**TW3: Annual Corporate Governance Report 2023**

On January 29, 2024, Central Pharmaceutical JSC No.3 announced Report No. 02/2023/BCQT on the corporate governance 2023 as follows:

* Name of listed company: Central Pharmaceutical JSC No.3
* Head office address: No. 115 Ngo Gia Tu Street, Hai Chau 1 Ward, Hai Chau District, Da Nang City
* Tel: 0236.3830202 - 0236.3822767 Fax: 0236.3822767
* Charter capital: VND 17.500.000.000
* Securities code: TW3
* Corporate governance model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager.
* Internal audit execution: Not executed

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)

The General Meeting of Shareholders of Central Pharmaceutical JSC No.3 was held on April 07, 2023. On the basis of Reports, Proposals and Discussions, the General Meeting of Shareholders announced General Mandate No. 04/NQ-DHDCD approving the following main contents:

* Approve the Report on activities of the Board of Directors 2022 and the operating orientation 2023;
* Approve the Report on production and business results 2022 and the production and business plan 2023.
* Approve the report on activities of the Supervisory Board 2022.
* Approve the Audited Financial Statements 2022
* Approve the expected profit distribution 2022 and a number of financial targets in 2023.
* Approve the report on remuneration and salary settlement for the Board of Directors, the Supervisory Board, the General Manager, and the Company’s Secretariat 2022 and the plan on remuneration and salary settlement for the Board of Directors, the Supervisory Board, the General Manager, and the Company’s Secretariat 2023.
* Approve the selection of an audit company for 2023.
* Approve the proposal on dismissing Mr. Tran Anh Tuan from the position of a member of the Board of Directors;

1. The Board of Directors
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 member/independent member of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Nguyen Van Khai | Chair of the Board of Directors | June 01, 2020 |  |
| 2 | Truong Thoai Nhan | Member of the Board of Directors, General Manager | June 01, 2020 |  |
| 3 | Tran Anh Tuan | Member of the Board of Directors | June 01, 2020 | April 7, 2023 |
| 4 | Nguyen Huy Thanh | Member of the Board of Directors | June 1, 2020 |  |
| 5 | Tran Thi Minh | Member of the Board of Directors | May 6, 2021 |  |

1. Board Resolutions/Board Decisions in the first 6 months of 2023:

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| No. | Board Resolution/Board Decision No. | Date | Contents |
| 1 | 107/NQ/2023/HDQT | February 8, 2023 | 1. The record date to exercise the rights to attend the Annual General Meeting of Shareholders 2023 is March 07, 2023 2. The date to hold the Annual General Meeting of Shareholders 2023 is March 30, 2023. The time and venue of the meeting will be specified in the Invitation letter. |
| 2 | 110/NQ/2023/HDQT | March 16, 2023 | 1. Approve the time to hold the Annual General Meeting of Shareholders 2023: 2. Approve the agenda of the Annual General Meeting of Shareholders 2023 3. Approve the documents of the Annual General Meeting of Shareholders 2023 |
| 3 | 113/NQ/2023/HDQT | March 20, 2023 | 1. Agree on approving the adjustment and supplement to the contents of the documents of the Annual General Meeting of Shareholders 2023 2. Assign the Executive Board to research and work with partners on issues related to the investment project for building a production line for hormones drugs, evaluate the effectiveness of the project and submit to the Board of Directors for consideration |
| 4 | 121/NQ/2023/HDQT | April 20, 2023 | 1 Agree on assigning the Executive Board to select a legal consulting company with experience in real estate and reputation to analyze and evaluate the legal status, the risks of the solutions on re-purchasing, proposed by the General Manager and the proposal of Ms. Nguyen Thi Cam and consult on legal and appropriate solutions  2. The Executive Board urgently carry out the investment in fire prevention and fighting at Hoa Minh project according to the procedures of investing and purchasing fixed assets |
| 5 | 123/NQ/2023/HDQT | June 14, 2023 | 1. Agree on not implementing the solutions on re-purchasing the land plot No. 80, Tran Phu Street, Hai Chau District, Da Nang City according to the report of the General Manager and the proposal of Ms. Nguyen Thi Ca at the present time 2. Approve the policy on investing in HPLC system for the testing Assign the General Manager to implement the assets purchasing according to the regulations. 3. Assign the General Manager to make a plan to increase the charter capital and submit the draft to the Board of Directors for consideration and agreement |
| 6 | 126/NQ/2023/HDQT | July 1, 2023 | Approve the dismissal of Mr. Nguyen Ngoc Tuong from the position of Manager of Ho Chi Minh Branch and appointment of Mr. Nguyen Duc Anh - currently holding the position of Sales Manager of the Eastern Region - to concurrently hold the position of Manager of Ho Chi Minh Branch |
| 7 | 129/NQ/2023/HDQT | July 18, 2023 | Mr. Truong Thoai Nhan - the General Manager of Central Pharmaceutical JSC No.3 is the legal representatives of the account holder of Central Pharmaceutical JSC No.3 - Ho Chi Minh Branch at Vietcombank - Tan Dinh Branch |
| 8 | 132/NQ/2023/HDQT | August 10, 2023 | Approve the bonus payment 2022 of the Board of Directors, the Supervisory Board according to the General Mandate 2023 |
| 9 | 135/NQ/2023/HDQT | August 31, 2023 | Dismiss Ms. Tran Dam Thi Viet from the position of the Chief Accountant of Central Pharmaceutical JSC No.3 from September 01, 2023 |
| 10 | 136/QD- HDQT | August 31, 2023 | Dismiss Ms. Tran Dam Thi Viet from the position of the Chief Accountant of Central Pharmaceutical JSC No.3 from September 01, 2023 |
| 11 | 137/NQ/2023/HDQT | August 31, 2023 | Appoint Ms. Bui Thi Thu Hang to the position of accountant of Central Pharmaceutical JSC No.3 from September 09, 2023 |
| 12 | 138/QD- HDQT | August 31, 2023 | Appoint Ms. Bui Thi Thu Hang to the position of accountant of Central Pharmaceutical JSC No.3 from September 09, 2023 |
| 13 | 141/NQ/2023/HDQT | September 14, 2023 | Approve the dividend payment 2022 in cash   1. Record date to exercise rights to pay dividends in 2022: September 27, 2023 2. Interest payment term: October 6, 2023 3. Location:   For deposited securities: Owners implement the procedures to receive dividends at Depository Members where their deposited accounts were opened.  For undeposited securities: Owners implement the procedures to receive dividends at the Accounting Department of Central Pharmaceutical JSC No.3 from October 06, 2023 and present ID card |
| 14 | 146/NQ/2023/HDQT | December 28, 2023 | 1. Agree on Corporation and General Meeting of Shareholders Report on increasing charter capital on the basis of using undistributed profit and the capital representative will report to ask for opinion of Vietnam Pharmaceutical Corporation - JSC 2. Agree on assigning General Manger to survey, research, analyze, and prepare a report on the investment in the project of building a new pharmaceutical factory in the Industrial Zone of the area to submit to the Board of Directors for consideration and report for the General Director's opinion. Vietnam Pharmaceutical Corporation - JSC and General Meeting of Shareholders according to regulations. 3. The Executive Board continue to build and complete the production and business plan 2024, at least equal to the implementation in 2023 and the minimum profit target is to increase at least by 5% compared to the implementation 2023 and submit toe the Board of Directors for consideration. |

1. The Supervisory Board;
2. Information on members of the Supervisory Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/Audit Committee | Position | Date of appointment/dismissal as member of the Supervisory Board/the Audit Committee | Qualification |
| 1 | Ms. Ngo Thi Thu Hien | Chief | June 01, 2020 - present | Bachelor of Economics - majoring in Accounting |
| 2 | Ms. Ha Lan Anh | Member | March 12, 2015 - present | Master - majoring in Law Studies |
| 3 | Mr. Nguyen The Nam | Member | May 06, 2021 - present | Bachelor of Economics - majoring in Accounting |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as the member of the Executive Board |
| 1 | Truong Thoai Nhan | October 20, 1980 | Master in Business Administration | June 1, 2020 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Tran Dam Thi Viet | June 28, 1992 | Bachelor of Economics - Major in Accounting | Dismissal date September 01, 2023 |
| Bui Thi Thu Hang | August 27, 1988 | Bachelor of Accounting | Appointed on: September 04, 2023 |

1. Training on corporate governance
2. List of affiliated persons of the public Company and transactions between the affiliated persons 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 persons of PDMR None
4. Transactions between PDMR of the Company, affiliated persons of PDMR and subsidiaries, companies controlled by the Company: None
5. 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 (calculated at the time of reporting): None
   2. Transactions between the Company and companies where 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 or the Executive Manager (the General Manager) : None
   3. Other transactions of the Company (if any) that can bring about material or non-material benefits to the members of the Board of Directors, the members of the Supervisory Board, Manager (General Manager) and other managers: None
6. Share transactions of PDMR and affiliated persons of PDMR
7. Company’s share transactions of PDMR and affiliated persons of PDMR None
8. Other significant issues