiliated persons of PDMR

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| 1 | An Hy Pharmaceutical Company Limited | Nguyen Ngoc Xuan Trang is the owner - legal representative of the company | Business Registration Certificate No. 0309738339 issued on May 22, 2017, by the Department of Planning and Investment of Ho Chi Minh City | Address: 506/15/34 3/2 Street, Ward 14, District 10, Ho Chi Minh City |  |  | Purchase and sale of goods.  Total transaction value: VND 23,270,703,407 |  |

1. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None
2. Transactions between the Company and other entities: None
3. Share transactions of PDMRs and affiliated people of PDMRs:
4. Company’s share transaction of PDMR and affiliated persons. None
5. Other issues: None