**LDP: Annual Corporate Governance Report 2023**

On January 30, 2024, Lam Dong Pharmaceutical JSC announced Report No. 08/BCQT-LDP/2024 on the corporate governance situation in 2023 as follows:

* Name of listed company: Lam Dong Pharmaceutical JSC (LADOPHAR).
* Head office address: 18 Ngo Quyen Street, Ward 6, Da Lat City, Lam Dong Province.
* Tel: 02633 817937 Fax:
* Website: [www.ladophar.com](http://www.ladophar.com) Email: info@ladophar.com
* Charter capital: VND 127,031,670,000.
* Securities code: LDP
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager.
* Internal audit execution: Implemented.
1. Activities of the General Meeting of Shareholders

Information about the meetings and General Mandate/Decisions of the General Meeting of Shareholders in 2023 (including the General Mandates approved by collecting opinions via a ballot):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 01 | 01/NQ-DHDCD/2023Annual General Mandate 2023 | March 21, 2023 | Article 1: Approve the Report on Activities in 2022 and Operating Plan for 2023 of the Board of Directors;Article 2: Approve the 2023 Operation Monitoring Report of independent members of the Board of Directors.Article 3: Approve Report on production and business activities in 2022 and business plan for 2023 of the Executive Board.Article 4: Approve the Report on activities results in 2022 and the operation plan for 2023 of the Supervisory Board;Article 5: Approve the Audited Financial Statements 2022Article 6: Approve the selection of an Audit Company for the Financial Statements 2023.Article 7: Approve the loan limit in 2023.Article 8: Approve the Business Plan for 2023Article 9: Approve the remuneration of the Board of Directors and the Supervisory Board in 2023.Article 10: Approve the list of the dismissal and election of additional members of the Board of Directors in the term of 2022-2027.Article 11: List of elected members of the Board of Directors in the term of 2022-2027

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position |
| 1 | Ha Ngoc Danh | Member of the Board of Directors |
| 2 | Le Tien Thinh | Member of the Board of Directors |

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| 02 | 178/NQ-DHDCD/2023 Extraordinary General Mandate 2023 | December 20, 2023 | Article 1: Approve the Proposal on the dismissal and election of additional members of the Supervisory Board Article 2: Approve the Proposal on the list of candidates for members of the Supervisory Board.Article 3: Approve the Proposal on the dismissal and election of additional members of the Board of Directors.Article 4: Approve the proposal on the list of candidates for members of the Board of Directors. Article 5: Approve the Proposal on the amendment and supplement of the Company’s Charter. Article 6: Approve the Proposal on offering additional shares to increase charter capital.Article 7: Approve the Proposal on private share offerings.Article 8: Approve the proposal on offering shares to existing shareholders.Article 9: Approve the Proposal on the dismissal and election of a new General Manager - The Board of Directors follows the shareholders' opinions and carries out the election and dismissal procedures in accordance with the provisions of law and the Company's charter.Article 10: Approve the Proposal on the revocation of 02 seals: Abolish 01 seal kept/managed by Ms. Le Thi Minh Thuy, 01 seal assigned to the Administration Department of the Company, the Chair of the Board of Directors is responsible for the implementation.Article 11: List of elected members of the Board of Directors in the term of 2022-2027

|  |  |  |
| --- | --- | --- |
| No. | Full name | Elected |
| 1 | Pham Trung Kien | Elected |
| 2 | Le Tien Thinh | Elected |
| 3 | Le Xuan Thanh | Elected |
| 4 | Nguyen Ho Hung | Elected |
| 5 | Vo Qui Lam | Elected |

Article 12: List of elected members of the Board of Directors for the 2022-2027 term

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Number of votes (with voting rights) | Elected |
| 1 | Vo Kim Nguyen | 19,462,099 | Elected |
| 2 | Dao Thi Nga | 5,790,961 | Elected |
| 3 | Nguyen Thi Quynh Nga | 5,771,037 | Elected |

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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 | Date of appointment/dismissal as a member of the Board of Directors |  |
| Appointment date | Dismissal date |
| 1 | Pham Trung Kien | Non-executive member of the Board of Directors | January 14, 2022 | May 6, 2022 |
| Chair of the Board of Directors | April 19, 2022 | May 6, 2022 |
| Non-executive member of the Board of Directors | August 19, 2022 | November 30, 2022 |
| Chair of the Board of Directors | December 1, 2022. | December 20, 2023 |
| Chair of the Board of Directors-cum-Legal Representative | December 20, 2023(re-appointed) |  |
| 2 | Le Tien Thinh | Non-executive member of the Board of Directors | March 21, 2023. | December 20, 2023 |
| Member of the Board of Directors-cum-General manager-cum-Legal Representative | December 20, 2023(re-appointed) |  |
| 3 | Nguyen Ho Hung | Non-executive member of the Board of Directors | December 20, 2023 |  |
| 4 | Vo Qui Lam | Non-executive member of the Board of Directors | December 20, 2023 |  |
| 5 | Le Xuan Thanh | Independent member of the Board of Directors | December 20, 2023 |  |
| 6 | Vu Ngoc Long | Non-executive member of the Board of Directors | January 14, 2022. | May 6, 2022. |
| Chair of the Board of Directors | May 13, 2022 | November 30, 2022 |
| Non-executive member of the Board of Directors | December 01, 2022. | March 21, 2023. |
| 7 | Ho Dang Dan | Non-executive member of the Board of Directors | August 19, 2022. | March 21, 2023 |
| 8 | Le Thi Minh Thuy | Member of the Board of Directors-cum-General Director-cum-Legal Representative | August 19, 2022 | December 20, 2023 |
| 9 | Tran Thanh Sang | Independent member of the Board of Directors | August 20, 2022 | December 20, 2023 |
| 10 | Ha Ngoc Danh |  Member of the Board of Directors-cum-Deputy General Manager. | March 21, 2023. | December 20, 2023 |

* The Annual General Meeting of Shareholders on March 21, 2023 dismissed 02 members of the Board of Directors and elected 02 additional members of the Board of Directors in the term of 2022 - 2027;
* The Extraordinary General Meeting of Shareholders on December 20, 2023 dismissed 05 members of the Board of Directors and elected 05 additional members of the Board of Directors in the term of 2022 - 2027, including 02 reappointed members of the Board of Directors and 01 elected independent member of Board of Directors
1. Board Resolutions/Board Decisions (Annual Report 2022):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | No. 01/NQ-HDQT/2023 | January 04, 2023 | Approve the policy of releasing OTC inventory |
| 2 | No. 02/NQ-HDQT/2023 | February 3, 2023 | Organize the Annual General Meeting of Shareholders 2023 |
| 3 | No. 03/NQ-HDQT/2023 | February 7, 2023 | Borrow policy capital |
| 4 | No. 04/NQ-HDQT/2023 | February 28, 2023 | Approve the documents of the Annual General Meeting of Shareholders 2023 |
| 5 | No. 04A/NQ-HDQT/2023 | February 28, 2023 | Temporarily suspend Western Branch - Lam Dong Pharmaceutical JSC. |
| 6 | No. 05/NQ-HDQT/2023 | March 8, 2023 | Extend limit at BIDV. |
| 7 | No. 06/NQ-HDQT/2023 | March 8, 2023 | Change the person in charge of Corporate Governance |
| 8 | No. 07/NQ-HDQT/2023 | March 8, 2023 | Reappoint the Chief Accountant. |
| 9 | No. 08/NQ-HDQT/2023 | March 8, 2023 | Select an audit company  |
| 10 | No. 08A/NQ-HDQT/2023 | April 1, 2023 | Approve the business results in 2022 and the business plan for 2023. |
| 11 | No. 09/NQ-HDQT/2023 | April 17, 2023 | Approve the bond payment plan for investors. |
| 12 | No. 10/NQ-HDQT/2023 | April 17, 2023 | Adjust the organizational chart of Lam Dong Pharmaceutical JSC |
| 13 | No. 11/NQ-HDQT/2023 | May 19, 2023 | Plan to borrow capital from BIDV in 2023. |
| 14 | No. 12/NQ-HDQT/2023 | June 20, 2023 | Approve the plan to handle OTC inventories. |
| 15 | No. 13/NQ-HDQT/2023 | June 20, 2023 | Approve the plan to handle production inventory. |
| 16 | No. 01/QD-CT.HDQT/2023 | January 8, 2023 | Effective salary payments in 2022 and Tet bonuses in 2023 for employees. |
| 17 | No. 02/QD-CT.HDQT/2023 | April 06, 2023 | Reappoint the Chief Accountant. |
| 18 | No. 03/QD-CT.HDQT/2023 | April 01, 2023 | Dismiss the Manager of Import-Export Channel |
| 19 | No. 04/QD-CT.HDQT/2023 | April 17, 2023 | Appoint the Deputy Manager of the Quality Division. |
| 20 | No. 14/NQ-HDQT/2023 | August 28, 2023. | Divest and dissolve Ladophar Pharmaceutical Research and Application Company Limited |
| 21 | No. 15/NQ-HDQT/2023 | August 28, 2023 | Divest and dissolve Ladophar Herbal Livestock Feed Manufacturing and Trading Company Limited |
| 22 | No. 16/NQ-HDQT/2023 | October 2, 2023 | Terminate the operation of the Medicinal Plant Planting project in Lac Duong district. |
| 23 | No. 17/NQ-HDQT/2023 | October 4 2023 | Approve the management and use of the corporate seal. |
| 24 | No. 18/NQ-HDQT/2023 | October 30, 2023 | Approve convening the Extraordinary General Meeting of Shareholders 2023 |
| 25 | No. 180/NQ-HDQT/2023 | December 20, 2023 | 1. Appoint Mr. Pham Trung Kien as the Chair of the Board of Directors of the Company – The first legal representative of the Company
2. Dismiss Ms. Le Thi Minh Thuy as the General Manager and appoint Mr. Le Tien Thinh as the General Manager - The second legal representative of the company.
3. Appoint the Company Administrator - Secretary of the Board of Directors.
4. Assign the Chair of the Board of Directors to direct relevant departments to carry out procedures to change the legal representative and the General Manager, including but not limited to changes at relevant agencies and departments, documents, and certifications.
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| 26 | No. 185/QD-HDQT/2023 | December 22, 2023 | Promulgate the 16th Amendment and Organization Charter of Lam Dong Pharmaceutical JSC |
| 27 | No. 191/NQ-HDQT/2023 | December 22, 2023 | Approve the dismissal of Mr. Ha Ngoc Danh as Deputy General Manager. |
| 28 | No. 193/NQ-HDQT/2023 | December 22, 2023 | Approve the dismissal of Ms. Nguyen Truc Vy as the Person in charge of corporate governance and the Secretary of the Board of Directors. |
| 29 | No. 26/NQ-HDQT/2023 | December 27, 2023 | Approve the temporary suspension of operations of the Northern Branch of Lam Dong Pharmaceutical JSC (Ladophar) until June 30, 2024 (6 months) |

1. The Supervisory Board (Annual Report 2023):
2. Information about the members of the Supervisory Board

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| Appointment date | Dismissal date |
| 1 | Dao Thi Nga | Chief of the Supervisory Board | December 20 , 2023 |  | Bachelor of Laws |
| 2 | Vo Kim Nguyen | Member of the Supervisory Board | December 20 , 2023 |  | Bachelor of Accounting and Finance |
| 3 | Nguyen Thi Quynh Nga | Member of the Supervisory Board | December 20 , 2023 |  | Bachelor |
| 4 | Nguyen Thi Kieu Lien | Chief of the Supervisory Board | May 6, 2022 | December 20, 2023 | Master |
| 5 | Duong Thanh Binh | Member of the Supervisory Board | May 6, 2022 | December 20, 2023 | Master of Finance - Banking |
| 6 | Huynh Thi Kim Oanh | Member of the Supervisory Board | August 19, 2022 | December 20, 2023 | Bachelor of Finance - Banking |

The Extraordinary General Meeting of Shareholders on December 20, 2023, dismissed 03 members of the Supervisory Board and elected 03 additional members of the Supervisory Board in the term of 2022 - 2027.

1. The Executive Board

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Appointment date | Dismissal date |
| 1 | Le Tien ThinhGeneral Manager |  | Bachelor of Business Administration | December 20, 2023 |  |
| 2 | Ngo Van TriPermanent Deputy General Manager |  | Master of Business Administration | December 21, 2021 |  |
| 3 | Le Thi Minh ThuyGeneral Manager |  | Bachelor of Finance and Accounting | August 1, 2022 | December 20, 2023 |
| 4 | Ha Ngoc DanhDeputy General Manager |  | Master of Business Administration | September 12, 2022 | December 22, 2023 |

1. The Chief Accountant

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| The Chief Accountant | Date of birth | Qualification | Appointment date | Dismissal date |
| Truong Thi Ngoc Hien |  | Bachelor of Finance and Accounting | July 01, 2013 |  |

1. Training on corporate governance
2. List of affiliated persons 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, or affiliated persons of PDMR: Detailed in the attached Appendix 2.
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None.
5. Transactions between the Company and other entities:
	1. Transactions between the Company and the company where members of Member of the Board of Directors Manager and other managers have been founding members of member of the Board of Directors, Transactions between companies and companies in which members of the Board of Directors, members of the Supervisory Board, General Manager and other managers have been founding members or members of the Board of Directors, Executive Manager (General Director) for the past three (03) years (as at the time of reporting); Details are in attached Appendix 2.
	2. Transactions between companies and companies in which the affiliated persons of the Board of Directors Member, Supervisory Board Member, General Manager and other managers are members of the Board of Directors and Executive Manager (General Manager): Chair of the Board of Directors Member of the Supervisory Board Chair of the Board of Directors the Executive Manager (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 General Manager and other managers: None.
6. Share transactions between PDMR and affiliated persons of PDMR (Annual Report 2022):
7. The Company's shares transaction of PDMR and affiliated persons Detailed in the attached Appendix 4.
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; Transactions between the Company and the companies in which members of the Board of Directors, members of the Supervisory Board, the General Manager and other managers have been being 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):

(Attached to the Corporate Governance Report 2023 No. 08/BCQT-LDP/2024 dated January 30, 2024)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of individual/institution | Relations with the Company | NSH No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | Approved General Mandate/Decision No. of the General Meeting of Shareholders and Board Resolutions/Decisions (including promulgation date if any) | Content, quantity, total value of transaction | Note |
| I | Organizations |  |  |  |  |  |  |  |
| 1 | An Giang Import - Export Company | Affiliated organization of PDMR |  |  | June 06, 2023 and July 19, 2023 | Purchase and sale of common goods | Total transaction value:VND 15,250,286 (before VAT) | Purchase and sell common goods |
| 2 | Long An Transport Construction Joint Stock Company | Under the same Holding Company |  |  | June 14, 2023 | Purchase and sale of common goods | Total transaction value: VND 6,807,713 (before VAT) | Purchase and sell common goods |
| 3 | APG Securities Joint Stock Company | Major shareholder, affiliated organization of PDMR |  |  | April 17, 2023 | Purchase and sale of common goods | Total transaction value: VND 25,956,895 (before VAT) | Purchase and sale of common goods |
| 4 | Ladophar Herb Food Processing and Cultivation Company Limited | Subsidiary |  |  | February 8, 2023 | Board Resolution No. 73/NQ-HDQT/2022 dated October 14, 2022 | Transfer remaining profits to the holding company: VND 29,186,433 | Dissolved from February 8, 2023 |
| 5 | Ladophar Pharmaceutical Research and Application Company Limited | Subsidiary |  |  | December 4, 2023 | Board Resolution No. 14/NQ-HDQT/2023 dated August 28, 2023 | Return contributed capital upon dissolution: VND 105,545,612 | Dissolved from November 30, 2023 |
| 6 | Ladophar Herbal Livestock Feed Manufacturing and Trading Company Limited | Subsidiary |  |  | December 28, 2023 | Board Resolution No. 15/NQ-HDQT/2023 dated August 28, 2023 | Return of contributed capital upon dissolution: VND 43,786,951 | Dissolved from January 10, 2024 |
| II | Individual |  |  |  |  |  |  |  |
| 1 | Ho Dang Dan | PDMR |  |  | 2023 | Board Resolution No. 64/NQ-HDQT/2022 dated July 15, 2022 (The Company has disclosed information of the Resolution according to regulations) | Repay loan principal and interest: VND 529,479,452 | No longer PDMR from March 21, 2023 |

Appendix 4

THE LISTED COMPANY’S SHARE TRANSACTIONS OF 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, reward, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | APG Securities Joint Stock Company | Major shareholder (Organizations owning more than 10% of shares have the vote right); Affiliated organization of PDMR | 1,076,000 | 8.47% | 2,397,700 | 18.875% | * April 18, 2023: Buy 127,300 shares

(The number of shares owned after the transaction is 1,203,300 shares; rate 9.47%)* September 21, 2023 Buy 197,200 shares

(The number of shares owned after the transaction is 1,400,500 shares; rate 11.02%)* September 21, 2023: Buy 197,200 shares

(The number of shares owned after the transaction is 1,400,500 shares; rate 11.02%)* October 26, 2023: Buy 568,900 shares

(The number of shares owned after the transaction is 1,969,400 shares; rate 15.50%)* November 03, 2023 Buy 428,300 shares

(The number of shares owned after the transaction is 2,397,700 shares; rate 18.87%) |
| 2 | Le Thi Phuong Thao | Affiliated person of PDMR | 166,900 | 1.314% | 1,100 | 0.009% | Conduct transactions during the year to buy and/or sell shares in small quantities which did not reach the amount required for information disclosure.(Transactions in batches with a value of less than VND 50 million/day and less than VND 200 million/month according to par value)Announced and reported major transactions during the year:* August 2023: Sell 39,500 shares

(The number of shares owned after the transaction is 121,100 shares; rate 0.953%)* November 24, 2023: Sell 120,000 shares

(The number of shares owned after the transaction is 1,100 shares; rate 0.009%) |
| 3 | Nguyen Ngoc Khuyen | No longer the affiliated party of the Company from November 30, 2023 | 0 | 0 | 100 | 0.0008% | Buy/sell shares(Transactions in batches with a value of less than VND 50 million/day and less than VND 200 million/month according to par value) |

Notes:

*Data on the number of shares and ownership rate at the beginning of the period of PDMR and affiliated parties of PDMR were updated according to information from the Corporate Governance Report for the first 6 months of 2023.*

*Data on the number of shares and ownership rate at the beginning of the period of PDMR and affiliated parties of PDMR were updated according to the list of LDP securities owners issued by Vietnam Securities Depository and Clearing Corporation on November 20, 2023, and updated according to the report on the Result of share transaction between PDMR and affiliated persons that the Company received in 2023.*