**DTH: Annual Corporate Governance Report 2023**

On January 30, 2024, Thanh Hoa Pharmaceutical Medical Material Joint Stock Company announced Report No. 01-2024/BC-DTH on the corporate governance 2023 as follows:

* Name of company: Thanh Hoa Pharmaceutical Medical Material Joint Stock Company
* Head office address: No. 232 Tran Phu, Lam Son Ward, Thanh Hoa City, Thanh Hoa Province, Vietnam
* Tel: 02373.737.888 Fax: Fax: 02373.855.209
* Charter capital: VND 74,716,140,000
* Securities code: DTH
* 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:

Thanh Hoa Pharmaceutical Medical Material Joint Stock Company (THEPHACO) holds the Annual General Meeting of Shareholders on April 14, 2023. Based on the reports, proposals and discussion process, the General Meeting of Shareholders approved the following main contents:

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | No. 01-2023/NQ-DHDCD | April 14, 2023 | 1. Approve the Board of Directors' Report on governance and performance of the Board of Directors in 2022, the production and business results in 2022, the production and business plan for 2023, the dividend payment and profit distribution plan for 2023;
2. Approve on: Audited Financial Statement 2022.
3. Approve the dividend payment and profit distribution plan for 2022;
4. Approve the Report on remuneration of the Board of Directors and Supervisory Board for 2022 and the Proposal on remuneration plan for the Board of Directors and Supervisory Board for 2023;
5. Approve the Report of the Supervisory Board on the Company's activities for 2022;
6. Approve the list of audit company for the financial statements for 2023;
7. Approve the election results for the Board of Directors for the term 2023-2027;
8. Approve the election results for the Supervisory Board for the term 2023-2027.
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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 of the Board of Directors |
| Appointment date | Date of dismissal |
| 1 | Mr. Tran Van Cong | Chair of the Board of Directors | 2019 | - |
| 2 | Mr. Cao Van Bon | Member of the Board of Directors | 2013 | - |
| 3 | Mr. Tran Thanh Minh | Member of the Board of Directors | 2016 | - |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01-2023/NQ-HDQT | January 12, 2023 | Payment for Lunar New Year 2023 |
| 2 | 02-2023/NQ-HDQT | February 03, 2023 | Dismissal of position managed by the Board of Directors - Head of Central Warehouse |
| 3 | 03 -2023/NQ-HDQT | February 03, 2023 | Resignation to receive social insurance benefits - Head of Central Warehouse |
| 4 | 04-2023/NQ-HDQT | February 20, 2023 | Organization of the General Meeting of Shareholders for the term 2023-2027 |
| 5 | 05-2023/NQ-HDQT | March 28, 2023 | Establishment of the Organizing Committee for the General Meeting of Shareholders for the term 2023-2027 |
| 6 | 06-2023/NQ-HDQT | April 28, 2023 | Dismissal of position managed by the Board of Directors - Manager of Thach Thanh Branch |
| 7 | 07-2023/NQ-HDQT | April 28, 2023 | Resignation to receive social insurance benefits - Manager of Thach Thanh Branch |
| 8 | 08-2023/NQ-HDQT | May 08, 2023 | Dismissal of position managed by the Board of Directors - Manager of Quan Hoa Branch |
| 9 | 09 -2023/NQ-HDQT | May 08, 2023 | Resignation to receive social insurance benefits - Manager of Quan Hoa Branch |
| 10 | 10-2023/NQ-HDQT | May 15, 2023 | Appointment to a position managed by the Board of Directors - Manager of Quan Hoa Branch |
| 11 | 11-2023/NQ-HDQT | May 22, 2023 | Dividend payment for 2022 |
| 12 | 12-2023/NQ-HDQT | June 19, 2023 | Resolution on mortgage loan from Vietinbank |
| 13 | 13-2023/NQ-HDQT | June 19, 2023 | Resolution on borrowing from Vietinbank |
| 14 | 14-2023/NQ-HDQT | June 19, 2023 | Resolution on borrowing from Agribank |
| 15 | 15-2023/NQ-HDQT | August 14, 2023 | Policy to terminate operations of the Multi-specialty Clinic Branch - Doctor's Office |
| 16 | 16-2023/NQ-HDQT | August 31, 2023 | Change in capital mobilization interest rate |
| 17 | 17-2023/NQ-HDQT | September 15, 2023 | Dismissal of the Manager of Hoang Hoa Pharmaceutical Branch |
| 18 | 18-2023/NQ-HDQT | September 15, 2023 | Appointment of the Manager of Hoang Hoa Pharmaceutical Branch |
| 19 | 19-2023/NQ-HDQT | September 18, 2023 | Plan on temporarily suspend, terminate business operations and dissolve the Multi-specialty Clinic Branch - Doctor's Office |
| 20 | 20-2023/NQ-HDQT | September 18, 2023 | Plan on terminating business operations and dissolve the Pharmaceutical Center Branch - Healthcare |
| 21 | 21-2023/NQ-HDQT | October 27, 2023 | Approve on borrowing, guarantee, and credit security at Vietinbank |
| 22 | 22-2023/NQ-HDQT | October 27, 2023 | Dismissal of the Manager of the Pharmaceutical Center Branch - Healthcare |
| 23 | 23-2023/NQ-HDQT | December 26, 2023 | Approve the audit company for the Financial Statements 2022 |
| 24 | 24-2023/NQ-HDQT | December 28, 2023 | Plan on transferring and termination of operations of the Quang Xuong Pharmaceutical Branch |

1. The Supervisory Board:
2. Information about the members of the Supervisory Board

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| No. | Member of the Supervisory Board | Position | Date of appointment | Qualification |
| 1 | Ms. Pham Thi Quynh Nga | Chief of the Supervisory Board | 2018 | Bachelor of Auditing |
| 2 | Mr. Nguyen Van Tuan | Member of the Supervisory Board | 2013 | Bachelor of Economics |
| 3 | Mr. Vu Duc Anh | Member of the Supervisory Board | 2018 | Bachelor of Accounting |

1. The Executive Board.

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment as Member of the Executive Board |
| 1 | Mr. Tran Thanh Minh | April 30, 1984 | Master of information technology | August 07, 2017 |

1. The Chief Accountant

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| --- | --- | --- | --- |
| Full name | Date of birth | Qualification: | Appointment date |
| Le Xuan Thuy | August 06, 1979 | Master of Economics | October 01, 2018. |

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 its related persons; or between the Company and major shareholders, PDMR, related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., Date of issue and Place of issue of NSH | Headquarters address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (if any) | Content, quantity, total value of transaction: VND) | Note |
| 1 | Cao Van Bon | Member of the BOD – Internal person | 1715920259/2/2012- Thanh Hoa Police | No. 40, Dao Duc Thong, Truong Thi ward, Thanh Hoa city | 2023 | - | Give the company a short-term loan with a value of VND 721,970,116 |  |

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/
* Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). According to the attached table.
* Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None.
* 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.

VIII. Share transactions of PDMR and affiliated persons of PDMR:

1. Company’s share transactions of PDMR and affiliated persons: None.
2. Other significant issues: None