**DP1: Annual Corporate Governance Report 2023**

On January 18, 2024, Central Pharmaceutical CPC1.JSC announced Report No. 282/CPC1-HDQT on the corporate governance 2023 as follows:

* Name of company: Central Pharmaceutical CPC1.JSC
* Head office address: No. 87 Nguyen Van Troi Street, Phuong Liet Ward, Thanh Xuan District, Hanoi
* Tel: 024.38643306 Fax: 024.38641366

Email: tochuchanhchinhhn@cpc1.com.vn

* Charter capital: VND 209,790,000,000
* Securities code: DP1
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* Internal audit execution: Internal audit of the Corporation is currently conducting an internal audit at Central Pharmaceutical CPC1.JSC.
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 by collecting opinions via a ballot)

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 26/NQDHDCD | April 26, 2023 | The Annual General Meeting of Shareholders 2023 approved these contents:* Report of the Board of Directors on the business results for the year 2022

and the task orientations for the year 2023; * Summary report for the year 2022 and plan for 2023 by the General Manager;
* Report of the Supervisory Board in 2022;
* The Audited Financial Statements 2022;

Profit distribution in 2022 and Profit Distribution Plan for 2023;* Selection of an audit company for the Financial Statements 2023;
* Plan for remuneration payments to the Board of Directors, the Supervisory Board, salary for Chief of the Supervisory Board, and the remuneration for the person in charge of corporate governance -cum- company secretariat for the year 2023.
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1. The Board of Directors
2. Information about members of the Board of Directors in the term 2021-2026:

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| No. | Member of the Board of Directors | Position | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Ms. Han Thi Khanh Vinh | Chair of the Board of Directors | April 26, 2021 |  |
| 2 | Mr. Nguyen Doan Liem | Member of the Board of Directors | April 26, 2021 |  |
| 3 | Ms. Nguyen Hong Nhung | Member of the Board of Directors | April 26, 2021 |  |
| 4 | Mr. Nguyen Huy Thanh | Member of the Board of Directors | April 26, 2021 |  |
| 5 | Ms. Nguyen Thuy Dung | Member of the Board of Directors | April 26, 2021 |  |

1. Board Resolutions/Board Decisions in 2023

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| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 02/NQHDQT-CPC1 | January 05, 2023 | Resolution on the change of the position of legal representative of Tuyen Quang Pharmaceutical Joint Stock Company |
| 2 | 05/NQHDQT-CPC1 | February 16, 2023 | Resolution on voting for Tuyen Quang Pharmaceutical Joint Stock Company to open the borrowing limit at the Joint Stock Commercial Bank for Foreign Trade of Vietnam - Tuyen Quang Branch. |
| 3 | 07/NQHDQT-CPC1 | February 17, 2023 | Resolution on convening the Annual General Meeting of Shareholders 2023 |
| 4 | 10/NQHDQT-CPC1 | March 09, 2023 | Resolution on changing the schedule for holding the Annual General Meeting of Shareholders for the year 2023 and the record date for shareholders' participation. |
| 5 | 12/NQHDQT-CPC1 | March 20, 2023 | Resolution on settling the Salary Fund for the year 2022. |
| 6 | 14/NQHDQT-CPC1 | March 31, 2023 | Resolution on approving the contents of the Annual General Meeting of Shareholders for the year 2023. |
| 7 | 16/NQHDQT-CPC1 | March 31, 2023 | Resolution on agreeing on the average income level of Laborers for the year 2023; salaries, bonuses of the Board of Management, Chief Accountant; remuneration of the company secretariat for the year 2022. |
| 8 | 20/NQHDQT-CPC1 | April 24, 2023 | Resolution on assigning the Chair of the Board of Directors, the legal representative to conduct transactions with the Bank. |
| 9 | 22/NQHDQT-CPC1 | April 24, 2023 | Resolution on terminating the warehouse lease at Ha Noi CPC1 Pharmaceutical Joint Stock Company. |
| 10 | 24/NQHDQT-CPC1 | April 24, 2023 | Resolution on exercising voting rights on agenda items at the meeting of the Board of Directors of Ha Noi CPC1 Pharmaceutical Joint Stock Company by the Capital Representative after the Board of Directors meeting on April 21, 2023. |
| 11 | 29/NQHDQT-CPC1 | May 24, 2023 | Resolution on allocating bonus funds from profit after tax of 2022. |
| 12 | 30/NQHDQT-CPC1 | May 24, 2023 | Resolution on supplementing the limit and signing authority of the General Manager in the Power Allocation Table of the Board of Directors - Chair of the Board of Directors - General Manager announced with Board Decision No. 62/QD- HDQT on August 8, 2022 |
| 13 | 31/QDHDQT-CPC1 | May 24, 2023 | Decision on supplementing the limit and signing authority of the General Manager in the Power Allocation Table of the Board of Directors - Chair of the Board of Directors - General Manager announced with Board Decision No. 62/QD - HDQT on August 8, 2022  |
| 14 | 32/NQHDQT-CPC1 | May 24, 2023 | Resolution on merging Wholesale Base No. 1 under the Head Office. |
| 15 | 33/QDHDQT-CPC1 | May 24, 2023 | Decision on merging Wholesale Base No. 1 under the Head Office. |
| 16 | 34/NQHDQT-CPC1 | May 24, 2023 | Resolution on approving the sales and profit plan for 2023 of the Business Centers. |
| 17 | 35/NQHDQT-CPC1 | May 24, 2023 | Resolution on supplementing section 1.4.3 authority to approve advances stipulated in Article 4 of the Internal Expenditure Regulations announced with Decision No. 55/QD- CPC1 dated July 28, 2022. |
| 18 | 36/QDHDQT-CPC1 | May 24, 2023 | Decision on supplementing section 1.4.3 authority to approve advances stipulated in Article 4 of the Internal Expenditure Regulations announced with Decision No. 55/QD-CPC1 dated July 28, 2022. |
| 19 | 37/NQHDQT-CPC1 | May 24, 2023 | Resolution on approving the expenditure plan and cash flow plan for 2023. |
| 20 | 38/NQHDQT-CPC1 | May 24, 2023 | Resolution on approving the sales plan and business performance evaluation indicators, bonuses for 2023. |
| 21 | 39/NQHDQT-CPC1 | May 24, 2023 | Resolution on setting up provisions for inventory reduction as of June 30, 2023. |
| 22 | 41/NQHDQT-CPC1 | July 12, 2023 | Resolution on signing a contract to import Immuglo drugs with partner Bay Pharma INC. |
| 23 | 43/NQHDQT-CPC1 | July 13, 2023 | Resolution on the decision not to exercise the rights to purchase newly issued shares for existing shareholders of Tuyen Quang Pharmaceutical Joint Stock Company. |
| 24 | 45/NQHDQT-CPC1 | July 28, 2023 | Resolution on selecting the auditi company for the financial statements of the year 2023. |
| 25 | 47/NQHDQT-CPC1 | August 03, 2023 | Resolution on implementing dividend payments in cash for the year 2022. |
| 26 | 51/NQHDQT-CPC1 | August 17, 2023 | Resolution on delegating authority to borrow capital and guarantee from the Bank for the Ho Chi Minh City Branch at Vietnam Joint Stock Commercial Bank For Industry And Trade - Tan Binh Branch. |
| 27 | 52/NQHDQT-CPC1 | August 18, 2023 | Resolution on adjusting the limit and authority of the General Manager in the Power Allocation Table of the Board of Directors, Chair of the Board of Directors, and General Manager announced with Decision No. 62/QD - CPC1 dated August 8, 2022. |
| 28 | 53/QDHDQT-CPC1 | August 18, 2023 | Decision on the adjustment of the limit and authority of the General Manager in the Power Allocation Table of the Board of Directors, Chair of the Board of Directors, and General Manager announced with Decision No. 62/QD - CPC1 dated August 8, 2022. |
| 29 | 54/NQHDQT-CPC1 | August 18, 2023 | Resolution on approving the contract signing limit of the Manager of the Branch. |
| 30 | 57/NQHDQT-CPC1 | November 08, 2023 | Resolution on terminating business location of Warehouse No. 4 at Ha Binh Phuong Industrial Cluster, Van Binh Commune, Thuong Tin District, Hanoi. |
| 31 | 59/NQHDQT-CPC1 | December 15, 2023 | Resolution on responding to Imexpharm Company's collected opinion ballots. |
| 32 | 61/NQHDQT-CPC1 | December 18, 2023 | Resolution on restructuring the Board of Management. |
| 33 | 62/NQHDQT-CPC1 | December 18, 2023 | Resolution on approving the share transfer plan of the Company in other enterprises except Ha Noi CPC1 Pharmaceutical Joint Stock Company and Sanofi - Synthelabo Vietnam Pharmaceutical Sharehoding Company. |
| 34 | 63/NQHDQT-CPC1 | December 18, 2023 | Resolution on establishing the Legal Department of Central Pharmaceutical CPC1.JSC. |
| 35 | 64/QDHDQT-CPC1 | December 18, 2023 | Decision on the establishment of the Legal Department from January 01, 2024. |
| 36 | 66/NQHDQT-CPC1 | December 29, 2023 | Resolution on awarding business performance bonuses for the Company in 2023. |

1. The Supervisory Board (Annual Report 2021)
2. Information about members of the Supervisory Board (2021-2026 term)

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| Appointment date | Date of dismissal |
| 1 | Ms. Luong Thi Kim Thanh | Chief of the Supervisory Board | April 26, 2021 |  | Master of Economics |
| 2 | Ms. Bui Thi Thanh Hai | Member of the Supervisory Board | April 26, 2021 |  | Bachelor of Pharmacy |
| 3 | Ms. Ha Lan Anh | Member of the Supervisory Board | April 26, 2021 |  | Master of Laws |

1. The Executive Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Supervisory Board |
| 1 | Mr. Cong Viet Hai | November 03, 1975 | Bachelor of Pharmacy | Appointed on: April 01, 2022 |
| 2 | Ms. Nguyen Thi Hoa | June 03, 1975 | Bachelor of Pharmacy | Appointed on: July 01, 2021 |

1. Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Date of appointment/resignation |
| Ms. Dang Thi Du | December 15, 1976 | Master of Economics | Appointed on: March 01, 2018 |

1. Training on corporate governance
2. List of affiliated persons of the public company (Semi-annual Report 2023) and transactions between 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 and 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 | Head office/Contact address | Time of transaction | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision approved No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | Ha Noi CPC1 Pharmaceutical Joint Stock Company | Affiliated Person of Mr. Nguyen Doan LiemMember of the Board of Directors of Ha Noi CPC1 Pharmaceutical Joint Stock Company |  |  | Start from 2016 | 08/2016/NQHDQT on September 30, 2016 | Approve on Ha Noi CPC1 Pharmaceutical Joint Stock Company to rent forklifts. | The details of the company's transactions with Ha Noi CPC1 Pharmaceutical Joint Stock Company have been disclosed in the quarterly financial statements of the Company in 2023. |
| Start from 2017 | 09/2016/NQHDQT on December 06, 2016 | Agreed to sign contracts an office lease contract at No.356A Giai Phong Street, Hanoi. |
| Start from 2019 | 36/2018/NQHDQT on December 26, 2018 | Rent GSP warehouse from Ha Noi CPC1 Pharmaceutical Joint Stock Company. Termination of warehouse lease from April 1, 2023 |

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
	1. Transactions between the Company and 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, the Executive Manager (General Manager) for the past three (03) years (as at the time of reporting): Transactions at section VII.2 where Mr. Nguyen Doan Liem - member of the Board of Directors is a member of the Board of Directors of Ha Noi CPC1 Pharmaceutical Joint Stock Company.
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the 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
4. Transaction of PDMR and affiliated persons related to the Company’s shares: None
5. Other significant issues: None