**UPH: Annual General Mandate 2024**

On April 20, 2024, No.25 Central Pharmaceutical Joint Stock Company announced General Mandate No. 01/NQ-DHDCD as follows:

Article 1: REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2023 AND DIRECTIONS FOR 2024.

The General Meeting of Shareholders unanimously approved the Report on the activities of the Board of Directors in 2023 and the directions for 2024.

Article 2: REPORT OF THE EXECUTIVE BOARD ON PRODUCTION AND BUSINESS RESULTS IN 2023 AND PRODUCTION AND BUSINESS PLAN FOR 2024.

The General Meeting of Shareholders unanimously approved the Report of the Executive Board on the production and business results in 2023 and the production and business plan for 2024. Specifically as follows:

1. Results of production and business activities in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | Unit | In 2022 | In 2023 |
| * Revenue | Billion VND | 150 | 140 |
| Percentage compared to previous year | % | 90 | 93.3 |
| Percentage compared to plan | % | 111 | 100 |
| * Profit before tax | Billion VND | 1.99 | 2.214 |
| Percentage compared to previous year | % | 127.6 | 117.0 |
| Percentage compared to plan | % | 555 | 116.5 |
| * Charter capital: | Billion VND | 132.9 | 132.9 |
| * Dividend rate | % | 0% | 0% |
| * Average income | Million VND | 16.8 | 16.8 |
| Rate compared to previous year | % | 155% | 100% |

1. Operating Orientation in 2024.

* The Board of Directors continues to direct the implementation of the Company's guidelines and policies, creating all favorable conditions for the Executive Board to complete the production and business tasks. The production and business plan for 2024 is expected to be submitted to the Annual General Meeting of Shareholders 2024 for approval as follows:
* Revenue : VND 142 billion;
* Profit before tax: VND 2.5 billion;
* Dividend rate: 0%/Charter capital:
* The Board of Directors will continue to improve the Company's corporate governance activities by applying good practices and advanced practices. Accordingly, the Board of Directors will evaluate the activities of the members of the Board of Directors and the Supervisory Board in a stricter manner, in order to enhance the role and responsibilities of the members.
* Focus on building the Company's development strategy, with the focus on the pharmaceutical factory project to seize development opportunities and suit the Company's potential.
* Develop and complete orientations on personnel, salary and bonus policies and allowances to implement the Company's sustainable development strategy.
* Promote the supervision of product quality management, optimize to save costs, improve production and business efficiency and ensure the life and income of the company's employees.
* Continue to well develop relationships with investors and shareholders, ensure information disclosure as prescribed and issue regulations on information disclosure.
* Continue to train and arrange to improve the quality of the workforce, the management team, especially the succession team.
* For the sustainable development goal, the Board of Directors will continue to accompany the Executive Board in the Company's upcoming development plan.

Article 3: REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2023 AND DIRECTIONS FOR 2024.

The General Meeting of Shareholders unanimously approved the report on the activities of the Supervisory Board in 2023 and the directions for 2024.

Article 4: AUDITED FINANCIAL STATEMENTS FOR 2023.

The General Meeting of Shareholders unanimously approved the audited Financial Statements for 2023 by Ernst & Young Vietnam Co., Ltd.

Article 5: PROFIT DISTRIBUTION PLAN FOR 2023 AND PROFIT DISTRIBUTION PLAN FOR 2024.

The General Meeting of Shareholders unanimously approved the Profit Distribution Plan for 2023 and the Profit Distribution Plan for 2024. Specifically as follows:

1. Profit distribution plan in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Contents | Value (VNĐ) | % |
| 1 | Charter capital: | 132,946,410,000 |  |
| 2 | Total profit 2023: | 2,214,109,140 | 1.66% of the charter capital |
| 3 | Corporate income tax |  |  |
| 3.1 | Payable corporate income tax 2023 | 0 |  |
| 3.2 | Deferred corporate income tax | 3,184,742 |  |
| 4 | Profit after tax in 2023 | 2,210,924,398 | 1.66% of the charter capital |
| 5 | Accumulated losses from previous years | -13,155,164,174 | -9.90% of the charter capital |
| 6 | Accumulated losses as of December 31, 2023 | -10,944,239,776 | -8.23% of the charter capital |
| 7 | Dividend |  |  |
| 7.7 | Rate | 0% |  |
| 7.2 | Value | 0 |  |
| 8 | Appropriation for funds: | 0 |  |
| 9 | Retained earnings carried forward to next year | 0 |  |

2.. Profit distribution plan for 2024:

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Charter capital: | 132,946,410,000 |
| 2 | Total profit 2024: | 2,500,000,000 |
| 3 | Profit after tax of the Company’s shareholders |  |
| 4 | Profit distribution | |
| 4.1 | Dividend payment (expected) | 0% of the charter capital |

Article 6: SETTLEMENT OF REMUNERATION FOR THE BOARD OF DIRECTORS, SUPERVISORY BOARD AND SECRETARIAT IN 2023 AND REMUNERATION PAYMENT PLAN FOR 2024.

The General Meeting of Shareholders unanimously approved the Proposal on settlement of remuneration payment to the Board of Directors, Supervisory Board and Secretariat in 2023 and the remuneration payment plan for 2024 as follows:

1. Remuneration for the Board of Directors, Supervisory Board and Secretariat in 2023:

* Approved amount: VND 430 Million/year
* Amount paid in 2023: VND 424,250,000.

The General Meeting of Shareholders assessed that the Board of Directors has properly implemented the General Mandate.

1. Remuneration payment plan for the Board of Directors, Supervisory Board and Secretariat in 2024:

Remuneration for the Board of Directors, Supervisory Board and Secretariat in 2024 corresponds to the amount of VND 430 million /year.

Article 7: SELECTION OF THE AUDIT COMPANY FOR 2024.

* The General Meeting of Shareholders unanimously approved the Proposal on selection of the audit company for the fiscal year 2024.
* The General Meeting of Shareholders unanimously agreed to authorize the Board of Directors to select one of the following audit companies to review and audit the Company's Financial Statements for 2024:
* Ernst & Young Vietnam Limited.
* AASC Auditing Firm Company Limited;
* KPMG Limited.
* Deloitte Vietnam Company Limited
* In case the negotiation with the above audit companies is unsuccessful, the General Meeting of Shareholders authorizes the Board of Directors to select an audit company from the list of audit companies approved by the State Securities Commission to audit the Financial Statements for entities with public interests in the securities sector in 2024 as prescribed.

Article 8: AMENDMENT AND SUPPLEMENT TO THE COMPANY'S CHARTER IN 2024.

The General Meeting of Shareholders unanimously approved the entire content of the Proposal on amending and supplementing the Company's Charter in 2024.

The General Meeting of Shareholders unanimously agreed to authorize the Chair of the Board of Directors to complete and sign the amended and supplemented Company's Charter after being approved by the General Meeting of Shareholders.

Article 9: DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD FOR TERM IV (2022-2027).

The General Meeting of Shareholders unanimously approved the dismissal of members of the Board of Directors and members of the Supervisory Board for term IV (2022-2027) according to personal wishes for the following individuals:

1. Mr. Nguyen Van Khai - Position: Member of the Board of Directors
2. Ms. Nguyen Thi Thuy - Member of the Supervisory Board

Article 10: RESULTS OF ADDITIONAL ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD FOR TERM IV (2022-2027).

1. Members of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Number of votes |  |
| 1 | Ha Lan Anh | 12,211,868 |  |

As a result, Ms. Ha Lan Anh was elected as a Member of the Board of Directors for term IV (2022-2027) to be additionally elected at the Annual General Meeting of Shareholders 2024.

2. Members of the Supervisory Board:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Number of votes |
| 1 | Huynh Thi Anh Thu | 12,211,868 |

As a result, Ms. Huynh Thi Anh Thu was elected as a Member of the Supervisory Board for term IV (2022-2027) to be additionally elected at the Annual General Meeting of Shareholders 2024.

Article 11: Organization and Implementation

1. This General Mandate took effect from April 20, 2024.
2. The Board of Directors of No.25 Central Pharmaceutical Joint Stock Company is responsible for organizing and leading the Company to implement the approved contents of this General Mandate.
3. The Annual General Meeting of Shareholders 2024 of No.25 Central Pharmaceutical Joint Stock Company closed at 11:30 a.m. on the same day.