**NDP: Annual Corporate Governance Report 2023**

On January 30, 2024, National Day Pharmaceutical Joint Stock Company announced Report No. 01./BC-NDP/2024 on the corporate governance in 2023 as follows:

The Company’s name: Công ty cổ phần Dược phẩm 2/9

English name: National Day Pharmaceutical Joint Stock Company

Abbreviated name: NADYPHAR

Charter capital: VND 111,000,000,000

Address: No. 299/22 Ly Thuong Kiet Street, Ward 15, District 11, Ho Chi Minh City

Tel: 028.38 687 347 – 028.38 688 474

Securities code: NDP.

Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager

On the internal audit function: The Company is not obligated to implement

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)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate No. | Date | Content |
| 01 | 04/2023/NQDHDCD- NDP | March 30, 2023 | Annual General Mandate 2023 |
| 02 | 09/2023/NQDHDCD- NDP | October 05, 2023 | Extraordinary General Mandate 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/dismissal as member/independent member of the Board of Directors |
| Date of appointment | Dismissal date |
| 01 | Mr. Ngo Nam Thang | Chair of the Board of Directors | April 27, 2021 |  |
| 02 | Mr. Huynh Nguyen Thanh | Vice Chair of the Board of Directors -cum- General Manager | April 27, 2021 |  |
| 03 | Mr. Nguyen An Giang | Vice Chair of the Board of Directors | April 27, 2021 |  |
| 04 | Ms. Trinh Bich Dung | Member of Board of Directors -cum- the Deputy General Manager | April 27, 2021 |  |
| 05 | Mr. Hoang Xuan Minh Tri | Member of the Board of Directors | April 27, 2021 |  |

(The date of appointment is written according to the date of election for the new term)

1. Board Resolutions/Decisions:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Manager No. | Date | Content |
| 01 | 01/NQHDQT-NDP | January 19, 2023 | Approve on appropriating for funds in 2022 |
| 02 | 02/NQHDQT-NDP | January 19, 2023 | Approve the time to hold the Annual General Meeting of Shareholders 2023, dividend payment rate in 2022 |
| 03 | 03/NQHDQT-NDP | April 27, 2023 | Resolution on approving contracts and transactions with affiliated parties |
| 04 | 03A/NDHDQT-NDP | March 29, 2023 | Approve some contents to be submitted to the General Meeting of Shareholders for the opinion collection |
| 05 | 05/NQHDQT-NDP | April 12, 2023 | Approve the implementation of the EU-GMP factory production equipment bidding package |
| 06 | 06/NQHDQT-NDP | August 08, 2023 | Approve the selection results of the contractor for the bidding package of supplying production equipment for the Cytotoxic drug production factory and maintaining cells to meet EU-GMP standards |
| 07 | 07/NQHDQT-NDP | August 10, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023. |
| 08 | 10/NQHDQT-NDP | October 27, 2023 | Approve the Company’s receiving credit from Shinhan Vietnam Bank Limited |
| 09 | 11/NQHDQT-NDP | November 06, 2023 | Approve the appointment and dismissal of personnel |
| 10 | 12/NQHDQT-NDP | December 26, 2023 | Approve the shopping plan to invest to the project of Cytotoxic drug production factory and maintaining cells to meet EU-GMP standards |

1. The Supervisory Board;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board: | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 01 | Mr. Nguyen Minh Duc | Chief | April 27, 2021 | Master of Economics |
| 02 | Mr. Pham Xuan Vinh | Member | April 27, 2021 | Bachelor of Accounting |
| 03 | Ms. Dao Thi Hang | Member | April 27, 2021 | College Degree in Accounting |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 01 | Mr. Huynh Nguyen Thanh | January 27, 1967 | Bachelor of Engineering | April 27, 2021 |
| 02 | Ms. Trinh Bich Dung | March 30, 1959 | Bachelor of Economics | April 27, 2021 |
| 03 | Mr. Nguyen Anh Hung | January 01, 1968 | Bachelor of Pharmacy | November 06, 2023 |

(The date of appointment is written according to the date of election for the new term)

1. Chief Accountant.

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment |
| Phan Thi Nam Ha | June 03, 1987 | Master of Economics majoring in Accounting | March 24, 2017 |

1. Training on corporate governance
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 person of PDMR:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 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 with the Company | Board Resolution/Decision or General Mandate/Decision of the General Meeting of Shareholders No. | Content, quantity, total transaction value (VAT not included) | Note |
| 1 | G.B Sai Gon Service Trading Construction Corporation | Major shareholder; | 0309763776 | No. 78-80 Cach Mang Thang 8 Street, Ward 6, District 3, Ho Chi Minh City | In 2023 | 03/NQHDQT-NDP | * Real estate lease (8 transactions): VND 2,379,199,200
* Sell goods (3 transactions): VND 6,586,832
* Pay dividends: VND 1,385,284,000
 |  |
| 2 | Saigon Pharmaceutical Company Limited | Major shareholder -cum- state shareholder | 0300523385 | No. 18-20 Nguyen Truong To Street, Ward 12, District 4, Ho Chi Minh City | In 2023 |  | * Sell goods (411 transactions): VND 20,513,857,686
* Return goods (1 transactions): VND 854,854,000
* Pay dividends: VND 804,750,000
 |  |

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:
3. Transactions between the Company and the company in which 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):

G.B Sai Gon Service Trading Construction Corporation

* Sell goods (24 transactions): VND 517,480,782
* Return goods (1 transactions): VND 4,942,896
* Real estate lease (24 transactions): VND 6,705,015,936
* Buy goods (4 transaction): VND 303,663,000
* Dividend payment rate: VND 6,926,420,000
1. Transactions between the Company and the companies in which 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, the Executive General Manager: None.
2. 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.
3. Share transactions of PDMR and affiliated persons of PDMR:
4. Company’s shares transactions between PDMR and affiliated persons:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 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, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | G.B Sai Gon Service Trading Construction Corporation | Affiliated persons | 2,770,568 | 24.96% | 3,650,568 | 32.89% | Buy |

1. Other significant issues: None.