**PMC: Annual Corporate Governance Report 2023**

On January 30, 2024, Pharmedic Pharmaceutical Medicinal JSC announced Report No. 09/PMC-HDQT on the corporate governance in 2023 as follows:

* Name of public company: Pharmedic Pharmaceutical Medicinal JSC
* Head office address: No. 367 Nguyen Trai, Nguyen Cu Trinh Ward, District 1, Ho Chi Minh City
* Phone number: (028) 38 375 300 - 39 200 300 Fax: (028) 39 200 096
* Email: pharmedic@vnn.vn
* Charter capital: VND 93,325,730,000
* Securities code: PMC
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: The Company established the Executive Internal Supervisory Board under the Board of Directors, helping the Board of Directors check and supervise production, business and management activities in the Company.
1. Activities of the General Meeting of Shareholders:

Meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot):

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 31/NQ-DHDCD | April 22, 2023 | Annual General Mandate 2023:1. Approve the Report on activities of the Board of Directors in 2022, remuneration of the Board of Directors and the Supervisory Board. Report on summary of production and business activities in 2022 and plan in 2023.
2. Approve the Report on activities of the Supervisory Board in 2022 and select the audit company for the Financial Statements 2023.
3. Approve the Audited Financial Statements 2022
4. Approve the Proposal on profit distribution in 2022 and the profit distribution plan for 2023.
5. Approve the Proposal on adjusting the dividend payment rate in 2022 in the direction of increasing from 24% to 30% of charter capital.
6. Approve the Proposal on adjusting and supplementing the Company's Charter, Internal Regulations on corporate governance, Operating Regulations of the Board of Directors, Operating Regulations of the Supervisory Board.
7. Approve the Proposal on the dismissal of Ms. Pham Thi Hoang - Chief of the Supervisory Board and the additional election of Ms. Nguyen Thi Thuy My as a member of the Supervisory Board in the term of 2019 - 2024.
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| 2 | 66/NQ-DHDCD | October 20, 2023 | The General Mandate was approved by collecting shareholders' opinions via a ballot, including the following contents:* Refund undistributed profit after tax to the Development and Investment Fund with the amount: VND 117,590,419,800.
* Pay dividends in cash from undistributed profit after tax (after reverting to Development and Investment Fund) with a dividend rate of 126%/share.

(The above dividends do not include dividends distributed from the profit after tax of the production and business plan in 2023 of 24% approved by the Annual General Meeting of Shareholders 2023 on April 22, 2023). |

1. Governance activities (Annual Report 2023):
2. Information about members of the Board of Directors:

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| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member of the Board of Directors, 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. | Mr. Le Viet Hung | Chair (Non-executive member of the Board of Directors) | April 20, 2019 |  |
| 2. | Mr. Tran Viet Trung | Member | April 20, 2019 |  |
| 3. | Ms. Nguyen Thi Kim Tuyen | Member | April 20, 2019 |  |
| 4. | Mr. Phan Xuan Phong | Member | April 20, 2019 |  |
| 5. | Mr. Nguyen Huy Cuong | Member (Non-executive member of the Board of Directors) | April 20, 2019 |  |
| 6. | Mr. Tran Duc Thang | Member (Non-executive member of the Board of Directors) | April 20, 2019 |  |
| 7. | Mr. Nguyen Quy Thinh | Independent member of the Board of Directors | April 20, 2019 |  |

1. Board Resolutions/Decisions (Annual Report 2023):

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| --- | --- | --- | --- |
| No. | Board Resolution/Decision No. | Date | Content |
| 1. | 03/NQ-HDQT | January 16, 2023 | Board Resolution:* Approve the Reports on implementation and production - business - financial plan for December 2022, the whole year 2022 and the plan in 2023.
* Approve the Report on profit distribution and remuneration fund of the Board of Directors in 2022.
* Approve the appointment of company management personnel.
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| 2. | 04/NQ-HDQT | January 16, 2023 | Board Resolution:* Approve supplementing investment plans for purchasing assets, machinery, equipment, and repairs in 2023.
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| 3. | 05/NQ-HDQT | January 16, 2023 | Board Resolution:* Approve the extension of the time for plastic packaging processing.
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| 4. | 06/NQ-HDQT | January 16, 2023 | Board Resolution:* Approve the remaining dividend payment in cash in 2022.
* Approve the adjustment of the dividend payment rate in 2022 from 24% to 30% of charter capital submitted to the General Meeting of Shareholders 2023.
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| 5. | 12/NQ-HDQT | March 8, 2023 | Board Resolution:* Approve bank deposits at Seabank.
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| 6. | 14/QD-HDQT | March 14, 2023 | Decision on establishing a Steering Committee to organize the Annual General Meeting of Shareholders 2023. |
| 7. | 15/QD-HDQT | March 14, 2023 | Decision on electing additional members of the Project Executive Board. |
| 8. | 16/NQ-HDQT | March 14, 2023 | Board Resolution on approving adjustment and supplement to the Report on project investment policy proposal to submit to the General Meeting of Shareholders. |
| 9. | 22/NQ-HDQT | March 31, 2023 | Board Resolution on approving the adjustment of production, business and financial plan for 2023. Dividend payment rate for 2023 submitted to the General Meeting of Shareholders. |
| 10. | 23/NQ-HDQT | March 31, 2023 | Board Resolution:* Approve Reports on the implementation of production - business - financial plan for February 2022 and the first 2 months of 2023. Audited Financial Statements 2022. Audited Report on the profit distribution and remuneration fund of the Board of Directors in 2022. Report of the Supervisory Board in Q4/2022.
* Approve the plan on organizing the Annual General Meeting of Shareholders 2023.
* Approve efficiency analysis reports between processing and packaging supply.
* Approve adjustments and supplements to the Internal Expenditure Regulations.
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| 11. | 25/NQ-HDQT | April 12, 2023 | Board Resolution on the continuation of bank deposits at Seabank. |
| 12. | 26/QD-HDQT | April 12, 2023 | Decision on establishing the Shareholder’s Eligibility Supervisory Board to attend the General Meeting of Shareholders 2023. |
| 13. | 27/QD-HDQT | April 12, 2023 | Decision on establishing an Election Committee at the Annual General Meeting of Shareholders 2023. |
| 14. | 33/QD-HDQT | April 28, 2023 | Decision on promulgating the amended and supplemented Charter of Pharmedic Pharmaceutical Medicinal JSC. |
| 15. | 34/QD-HDQT | April 28, 2023 | Decision on promulgating internal regulations on governance of Pharmedic Pharmaceutical Medicinal JSC, amended and supplemented. |
| 16. | 35/QD-HDQT | April 28, 2023 | Decision on promulgating the operating regulations of the Board of Directors of Pharmedic Pharmaceutical Medicinal JSC, amended and supplemented. |
| 17. | 43/NQ-HDQT | July 27, 2023 | Board Resolution:* Approve Reports on implementation of production - business - financial plan for June 2023 and the first 6 months of 2023. Report on the remuneration fund and bonus payment to the Board of Directors and the Supervisory Board for the first 6 months of 2023. Report of the Supervisory Board in Q2/2023.
* Approve terminating the project "Research, Development and Production of Pharmedic Bio-Pharmaceuticals" in the High-Tech Park and report to the Annual General Meeting of Shareholders 2024.
* Approve the Reports and Proposals of the General Manager.
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| 18. | 44/NQ-HDQT | July 28, 2023 | Board Resolution:* Implement additional dividend payment in 2022 of 6%/share in cash approved by the Annual General Meeting of Shareholders 2023.
* Advance dividends in cash for the first period of 2023 at the rate of 10%/share.
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| 19. | 46/NQ-HDQT | August 2, 2023 | Board Resolution on approving the request for credit granting at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Sai Gon Branch. |
| 20. | 48/NQ-HDQT | August 7, 2023 | Board Resolution on approving and submitting to the General Meeting of Shareholders with the following contents:* Refund undistributed after-tax profits to the Development Investment Fund with the refund amount: VND 117.590 billion;
* Pay dividends in cash from undistributed after-tax profits (after reverting to Development Investment Fund) with a dividend rate of 126%/share.

(The above dividends do not include dividends distributed from the after-tax profit of the production and business plan 2023 of 24% approved by the Annual General Meeting of Shareholders 2023). |
| 21. | 53/NQ-HDQT | September 8, 2023 | Board Resolution on approving collecting shareholders’ opinions via a ballot with the following contents: Return undistributed after-tax profits to the Development Investment Fund and pay dividends in cash from this undistributed after-tax profits (after reversing the Development Investment Fund). Implementation time: Expected in October 2023. |
| 22. | 56/QD-HDQT | September 13, 2023 | Board Decision on promulgating the amended and supplemented Regulations on Information Disclosure of Pharmedic Pharmaceutical Medicinal JSC. |
| 23. | 59/QD-HDQT | September 28, 2023 | Board Decision on establishing the Vote Counting Committee to collect shareholders’ opinions via a ballot. |
| 24. | 62/NQ-HDQT | October 12, 2023 | Board Resolution on approving the Povidone Iodine raw material purchase plan in 2024. |
| 25. | 67/NQ-HDQT | October 20, 2023 | Board Resolution on approving the adjustment of the purchase price of raw material Povidone Iodine for the plan in 2024.  |
| 26. | 68/NQ-HDQT | October 26, 2023 | Board Resolution on approving the production - business - financial plan for 2024.  |
| 27. | 69/NQ-HDQT | October 26, 2023 | Board Resolution on approving the policy of signing transactions and contracts with affiliated parties.  |
| 28. | 70/NQ-HDQT | October 26, 2023 | Board Resolution on approving the plan to pay dividends in cash from the return to the Development and Investment Fund of undistributed profit after tax.  |
| 29. | 71/NQ-HDQT | October 27, 2023 | Board Resolution:* Approve Reports on the implementation of production - business - financial plan for September 2023 and the first 9 months of 2023 and estimates for implementation in 2023. Report of the Supervisory Board in Q3/2023.
* Approve the policy of establishing the Company's Development Orientation Committee.
* Approve the Reports and Proposals of the General Manager.
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| 30. | 73/QD-HDQT | November 9, 2023 | Board Decision on establishing the Company Development Orientation Committee. |
| 31. | 75/NQ-HDQT | November 24, 2023 | Board Resolution on approving the purchase of additional raw materials and packaging in 2023 and the plan for 2024.  |

1. The Supervisory Board (Report of 2023):
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 | Qualification |
| 1. | Ms. Pham Thi Hoang | Chief of the Supervisory Board | April 20, 2019/April 22, 2023 | University of Finance and Accounting |
| 2. | Mr. Le Huu Hung | Supervisor | April 20, 2019 | University of Finance and Accounting |
| 3. | Mr. Nguyen The Phong | Supervisor | April 20, 2019 | Bachelor of Economics |
| 4. | Ms. Nguyen Thi Thuy My | Supervisor | April 22, 2023 | Bachelorof Law |

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. | Mr. Tran Viet Trung | October 27, 1956 | University pharmacist, Bachelor of business administration | April 23, 2019 |
| 2. | Mr. Pham Xuan Phong | August 30, 1962 | University pharmacist, Bachelor of Economics | August 1, 2019 |
| 3. | Ms. Nguyen Thi Kim Tuyen | January 1, 1962 | Bachelor of English Linguitics | August 1, 2019 |
| 4. | Mr. Tra Quang Trinh | February 13, 1970 | Master of Pharmacy, Bachelor of Business Administration | August 1, 2019 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Ms. Nguyen Dieu Le | June 5, 1972 | Bachelor of Economics | February 1, 2022 |

1. Training on corporate governance:
2. List of affiliated persons of the public company (Annual Report 2023) and transactions between the affiliated persons of the Company and 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
* None.
1. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company.
* None.
1. Transactions between the Company and other entities/
	1. Transactions between the Company and companies where members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been founding members or members of the Board of Directors, the Executive General Manager for the past three (03) years (as at the time of reporting)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Content | Transaction value | Note |
| 1 | Saigon Pharmaceutical Company Limited (Sapharco) includes its branches. | Sell finished products | VND 59,331,650,889 | Member of the Board of Directors is the Executive General Manager |
| 2 | Saigon Pharmaceutical Company Limited  | Buy raw materials and goods | VND 1,039,419,054 |

* 1. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers are members of the Board of Directors or the General Executive Manager:
* None.
	1. 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 General Manager and other managers:
* None.
1. Share transactions of PDMR and affiliated persons of PDMR (Annual Report 2023):
2. Company’s share transactions between the PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, bonus, etc.) |
| Number of shares: | Rate | Number of offered shares | Rate |
| 01 | Pham Thi Hoang | Chief of the Supervisory Board | 9,102 | 0.10% | 102 | 0.001% | Personal financial needs |

1. Other significant issues: None.