

No: 2401/2025/BCQT-AMV

Ho Chi Minh, January 24, 2025

REPORT ON CORPORATE GOVERNANCE
(In 2024)

To: - The State Securities Commission;
- The Stock Exchange.

- Name of company: AMERICAN VIETNAMESE BIOTECH INC.
- Address of headoffice: 4th Floor, Phu Ma Duong Building, 85 Hoang Van Thai Street, Tan Phu Ward, District 7, Ho Chi Minh City.
- Telephone: 02432151114
- Charter capital: 1.311.056.500.000 dong (One thousand three hundred eleven billion fifty six million five hundred thousand dong)
- Stock symbol: AMV
- Governance model:
 - General Meeting of Shareholders.
 - Board of Directors.
 - Board of Supervisors.
 - Director.
- The implementation of internal audit: Implemented.

I. ACTIVITIES OF THE GENERAL MEETING OF SHAREHOLDERS

- The Annual General Meeting of Shareholders was convened on June 24, 2024, with a total of 67,090,321 shares represented, either in person or by proxy, accounting for 51.17% of the total shares entitled to vote in the company. The General Meeting of Shareholders adopted Resolution No. 2406/2024/AMV/NQ-DHDCD, which approved all matters within the authority of the General Meeting of Shareholders.

No	Resolution No	Date	Content
1	2406/2024/AMV/NQ-DHDCD	24/06/2023	The General Meeting of Shareholders has resolved to approve the following matters:

		<p>Article 1: Approval of the Board of Directors' Activity Report for 2023 and the Plan for 2024 (Attached with Report No. 01/2024/AMV/BC-HDQT).</p> <p>Article 2: Approval of the Executive Board's Business Operations Report for 2023 and the Plan for 2024 (Attached with Report No. 02/2024/AMV/BC-BGD).</p> <p>Article 3: Approval of the Supervisory Board's Activity Report for 2023 and the Activity Plan for 2024 (Attached with Report No. 03/2024/AMV/BC-BKS).</p> <p>Article 4: Approval of the audited financial statements for 2023 (Attached with Proposal No. 04/2024/AMV/TTr-HDQT).</p> <p>Article 5: Approval of the profit distribution plan for 2023 and the profit distribution plan for 2024 (Attached with Proposal No. 05/2024/AMV/TTr-HDQT).</p> <p>Article 6: Approval of the settlement of Board of Directors and Supervisory Board's remuneration for 2023 and the remuneration payment plan for 2024 (Attached with Proposal No. 06/2024/AMV/TTr-HDQT).</p> <p>Article 7: Approval of the selection of an audit firm to perform the audit and review of the 2024 financial statements (Attached with Proposal No. 07/2024/AMV/TTr-BKS).</p> <p>Article 8: Approval of the addition of business activities in the Enterprise Registration Certificate of Vietnam-America Pharmaceutical and Medical Equipment Production and Trading Joint Stock Company (Attached with Proposal No. 08/2024/AMV/TTr-HDQT).</p> <p>Article 9: Approval of the plan to issue shares for increasing charter capital in 2024 (Attached with Proposal No. 09/2024/AMV/TTr-HDQT and the private placement share issuance plan).</p>
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II. BOARD OF DIRECTORS (ANNUAL REPORT)

1. Information about the members of the Board of Directors:

No	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors
			Date of appointment
1	Mr. Nakatani Yoshitaka	Chairman of the Board of Directors	30/06/2020
2	Mrs. Dang Nhi Nuong	Board of Directors' members	30/06/2020
3	Mr. Le Khanh Nguyen	Independent members of the Board of Directors	30/06/2020

2. Meetings of the Board of Directors

No	Board of Directors' members	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr. Nakatani Yoshitaka	11/11	100%	
2	Mrs. Dang Nhi Nuong	11/11	100%	
3	Mr. Le Khanh Nguyen	11/11	100%	

3. Supervising the Board of Management by the Board of Directors:

- Supervising the business operation management to ensure it aligns with the strategic direction set by the Board of Directors (BOD) and approved by the General Shareholders' Meeting.
- The BOD has participated fully in meetings to monitor the company's situation and business orientation. The BOD has also participated in all meetings to issue timely Resolutions/Decisions for the Executive Board to implement.
- In addition, the BOD has been involved in overseeing activities in accordance with the provisions of the Law on Enterprises and the Company's Charter

4. Activities of the Board of Directors' subcommittees (If any):

The Board of Directors (BOD) has not established any sub-committees under the BOD. However, the BOD has assigned its members to be in charge of specific areas: Human resources, salaries, investment and development, business, economic-technical standards, and finance & accounting.

5. Resolutions/Decisions of the Board of Directors (Annual report):

No	Resolutions	Date	Content
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1	1001/2024/NQ-HĐQT	10/01/2024	Subject: Issuance of Labor Regulations at the Company
2	1204/2024/NQ-HĐQT	12/04/2024	Subject: Extension of the Date for Holding the 2024 Annual General Meeting of Shareholders
3	0805/2024/NQ-HĐQT	08/05/2024	Subject: Contribution of Capital to Establish Medicare Hữu Nghị Joint Stock Company
4	0805.01/2024/NQ-HĐQT	08/05/2024	Subject: Contribution of Capital to Establish Medicare Ninh Bình Joint Stock Company
5	2905/2024/NQ-HĐQT	29/05/2024	Subject: Contribution of Capital to Establish Nghệ An Joint Stock Clinic Company
6	1706/2024/NQ-HĐQT	17/06/2024	Subject: Contribution of Capital to Establish Fami Care Pháp Vân Joint Stock Company and Golab Pháp Vân Testing Center Joint Stock Company
7	1906/2024/NQ-HĐQT	19/06/2024	Subject: Contribution of Capital to Establish Golab Tiền Giang Testing Center Joint Stock Company, Golab Bạc Liêu Testing Center Joint Stock Company, Famicare Tuyên Quang Joint Stock Company, and Gò Vấp Testing Center Joint Stock Company
8	0907/2024/NQ-HĐQT	09/07/2024	Subject: Approval of Amendments and Updates to the Business Registration Activities of AMV
9	2507/2024/NQ-HĐQT	25/07/2024	Subject: Additional Capital Contribution and New Investment in Subsidiary, and Establishment of Golab Bình Dương Testing Center Joint Stock Company
10	0411/2024/NQ-HĐQT	04/11/2024	Subject: Change of Audit Service Provider
11	0912/2024/NQ-HĐQT	09/12/2024	Subject: Capital Contribution to Establish Companies

III. BOARD SUPERVISORS

1. Information about members of Board of Supervisors:

No	Members of Board of	Position	The date becoming/ceasing to be the member of the	Qualification
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	Supervisors		Board of Supervisors	
1	Mrs. Le Thi Huong	Chairman of the Supervisory Board	Appointment Date: June 30, 2020	Bachelor's degree in Accounting
2	Mrs. Nguyen Huong Giang	Member of the Supervisory Board	Appointment Date: June 30, 2020	Bachelor's degree in Accounting
3	Mrs. Vu Thu Thuy	Member of the Supervisory Board	Appointment Date: June 30, 2020	Bachelor's degree in Accounting

2. Meetings of Board of Supervisors

No	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Le Thi Huong	06/06	100%	100%	
2	Mrs. Nguyen Huong Giang	06/06	100%	100%	
3	Mrs. Vu Thu Thuy	06/06	100%	100%	

3. Supervising Board of Directors

- The Supervisory Board monitors the Board of Directors and the Executive Board in managing and operating the company; is responsible to the General Meeting of Shareholders for performing the assigned tasks.
- The Supervisory Board checks and monitors the company's operational and financial situation, providing appropriate recommendations.
- The Supervisory Board oversees the compliance with the resolutions of the General Meeting of Shareholders and the law in the management and operation of the business by the Board of Directors and the Executive Board. It reviews the appropriateness of decisions made by the Board of Directors and the Executive Board in management work.
- The Supervisory Board has supervised the vote counting for shareholder opinions in writing.
- The Supervisory Board checks the reasonableness, legality, accuracy, and carefulness in the management and operation of business activities, as well as in accounting and statistics work
- The Supervisory Board controls the financial reports to assess the accuracy of financial data and its compliance with Vietnamese accounting standards.
- Regarding shareholders: In 2024, the Supervisory Board of the company did not receive any requests or complaints from shareholders or shareholder groups.

4. The coordination among the Board of Supervisors with the activities of the BOD, Board of Directors and other managers

The Supervisory Board (BKS) has proactively coordinated closely with the Board of Directors and the Executive Board of the Company in carrying out its functions and responsibilities, as well as in the inspection and supervision activities as required

The Supervisory Board is regularly updated by the Board of Directors and the Executive Board on the company's operations and is provided with all necessary information and documents to support the inspection and supervision work

The Supervisory Board frequently cooperates with the Executive Board in directing and controlling departments and subsidiaries to ensure the implementation of resolutions and the company's development plans for each specific phase

The Supervisory Board is invited to attend all meetings of the Board of Directors and provides input on issues related to the company's management, operations, and business activities, ensuring that the company's operations are appropriate and align with the interests of shareholders

5. Other activities of the Board of Supervisors (if any): No.

IV. BOARD OF MANAGEMENT

No	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Mrs. Dang Nhi Nuong	18/02/1956	Engineer	Appointment Date: November 8, 2016

V. CHIEF ACCOUNTANT

Name	Date of Birth	Qualification	Date of appointment/ dismissal
Mrs. Le Thi Viet Ha	20/02/1978	Bachelor	Appointment Date: February 18, 2020

VI. TRAINING COURSES ON CORPORATE GOVERNANCE

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director, other managers and secretaries in accordance with regulations on corporate governance: No

VII. THE LIST OF AFFILIATED PERSONS OF THE PUBLIC COMPANY (ANNUAL REPORT) AND TRANSACTIONS OF AFFILIATED PERSONS OF THE COMPANY).

1. The list of affiliated persons of the Company

2.3	HINAKO NAKATANI		Son						Related person
3	Mr. Le Khanh Nguyen		Member of the Board of Directors						Insider
3.1	Mrs. Do Thi Van Anh		Daughter						Related person
3.2	Mrs. Le Thi Thuy Nga		Daughter						Related person
3.3	Mrs. Nguyen Thi Yen Oanh		Wife						Related person
II									
4	Mrs. Le Thi Huong		Chairman of the Supervisory Board						Insider
4.1	Mr. Le Trong Luan		Father						Related person
4.2	Mrs. Le Thi Ly		Mother						Related person

4.3	Mr. Le Trong Lam		Brother							Related person
4.4	Mr. Hoang Quoc Tuan		Husband							Related person
4.5	Mr. Hoang Le Tuan Anh		Son							Related person
4.6	Mr. Hoang Le Tuan An		Son							Related person
4.7	Mr. Hoang Van Su		Father							Related person
4.8	Mrs. Nguyen Thi Phuc		Mother							Related person
5	Mrs. Nguyen Huong Giang		Member of the Supervisory Board							Insider
5.1	Mr. Nguyen Van Canh		Father							Related person
5.2	Mrs. Vu Thi Luan		Mother							Related person
5.3	Ms. Nguyen Thi Ha		Younger Sister							Related person
5.4			Husband							

6.2	Mrs. Lai Thi Hanh		Mother							Related person
6.3	Mrs. Vu Minh Ha		Sister							Related person
6.4	Mr. Pham Xuan Tien		Husband							Related person
6.5	Ms. Pham Ngan Khanh		Daughter							Related person
6.6	Mr. Pham Xuan Phuc		Son							Related person
6.7	Mr. Pham Xuan Ruyen		Father							Related person
6.8	Mrs. Nguyen Thi Hang		Mother							Related person
6.9	Mr. Pham Van Nam		Brother							Related person
III										
7	Mrs. Le Thi Viet Ha		Chief Accountant							Insider

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: No.
3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: No
4. **Transactions between the Company and other objects**
 - 4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director and other managers have been founding members or members of Board of Directors, or CEO in three (03) latest years (calculated at the time of reporting: No.
 - 4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO).

No	Name of organization/ individual	Relationship with the Company	No.* date of issue, place of issue	Address	Time of transactions with the Company	No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Note
1.	Viet Tri Clinic Joint Stock Company	Subsidiary.	260106 5051	307 Nguyen Du Extension Street, Viet Tri City, Phu Tho Province.	Q1/2023	0612/2021/ BOADRES/ AMV dated December 6, 2021.	2002/2023/ PKVT-AMV dated February 20, 2023
2.	Vietnam-USA Hospital Investment Joint Stock Company.	Subsidiary.	260106 5051	307 Nguyen Du Extension Street, Viet Tri City, Phu Tho Province.	Quý 2/2023	0612/2021/ NQHĐQT/ AMV ngày 06/12/2021	HĐMB số 1004/2023/ BVVM-AMV
3.	Vietnam-	Subsidiary	260097	307 Nguyen	Q4/2024	0612/2021/	HĐMB

No	Name of organization/ individual	Relationship with the Company	No.* date of issue, place of issue	Address	Time of transactions with the Company	No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Note
	USA Hospital Investment Joint Stock Company.	y.	5749	Du Extension Street, Viet Tri City, Phu Tho Province.		NQHĐQT/AMV ngày 06/12/2021	số:0211/2024/AMV-BVVM
4.	Golab Phap Van Testing Center Joint Stock Company.	Connection	0110759791	No. 179, Giai Phong Street, Dong Tam Ward, Hai Ba Trung District, Hanoi City.	Q4/2024	06/12/2021/ NQHĐQT/ AMV ngày 06/12/2021	Số 2110/2024/HĐMBPM/AMV-GPV
5.	Huu Nghi MEDICARE Clinic Joint Stock Company.	Connection	0110759791	No. 179, Giai Phong Street, Dong Tam Ward, Hai Ba Trung District, Hanoi City.	Quý 4/2024	06/12/2021/ NQHĐQT/ AMV ngày 06/12/2021	Số 0110/2024/HĐMB/AMV-HN
6.	Ninh Binh MEDICARE Clinic Joint Stock Company.	Connection	2700964620	No. 128, Tue Tinh Street, Nam Thanh Ward, Ninh Binh City, Ninh Binh Province	Quý 4/2024	06/12/2021/ NQHĐQT/ AMV ngày 06/12/2021	Số 910/2024/HĐMB/AMV-HN

VIII. SHARE TRANSACTIONS OF INTERNAL PERSONS AND THEIR AFFILIATED PERSONS (ANNUAL REPORT)

1. List of executive members and related parties of insiders.

No	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
I	BOD							
1	Mrs. Dang Nhi Nuong	011C081551; 069C015171	Board of Directors Member / Director			0	0%	
1.1	Mrs. Dang Thap Nuong		Sister			0	0%	
1.2	Mrs. Nguyen Thi Quynh Anh	021C555468	Daughter			0	0%	
1.3	Mr. Nguyen Anh Quan		Son			0	0%	
1.4	Mr. Nguyen Viet Hung		Son			0	0%	

1.5	Mrs. Tran Thi Lan		Daughter			0	0%	
1.6	Bai Chay Kyoto Clinic Joint Stock Company		Subsidiary Company			0	0%	
1.7	Ha Long Kyoto High-Tech Development Joint Stock Company		Subsidiary Company			0	0%	
1.8	Song Hau New Technology Application Research Joint Stock Company		Subsidiary Company			0	0%	
2						0	0%	
2.1	NAKATANI YOSHITAKA		Chairman of the Board of Directors			0	0%	
2.2	TAE NAKATANI		Wife			0	0%	
2.3	YUSUKE NAKATANI		Daughter			0	0%	

3	HINAKO NAKATANI		Son			0	0%	
3.1	Mr. Le Khanh Nguyen		Member of the Board of Directors			0	0%	
3.2	Mrs. Do Thi Van Anh		Daughter			0	0%	
3.3	Mrs. Le Thi Thuy Nga		Daughter			0	0%	
II								
4						0	0%	
4.1	Mrs. Le Thi Huong		Chairman of the Supervisory Board			0	0%	
4.2	Mr. Le Trong Luan		Father			0	0%	
4.3	Mrs. Le Thi Ly		Mother			0	0%	
4.4	Mr. Le Trong Lam		Brother			0	0%	

4.5	Mr. Hoang Quoc Tuan		Husband			0	0%	
4.6	Mr. Hoang Le Tuan Anh		Son			0	0%	
4.7	Mr. Hoang Le Tuan An		Son			0	0%	
4.8	Mr. Hoang Van Su		Father			0	0%	
5	Mrs. Nguyen Thi Phuc		Mother			0	0%	
5.1	Mrs. Nguyen Huong Giang		Member of the Supervisory Board			0	0%	
5.2	Mr. Nguyen Van Canh		Father			0	0%	
5.3	Mrs. Vu Thi Luan		Mother			0	0%	
5.4	Ms. Nguyen Thi Ha		Younger Sister			0	0%	
5.5	Mr. Tang Ba Tuan		Husband			0	0%	

5.6	Ms. Tang Ngoc Tuong Vy				Daughter			0	0%	
5.7	Mr. Tang Ba Tinh				Father			0	0%	
5.8	Mrs. Do Thi Minh				Mother			0	0%	
6	Mr. Nguyen Manh Hung				Brother			0	0%	
6.1	Mrs. Vu Thu Thuy				Member of the Supervisory Board			0	0%	
6.2	Mr. Vu Chien Thang				Father			0	0%	
6.3	Mrs. Lai Thi Hanh				Mother			0	0%	
6.4	Mrs. Vu Minh Ha				Sister			0	0%	
6.5	Mr. Pham Xuan Tien				Husband			0	0%	
6.6	Ms. Pham Ngan Khanh				Daughter			0	0%	
6.7	Mr. Pham Xuan				Son			0	0%	

	Phuc												
6.8	Mr. Pham Xuan Ruyen				Father			0			0%		
6.9	Mrs. Nguyen Thi Hang				Mother			0			0%		
III													
7								0			0%		
7.1	Mrs. Le Thi Viet Ha				Chief Accountant			0			0%		
7.2	Mrs. Le Thi Van				Mother			0			0%		
7.3	Mr. Le Ha Nam				Father						0%		
7.4	Mr. Le Phi Truong				Brother						0%		
7.5	Mr. Le Hai Dinh				Brother						0%		
7.6	Mr. Chu Duc Tri				Husband						0%		
7.7	Mr. Chu Phuoc Kiet				Son						0%		
7.8	Chu Bao Minh				Con						0%		

	Ms. Chu Bao Minh									
7.9	Mr. Chu Minh Hoang					Son				0%
7.10	Mrs. Pham Thi Thao					Mother				0%
7.11	Mrs. Nguyen Huu Binh					Sister				0%
7.12	Mrs. Nguyen Thi Hanh					Sister				0%

2. Transactions of internal persons and affiliated persons with shares of the company:

No	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			Number of shares	Percentage	Number of shares	Percentage	
1	Mrs. Nguyen Thi Yen Oanh	Wife of Mr. Le Khanh Nguyen (Board Member)	10.000 CP	0.01%	10.000 CP	0.01%	

IX. OTHER SIGNIFICANT ISSUES

No

Recipients: :

- UBCKNN;
- HNX;
- Archived: ...

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



NAKATANI YOSHITAKA

C.P. H...

American Vietnamese Biotech Inc

The socialist Republic of Viet Nam
Independence- Freedom- Happiness

No: . 2401/2024/BCCTT-AMV

Ho Chi Minh January 24,2025

CORPORATE GOVERNANCE INFORMATION DISCLOSURE FORM

Reporting period: 2024

Dear: Hanoi Stock Exchange

No		question	answer section
1	General information.	Stock code	AMV
2		The percentage of ownership by the State shareholder (%).	0%
3		Company structure (1 or 2). ▪ 1: According to Point a, Clause 1, Article 137 of the 2020 Enterprise Law. ▪ 2: According to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.	(1)
4		The number of legal representatives of the company.?	01
5		The charter has been amended according to the 2020 Enterprise Law (Yes/No)	Yes
		The date of issuance of the company's charter (latest version).	09/07/2024
6	Does the company have internal regulations on corporate governance according to the 2020 Enterprise Law and Decree 155/2020/ND-CP?	Yes	
7	General Meeting of Shareholders.	Date of the Annual/Extraordinary General Meeting of Shareholders.	The 1st time: 24/06/2024
8		Date of publication of the General Meeting of Shareholders documents during the reporting period.	The 1st time: 28/05/2024
9		Date of announcement of the Resolution and Minutes of the General Meeting of Shareholders.	24/06/2024



10		Which time (1st/2nd/3rd) did the company successfully hold the General Meeting of Shareholders?	The 1st time
11		Has the company been involved in any lawsuits regarding the organization of the General Meeting of Shareholders or its Resolutions? (Yes/No)	No
12		The number of times the Stock Exchange has issued reminders or warnings related to the organization and disclosure of information regarding the General Meeting of Shareholders.	No
13		The number of times the State Securities Commission has issued reminders or warnings related to the organization and disclosure of information regarding the General Meeting of Shareholders.	No
14	The Board of Directors.	The number of members of the Board of Directors.	03
15		The number of independent members of the Board of Directors.	01
16		The Chairman of the Board of Directors also holds the position of CEO/Managing Director (Yes/No).	No
17		The number of Board of Directors meetings.	10
18		Board subcommittees (Yes/No).	No
19		The names of the subcommittees under the Board of Directors.	-
20		Does the company have an independent Board member responsible for compensation and human resources matters? (Yes/No)	No
21		Does the company appoint a person in charge of corporate governance? (Yes/No)	No
22	The Supervisory Board	Does the Chairman of the Supervisory Board work full-time at the company? (Yes/No)	Yes
23		The number of members of the Supervisory Board	03
24		The number of supervisors who are related parties of Board members, the CEO/Managing Director, and other managers (list the names of related supervisors, if any).	No

25		The number of supervisors holding managerial positions (list the names and positions, if any).	No
26		The number of supervisors who are members of the accounting and finance department or employees of the auditing firm that conducted audits for the company within the 3 years prior to being elected to the Supervisory Board. (Yes/No)	No
27		The number of Supervisory Board meetings.	06
28	Other issues.	Does the company's website provide complete information to shareholders as required by regulations? (Yes/No)	Yes
29		Does the company pay dividends within 6 months from the date of the Annual General Meeting of Shareholders? (Yes/No)	No
30		Has the company been reminded or warned by the Stock Exchange or the State Securities Commission regarding transactions with related parties? (Yes/No)	No



Representative of the organization
Legal representative/Authorized person for information disclosure
(Sign, full name, position, and seal)


 Director
ĐẶNG NHỊ NƯƠNG

