**DTP: Annual Corporate Governance Report 2023**

On January 30, 2024, Ha Noi CPC1 Pharmaceutical Joint Stock Company announced Report No. 50/2024/BC-CPC1HN on corporate governance in 2023 as follows:

* Name of company: Ha Noi CPC1 Pharmaceutical Joint Stock Company
* Head office address: Ha Binh Phuong Industrial Cluster, Van Binh Commune, Thuong Tin District, Hanoi City
* Tel: 0243 3765503
* Charter capital: VND 162,290,420,000
* Securities code: DTP
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Board of Management.
* Internal audit execution: Unimplemented

1. Activities of the General Meeting of Shareholders:

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

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| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 130/2023/NQ-DHDCD | April 25, 2023 | The Annual General Mandate 2023 approved the following contents:   * Report on the results of the Company's production and business activities in 2022, production and business plan in 2023; * Report on the activities of the Board of Directors at the Annual General Meeting of Shareholders 2023; * Report on the activities of the Supervisory Board at the Annual General Meeting of Shareholders 2023; * Audited Financial Statements 2022. * Profit distribution plan in 2022 and profit distribution plan in 2023. * The remuneration payment plan for the Board of Directors, the Supervisory Board, the salary of the Chief of the Supervisory Board in 2023. * Approve the selection of an audit company to audit the Financial Statements 2023. |

1. The Board of Directors (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, 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 Nam Thang | Chair of the Board of Directors | November 10, 2017 |  |
| 2 | Mr. Nguyen Doan Liem | Non-executive member of the Board of Directors |  | From November 10, 2017, he stopped holding the position of Chair of the Board of Directors, became a member of the Board of Directors |
| 3 | Mr. Vu Van Ha | Non-executive member of the Board of Directors | October 01, 2014 |  |
| 4 | Mr. Nguyen Thanh Binh | Member of the Board of Directors | October 01, 2014 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 05/2023/QD-HDQT | January 02, 2023 | Board Decision on approving Contracts with affiliated parties of members of the Board of Directors |
| 2 | 46/2023/NQ-HDQT | March 10, 2023 | Board Resolution on approving the plan on organizing the Annual General Meeting of Shareholders 2023 |
| 3 | 138/2023/QD-HDQT | May 22, 2023 | Board Decision on the selection of an audit company to audit The Financial Statements 2023 |
| 4 | 146/2023/QD-HDQT | May 29, 2023 | Board Resolution on the first dividend payment of 2022 |
| 5 | 191/2023/QD-HDQT | August 01, 2023 | Board Decision on re-granting credit at Vietnam International Commercial Joint Stock Bank |
| 6 | 195/2023/QD-HDQT | August 05, 2023 | Board Decision on establishing a business location - warehouse in Da Nang |
| 7 | 261/2023/QD-HDQT | September 18, 2023 | Board Resolution on establishing a business location in Can Tho |
| 8 | 325/2023/QD-HDQT | November 20, 2023 | Board Decision on changing the business location address in Khanh Hoa |

1. The Supervisory Board;
2. Information about 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. | Qualification |
| 1 | Ms. Tran Thuy Khanh | Chief | January 20, 2016 | Bachelor of Accounting |
| 2 | Ms. Tran Thi Phuong Thao | Supervisor | January 20, 2016 | Bachelor of Pharmacy |
| 3 | Ms. Truong Thi Hue | Supervisor | January 20, 2016 | Bachelor of Accounting |

1. The Executive Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date |
| 1 | Mr. Nguyen Thanh Binh | September 30, 1976 | Master of Pharmacy | October 01, 2015 |
| 2 | Mr. Tran Minh Thanh | February 19, 1966 | Mechanical Engineer | November 10, 2017 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Dang Thi Thu Thuy | February 11, 1984 | Bachelor of Economics | July 01, 2018 |

1. Training on corporate governance:
2. List of affiliated persons of the public company 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, affiliated persons of PDMR: (Appendix 2 attached)
4. Transactions between the Company’s PDMR, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: (Appendix 2 attached)
5. Transactions between the Company and other entities:
   1. Transactions between the Company and 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 the Board of Directors or the Executive Manager (General Manager) for the past three years (as at the time of reporting): Appendix 2 attached herewith
   2. Transactions between the Company and companies in which affiliated persons of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the General Manager): Appendix 2 attached herewith
   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:
7. Transaction of PDMR and affiliated persons related to the Company’s shares: Appendix 03 attached herewith
8. Other significant issues: None

Appendix 2:

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 address/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) | Total transaction value (VND Million per year) | Content and quantity of transaction | Note |
| 1 | Central Pharmaceutical CPC1.JSC | Major shareholder | Business Registration Certificate No. 0100108536, issued by Hanoi Authority for Planning and Investment for the first time on July 26, 2010 and updated for the 16th time on May 06, 2022 | No. 87 Nguyen Van Troi Street, Phuong Liet Ward, Thanh Xuan District, Hanoi City | From 2017 to present | Board Decision No. 1001/2017/NQ-HDQT dated January 28, 2017 on office rental | 1,716.000 | Office rental |  |
| 2 | As above | As above | As above | As above | From October 01, 2016 to present | Board Decision No. 1125/2016/NQ-HDQT dated January 25, 2016 on office rental | 198.000 | Forklift rental |  |
| 3 | As above | As above | As above | As above | From January 01, 2023 to December 31, 2023 | Board Decision No. 1026/2022/QD-HDQT dated December 25, 2022 on approving Contracts with affiliated parties | Principal contract | Principle contract for leasing GSP warehouse No. 520/2022/HD-CPC1HN |  |
| 4 | Pharma Medzavy Joint Stock Company (Mr. Le Nam Thang is the Manager) | Affiliated organization of PDMR | Business Registration Certificate No. 0901009720 issued by Hung Yen Department of Planning and Investment for the first time on April 11, 2017 | E3 Street, English Area, Pho Noi A Industrial Park, Lac Dao Commune, Van Lam District, Hung Yen Province, Vietnam | From June 01, 2020 | Board Decision No. 1517/2020/QD-HDQT dated May 27, 2020 on approving Contracts with affiliated parties of members of the Board of Directors | Principal contract | Sales contract No. 1585/2020/HD/CPC1HN-MEDZAVY on procuring pharmaceutical drugs and supplements |  |
| 5 | Upharma Joint Stock Company (Mr. Le Nam Thang is the Chair of the Board of Directors) | Affiliated organization of PDMR | Business Registration Certificate No. 01093131177 issued by Hanoi Authority for Planning and Investment for the first time on August 18, 2020, updated for the 4th time on | Ha Binh Phuong Industrial Cluster, Van Binh Commune, Thuong Tin District, Hanoi City | From June 21, 2021 | Board Decision No. 1127/2020/QD- HDQT dated June 17, 2021 on approving Contracts with affiliated parties of members of the Board of Directors | Principal contract | Sales contract No. 01/2021/HD/CPC1HN-UPHARMA on procuring pharmaceutical drugs and supplements |  |
| 6 | VNP Pharmaceutical Company Limited  (Mr. Nguyen Thanh Binh is the Deputy Manager) | Affiliated organization of PDMR | Business Registration Certificate No. 0101509499 issued by Hanoi Authority for Planning and Investment for the first time on July 2, 2004 | Lot 91+92, A3, Dai Kim Urban Area, Dinh Cong Ward, Hoang Mai District, Hanoi City | From January 03, 2023 to January 05, 2024 | Board Decision No. 05/2023/QD-HDQT dated January 02, 2023 on approving Contracts with affiliated parties of members of the Board of Directors | Principal contract | Principle Sales Contract No. 05/2023/HD-CPC1HN-  VNP |  |
| 7 | Tan Thinh Pharmaceutical Company Limited (Mr. Nguyen Thanh Binh is the Manager) | Related organization of PDMR | Business Registration Certificate No. 0101369379 issued by Hanoi Authority for Planning and Investment for the first time on May 05, 2003 | No. 9, Lane 63, Vu Trong Phung Street, Thanh Xuan Trung Ward, Thanh Xuan District, Hanoi City | From January 03, 2023 to January 05, 2024 | Board Decision No. 05/2023/QD-HDQT dated January 02, 2023 on approving Contracts with affiliated parties of members of the Board of Directors | Principal contract | Principle Sales Contract No. 06/2023/HD-CPC1HN-  TT |  |

Appendix 3:

Company’s share transactions of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with the Company | 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 | Tran Thi Phuong Thao | Member of the Supervisory Board | 28,699 | 0.177% | 28,899 | 0.178% | Sales |
| 2 | Tran Minh Thanh | Deputy General Manager | 12,099 | 0.075% | 11,399 | 0.070% |