**DTG: Annual Corporate Governance Report 2023**

On January 29, 2024, Tipharco Pharmaceutical Joint Stock Company announced Report No. 62/2024/BCQT-DTG on the Corporate Governance in 2023 as follows:

* Name of public company: Tipharco Pharmaceutical Joint Stock Company
* Head office address: Lot 08, No. 09, Tan My Chanh Industrial and Handicraft Cluster, Ward 9, My Tho City, Tien Giang Province, Vietnam.
* Tel: 0273.3872973 - 0913728988 Fax: 0273.3885040
* Email: ir@tipharco.vn
* Charter capital: VND 72,632,100,000.
* Securities code: DTG
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Unimplemented.
1. Activities of the General Meeting of Shareholders:

Information about the meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting shareholders' opinions via a ballot)

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| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 1 | 04/2023/NQ-DHDCD-DTG | March 17, 2023 | The Annual General Meeting of Shareholders 2023 |

1. The 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/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Dang Viet Anh | Chair of the Board of Directors | March 31, 2022 | - |
| 2 | Luu Hoai Nam | Deputy Chair of the Board of Directors | March 31, 2022 | - |
| 3 | Dang Thi Thu Hang | Member of the Board of Directors | March 31, 2022 | - |
| 4 | Tran Thi Kieu Tien | Member of the Board of Directors | March 31, 2022 | - |
| 5 | Le Thanh Tung | Member of the Board of Directors cum General Manager | March 17, 2023  | - |
| 6 | Ly Thi Xuan Mai | Member of Board of Directors -cum- the Deputy General Manager | March 31, 2022 | - |
| 7 | Thai Van Hung | Independent member of the Board of Directors | March 31, 2022 | - |
| 8 | Nguyen Quoc Khanh | Independent member of the Board of Directors | March 17, 2023  | - |
| 9 | Nguyen Ho Nam | Chair of the Board of Directors | March 31, 2022 | March 17, 2023 |

(Updated until December 31, 2023)

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | General Mandate/Decision No. |  Official dispatch name  | Date |
| 1 | 01/2023/NQ- HDQT-DTG | Board Resolution on signing contracts with affiliated organizations of the Company (signing Sales Contract with Tesla) | January 2, 2023  |
| 2 | 02/2023/NQ- HDQT-DTG | Board Resolution on signing Compulsory Fire Insurance for two pharmaceutical factories and drug trading centers in Tien Giang (signed Insurance Contract with AAA) | January 11, 2023  |
| 3 | 03/2023/NQ- HDQT-DTG | Board Resolution on the organization of Annual General Meeting of Shareholders 2023 | January 12, 2023  |
| 4 | 04/2023/QD- HDQT-DTG | Board Decision on the mobilization and appointment of Deputy General Director of Tesla Pharmaceutical Joint Stock Company for Ms. Ly Thi Xuan Mai | January 13, 2023  |
| 5 | 05/2023/QD- HDQT-DTG | Decision on the establishment of the Organizing Committee of the Annual General Meeting of Shareholders 2023 | January 13, 2023 |
| 6 | 06/2023/NQ- HDQT-DTG | Board Resolution on approving the authorization of the Chair of the Board of Directors to perform the functions and duties of the Board of Directors on behalf of the Board of Directors. | February 15, 2023  |
| 7 | 07/2023/NQ- HDQT-DTG | Board Resolution on approving the contents submitted to the Annual General Meeting of Shareholders 2023 | February 22, 2023  |
| 8 | 08/2023/QD- HDQT-DTG | Board Decision on the promulgation of Procurement Regulations (first time) | February 24, 2023  |
| 9 | 09/2023/QD- HDQT-DTG | Board Decision on the promulgation of Regulations on Organization and Operation (1st amendment) | February 27, 2023  |
| 10 | 10/2023/QD- HDQT-DTG | Board Decision on promulgating the Financial Management Regulations | February 27, 2023 |
| 11 | 11/2023/QD- HDQT-DTG | Board Decision on promulgation of Regulations on salaries, bonuses and remuneration regimes (first time) | February 27, 2023 |
| 12 | 12/2023/NQ- HDQT-DTG | Board Resolution on the approval of the list of candidates for members of the Board of Directors and Supervisory Board | March 7, 2023  |
| 13 | 13/2023/NQ- HDQT-DTG | Board Resolution on receiving the resignation letter of the Board of Directors members and approving the content of additional dossiers submitted to the General Meeting of Shareholders  | March 15, 2023  |
| 14 | 15/2023/QD- HDQT-DTG | Board Decision on changing the legal representative Mr. Dang Viet Anh | March 20, 2023  |
| 15 | 16/2023/NQ- HDQT-DTG | Board Resolution on approving listing registration dossiers  | March 27, 2023  |
| 16 | 17/2023/NQ- HDQT-DTG | Board Resolution loans and issuance guarantees of BIDV | March 28, 2023  |
| 17 | 18/2023/NQ- HDQT-DTG | Board Resolution on the re-issuance of Share Ownership Certificates to shareholders whose securities have not yet been deposited | April 17, 2023  |
| 18 | 19/2023/NQ- HDQT-DTG | Board Resolution on the regular meeting of the Board of Directors in Q1/2023 | May 15, 2023  |
| 19 | 20/2023/NQ-HDQT-DTG | Board Resolution on the selection of the audit unit for the Financial Statements 2023  | June 6, 2023  |
| 20 | 21/2023/NQ- HDQT-DTG | Board Resolution on the cancellation of stock trading registration and expected reference price of stocks on the first trading day on HNX of Tipharco Pharmaceutical Joint Stock Company | June 15, 2023  |
| 21 | 22/2023/NQ- HDQT-DTG | Board Resolution on the election of Deputy Chair of the Board of Directors, appointment of General Manager, change of Legal Representative of Tipharco Pharmaceutical Joint Stock Company and change of Representative for managing capital contribution of Tipharco Pharmaceutical Joint Stock Company at Tesla Pharmaceutical Joint Stock Company | June 29, 2023  |
| 22 | 23/2023/QD- HDQT-DTG | Board Decision on the dismissal of the General Manager and Legal Representative | June 29, 2023 |
| 23 | 24/2023/QD- HDQT-DTG | Board Decision on the appointment of the General Manager  | June 29, 2023 |
| 24 | 25/2023/QD- HDQT-DTG | Board Decision on changing the Legal Representative of Tipharco Pharmaceutical Joint Stock Company | June 29, 2023 |
| 25 | 26/2023/NQ- HDQT-DTG | Board Resolution on the trading date and expected reference price of shares on the first trading day on HNX of Tipharco Pharmaceutical Joint Stock Company | June 29, 2023 |
| 26 | 27/2023/NQ- HDQT-DTG | Board Resolution on loans and issuance guarantees of BIDV | July 4, 2023  |
| 27 | 28/2023/NQ- HDQT-DTG | Board Resolution on the implementation of the plan to issue shares to pay 15% dividends in shares in 2022 | July 19, 2023  |
| 28 | 29/2023/NQ- HDQT-DTG | Board Resolution on the re-issuance of Share Ownership Certificate | July 20, 2023 |
| 29 | 31/2023/NQ- HDQT-DTG | Board Resolution on the approval of procurement of raw materials for production (Potassium Clavulanate) | July 31, 2023  |
| 30 | 32/2023/NQ- HDQT-DTG | Board Resolution on the approval of procurement of raw materials for production (Cefuroxime, Metformin and Amoxicillin) | August 8, 2023  |
| 31 | 33/2023/NQ- HDQT-DTG | Board Resolution on the implementation of dividends payment in cash, last registration date for dividend payment in 2022 | August 9, 2023  |
| 32 | 34/2023/NQ- HDQT-DTG | Board Resolution on Upgrading the Peni line, replacing the Betalactam refrigeration system | August 15, 2023  |
| 33 | 35.1/2023/NQ- HDQT-DTG | Board Resolution on the summary of dividend payment results in 2022 | September 6, 2023  |
| 34 | 35.2/2023/NQ- HDQT-DTG | Approve the dividend payment plan for 2022 | September 6, 2023 |
| 35 | 36/2023/NQ- HDQT-DTG | Board Resolution on approving the registration of increasing the Company's charter capital and amending and supplementing the Company's Charter | September 18, 2023  |
| 36 | 37/2023/NQ- HDQT-DTG | Board Resolution on approving the procurement of raw materials for production (Cefdinir Micronized) | September 19, 2023  |
| 37 | 38/2023/NQ- HDQT-DTG | Board Resolution on approving the procurement of raw materials for production (Amoxicillin Compacted and Cefuroxime Axetil) | November 15, 2023  |
| 38 | 39/2023/NQ- HDQT-DTG | Board Resolution on Exclusive distribution cooperation of Auclanityl 875/125mg product with Vu Duy Pharmaceutical Joint Stock Company | December 22, 2023  |
| 39 | 40/2023/NQ- HDQT-DTG | Board Resolution on approving the procurement of raw materials for production (Cefpodoxim) | December 27, 2023  |

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

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment as member of the Supervisory Board. | Professional Qualification |
| 1 | Dong Hai Ha | Chief | March 17, 2023  | * Construction Engineer
* Master of Construction Management
* Bachelor of Laws
 |
| 2 | Tran Thi Bich Nhi | Deputy Chief | March 31, 2022 | * Bachelor of Economics
 |
| 3 | Le Van Son  | Member | March 17, 2023 | * Bachelor of Laws
 |
| 4 | Dinh Hoai Chau  | Chief | Dismissed from March 17, 2023 | * Bachelor of Accounting and Finance
 |
| 5 | Huynh Vu Khanh Vy | Member | Dismissed from March 17, 2023 | * Bachelor of Finance
 |
| 6 | Duong Thi Thuy Lieu | Member | Dismissed from March 17, 2023 | * Bachelor of Accounting
 |
| 7 | Tran Hoang Quan | Member | Dismissed from March 17, 2023 | * Bachelor of Pharmacy
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1. The Executive Board:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Position | Date of birth | Professional Qualification | Date of appointment as member of the Executive Board | Date of dismissal as member of the Executive Board |
| 1 | Luu Hoai Nam | General Manager  | April 21, 1984 | Bachelor | February 21, 2022 | July 1, 2023  |
| 2 | Le Thanh Tung | General Manager | October 21, 1990  | PhD | July 1, 2023  | - |
| 3 | Ly Thi Xuan Mai | Deputy General Manager | January 11, 1992  | Bachelor | April 18, 2022 | - |

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Professional Qualification: | Appointment date |
| Le Thi My Tien | July 6, 1978 | Bachelor of Economics | August 1, 2012  |

1. Training on Corporate Governance
2. List of affiliated persons of public companies 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:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue, Place of issue | Head office address: | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. approved | Content, quantity, total value of transaction | Note |
| 1 | Tesla Pharmaceutical Joint Stock Company | Subsidiary | 0317308153, May 24, 2022, Department of Planning and Investment of Ho Chi Minh City | Vian Tower, No. 26 Street 40, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam | February 2, 2023  | 54/2022/NQ-HDQT-DTG dated May 17, 2022 | Capital contribution to Subsidiary - 1 transaction - VND 1.5 billion  |  |
| 2 | Tesla Pharmaceutical Joint Stock Company | Subsidiary | 0317308153 - May 24, 2022, Department of Planning and Investment of Ho Chi Minh City | Vian Tower, No. 26 Street 40, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam | from January 01, 2023 to December 31, 2023 | 01/2023/NQ-HDQT-DTG dated January 2, 2023  | Revenue from goods sale: VND 9,336,989,993 |  |
|
| 4 | Magnolia Investment Corporation | Affiliated organization of member of the Board of Directors | 0316713198, February 8, 2021, Department of Planning and Investment of Ho Chi Minh City | No. 26 Street 40, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam |  | 89/2022/NQ-HDQT-DTG dated December 21, 2022 | Office rental Fee: VND 1,606,346,969 Contract deposit fee: VND 251,280,000. |  |
| 5 | AAA Insurance Joint Stock Company (tentatively translated) |  | 30GP/KDBH - February 28, 2005 Ministry of Finance | 11th Floor, President Place Building, 93 Nguyen Du, Ben Nghe Ward, District 1, Chi Minh City.  |  | 02/2023/NQ-HDQT-DTG dated January 11, 2023 | Factory and point of sale insurance costs: VND 314,285,251 |  |

1. Transactions between the Company’s PDMR, related persons of PDMR and subsidiaries, companies controlled by the Company:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Position at the Company | ID card/Passport No., Date of issue, Place of issue | Address | Name of subsidiaries, companies controlled by the listed company | Time of transaction | Content, quantity, total value of transaction | Note |
|  | Magnolia Investment Corporation | Affiliated organization of member of the Board of Directors |  | 031671318, February 8, 2021, Department of Planning and Investment of Ho Chi Minh City | No. 26 Street 40, Thao Dien Ward, Thu Duc City, Ho Chi Minh City, Vietnam | Tesla Pharmaceutical Joint Stock Company | from January 01, 2023 to December 31, 2023 | Pay operating expenses: VND 676,268,000 Contract deposit fee: VND 110,300,000. |  |

1. Transactions between the Company and other entities: None
2. Transactions between the Company and the company 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 the Board of Directors, the Executive Manager (General Manager) for the past three (03) years (calculated at the time of reporting): None
3. Transactions between the Company and companies where affiliated persons of members of the Board of Directors, members of the Supervisory Board and the Manager (General Manager) and other managers are members of the Board of Directors, the Executive Manager (General Manager): None
4. 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
5. Share transactions of PDMR and affiliated persons of PDMR:

In 2023, the Company did not receive transaction reports from PDMR and affiliated persons.

1. Other significant issues: