

REPORT ON CORPORATE GOVERNANCE

(Year)

To: - Ha Noi Stock Exchange.

- Name of company: **Central pharmaceutical joint Stock Company N0 3**
- Address of headoffice: No. 16 Le Dai Hanh, Minh Khai ward, Hong Bang district, Hai Phong city.
- Telephone: 02253 842576
- Fax: 02253 823125
- Charter capital: 214.999.330.000 VND
- Stock symbol: DP3
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director

I. Activities of the General Meeting of Shareholders

No.	Resolution/Decision No.	Date	Content
1	251/2024/NQ-ĐHĐCĐ	24/04/2024	Report of the Board of Directors and General Director on production and business results in 2023; Summary of Board of Directors activities for the 2019 - 2024 term and orientation for activities for the 2024 - 2029 term.
			The 2023 summary financial statements have been audited.
			Profit distribution plan for 2023.
			Remuneration of the Board of Directors and Supervisory Board in 2024
			Report of the Company's Supervisory Board in 2023.
			Proposal of the Supervisory Board on selecting an auditing unit in 2024.

		Approval of "Regulations on election of members of the Board of Directors and Supervisory Board for the term 2024-2029"
		Presentation of list of candidates for the Board of Directors and Supervisory Board for the term 2024 – 2029.
		Approving the election results of members of the Board of Directors and Supervisory Board for the term 2024 - 2029.

II. Board of Directors (annual report):

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

No.	Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr.Bui Xuan Huong	Chairman of the Board of Directors	24/04/2024	
2	Mr.Nguyen Dinh Khai	Member of the Board of Directors and General Director	24/04/2024	
3	Mr.Dinh Van Cuong	Member of the Board of Directors	24/04/2024	
4	Mrs.Lu Thi Khanh Tran	Member of the Board of Directors	24/04/2024	
5	Mr.Le Van Hung	Member of the Board of Directors	24/04/2024	
6	Mrs.Nguyen Hong Nhung	Member of the Board of Directors		24/04/2024
7	Mr.Nguyen Thanh Tuan	Member of the Board of Directors		24/04/2024

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mr.Bui Xuan Huong	07/07	100%	
2	Mr.Nguyen Dinh Khai	07/07	100%	
3	Mr.Dinh Van Cuong	07/07	100%	
4	Mrs.Nguyen Hong Nhung	03/07	100%	Resigned from April 24, 2024
5	Mr.Nguyen Thanh Tuan	03/07	100%	Resigned from April 24, 2024

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
6	Mrs.Lu Thi Khanh Tran	04/07	100%	Appointed from April 24, 2024
7	Mr.Le Van Hung	04/07	100%	Appointed from April 24, 2024

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

Pursuant to the Company's Charter, the Board of Directors supervises the General Director in running the Company's daily work. Specifically as follows:

- Monitor the implementation of resolutions set by the General Meeting of Shareholders and the Board of Directors.
- The Board of Directors regularly reviews and evaluates the situation of production and business activities and economic indicators to provide timely direction to the General Director. At the same time, monitor the progress of the work of the Board of General Directors.
- The Board of Directors checks the observance and compliance with the provisions of the Enterprise Law, the Securities Law and relevant legal documents along with the provisions of the Company's Charter of organization and operation.

Due to the correct implementation of processes and procedures for coordinating activities between the Board of Directors and the General Director, the General Director's production and business operations are not hindered, and the supervision of the Board of Directors is carried out regularly and closely, ensuring that the Company's activities are carried out in accordance with the Resolutions of the General Meeting of Shareholders and the Board of Directors.

4. Resolutions/Decisions of the Board of Directors (annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
1	295 /NQ-HĐQT	26/02/2024	- Preliminary report on production and business results in 2023. - Approve the 2024 production and business plan submitted to the 2024 Annual General Meeting of Shareholders. - Approve the General Director's report on the Company's business situation in January and February 2024.	5/5
	296/NQ-HĐQT		Closing the list of shareholders attending the 2024 Annual General Meeting of Shareholders and advance cash dividends in 2023.	
2	454 /NQ-HĐQT	01/04/2024	Approval of documents submitted to the 2024 Annual General Meeting of Shareholders.	5/5
3	525/NQ-HĐQT	24/04/2024	Elect the Chairman of the Board of Directors, General Director, assign tasks to members of the Board of Directors.	5/5

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No.	Resolution/Decision No.	Date	Content	Approval rate
4	585/NQ-HĐQT	08/05/2024	Removal of the position of Deputy General Director in charge of business.	5/5
5	675/NQ-HĐQT	19/06/2024	Estimated production and business results for the first 6 months of 2024; Issue "Regulations on wages", "Regulations on business activities and product consumption"; Appointed Deputy Director of Hanoi Branch.	5/5
	676 /NQ-HĐQT		Select an auditing unit for 2024 financial reports	5/5
6	865/NQ-HĐQT	31/07/2024	Dismissal and appointment of Director of Da Nang Branch	5/5
7	1511/NQ-HĐQT	26/12/2024	Preliminary report on production and business results in 2024.	5/5
			Develop a production and business plan for 2025 and submit it to the Annual General Meeting of Shareholders.	5/5
			Amending and supplementing "Salary Regulations", "Regulations on business activities and product consumption".	5/5
	1512/NQ-HĐQT		Termination of operations of Hai Phong Branch.	5/5

III. Board of Supervisors/(annual report):

1. Information about members of Board of Supervisors:

No.	members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
1	Mrs.Bui Thi Hat	Head of control Board	24/04/2024	Bachelor
2	Miss.Dinh Thi Tram Anh	members of Board of Supervisors	24/04/2024	Bachelor
3	Mrs.Truong Thi Nguyet Hoa	members of Board of Supervisors	24/04/2024	Bachelor
4	Mr.Le Van Hung	members of Board of Supervisors	Date of dismissal 24/04/2024	Bachelor

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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.Bui Thi Hat	2/3	100%	100%	Date of appointment 24/04/2024
2	Mss.Dinh Thi Tram Anh	3/3	100%	100%	
3	Mrs.Truong Thi Nguyet Hoa	3/3	100%	100%	

3. Supervising Board of Supervisors or Audit Committee:

- The supervisory board monitors the corporate governance activities of the Board of Directors and the Management Board to ensure compliance with legal regulations, the company's charter, and its internal governance rules.
- The Board of Supervisors evaluates the company's accounting system as clear and reliable; Quarterly and semi-annual financial reports were prepared on time and complied with current accounting standards and financial regimes; The data in the report honestly reflects the company's financial situation, investment and business values.
- The Company has disclosed periodic and unusual information fully, accurately and promptly in accordance with the provisions of law.
- Year 2024, the Supervisory Board did not detect any irregularities in the company's financial activities; the Supervisory Board agrees with the management measures of the Board of Directors and the Management Board of the Company.

4. The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers:

- The Supervisory Board regularly collaborates closely with the Board of Directors and the Management Board of the company in conducting periodic inspections and monitoring the company's activities.
- The Supervisory Board has been provided with all necessary conditions by the Board of Directors and the Management Board to complete its tasks. The departments within the company have actively cooperated and provided all required information and documents as requested by the Supervisory Board.

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment	Date of dismissal
1	Mr.Nguyen Dinh Khai	05/12/1975	Bachelor of Economics	28/05/2019	
2	Mrs.Bui Thi Loan	27/09/1987	Pharmacist	01/01/2022	
3	Mr.Nguyen Thanh Tuan	08/06/1980	Bachelor of Economics	01/01/2023	08/05/2024

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment
Mrs. Tran Thi Ha Thu	09/05/1988	Bachelor of Economics	01/08/2019

VI. The list of affiliated persons of the public company (annual report) and transactions of affiliated persons of the Company)

1. list of affiliated persons of the Company

No.	Name of organization/individual	Position at the Company (if any)	Time of Starting to be Affiliated person	Time of Ending to be Affiliated person	Reasons	Relationship With the Company
1	Mr. Bui Xuan Huong	Chairman of the Board of Directors	24/04/2024			Insider
2	Mr. Dinh Van Cuong	Member of the Board of Directors	24/04/2024			Insider
3	Mr. Nguyen Dinh Khai	Member of the Board of Directors and General Director	24/04/2024			Insider
4	Mrs. Lu Thi Khanh Tran	Member of the Board of Directors	24/04/2024			Insider
5	Mr. Le Van Hung	Member of the Board of Directors	24/04/2024			Insider
6	Mrs. Bui Thi Hat	Head of the Supervisory Board	24/04/2024			Insider
7	Mrs. Truong Thi Nguyet Hoa	Member of the Supervisory Board	24/04/2024			Insider
8	Ms. Dinh Thi Tram Anh	Member of the Supervisory Board	24/04/2024			Insider
9	Mrs. Bui Thi Loan	Deputy General Manager	01/01/2022			Insider
10	Mrs. Tran Thi Ha Thu	Chief accountant	01/08/2019			Insider
11	Mrs. Nguyen Thi Quynh Trang	Person in charge of corporate governance	10/12/2021			Insider
12	Mr. Nguyen Thanh Tuan	Member of the Board of Directors and Deputy General Director	24/05/2019	08/05/2024	Resign	Insider

No.	Name of organization/individual	Position at the Company (if any)	Time of Starting to be Affiliated person	Time of Ending to be Affiliated person	Reasons	Relationship With the Company
13	Mrs.Nguyen Hong Nhung	Member of the Board of Directors	24/05/2019	24/04/2024	Dismissed	Insider

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: None

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: None

4. Transactions between the Company and other object:

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director)

have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): None

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): None

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: None

VI. Share transactions of internal persons and their affiliated persons (annual report)

1. The list of internal persons and their affiliated persons

No.	Name	Position at the company (if any)	Number of Shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Mr.Bui Xuan Huong	Chairman of the Board of Directors	1.371.800	6,38%	
1.1	Mrs.Nguyen Thi Minh Huong		114.075	0,53%	wife
1.2	Mrs.Bui Huong Giang		0	0	Daughter
1.3	Mr.Bui Quy Son		0	0	Son
1.4	Mrs.Do Thi Minh		0	0	Mother
1.5	Mr.Bui Quang Chuc		0	0	

No.	Name	Position at the company (if any)	Number of Shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
					Older brother
1.6	Mrs.Dinh Thi Tuat		0	0	Sister-in-law
1.7	Mr.Bui Xuan Duong		0	0	younger brother
1.8	Mrs. Le Thi Hoa		0	0	sister-in-law
1.9	Mrs.Bui Thi Phuong		0	0	Younger sister
1.10	Mr.Dinh Van Cuong		0	0	Brother-in-law
1.11	Mrs.Bui Thi Hien		0	0	Younger sister
1.12	Mr.Nguyen Van Giao		0	0	Brother-in-law
1.13	Mrs.Bui Thi Huong		0	0	Younger sister
1.14	Mr.Le Van Hung		0	0	Brother-in-law
2	Mr.Le Van Hung	Member of the Board of Directors	962.062	4,47%	
2.1	Mrs.Le Thi Van		1.004.280	4.67%	wife
2.2	Mr.Le Chi Thanh		0	0	son
2.3	Ms.Le Ha Nhi		0	0	Daughter
2.4	Ms.Le Ha Thu		0	0	Daughter
2.5	Mr.Le Thanh Toan		0	0	father
2.6	Mrs.Nguyen Thi Mo		0	0	Mother
2.7	Mr.Nguyen Van Thang		0	0	Older brother
2.8	Mrs.Nguyen Thi Van		0	0	Sister-in-law
2.9	Mr.Le Nguyen Vy		0	0	father-in-law
2.10	Mrs.Nguyen Thi Yen		0	0	Mother-in-law

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No.	Name	Position at the company (if any)	Number of Shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
2.11	Mrs.Le Ngoc Khanh		0	0	Sister-in-law
2.12	Mrs.Le Van Khanh Linh		0	0	Sister-in-law
3	Mrs.Lu Thi Khanh Tran	Member of the Board of Directors	0	0	
3.1	Mrs.Trinh Thi Minh Phuong		0	0	Mother
3.2	Mr.Tran Giang		0	0	Father-in-law
3.3	Mr.Tran Anh Dong		0	0	Husband
3.4	Mr.Tran Phuong Dinh		0	0	Son
3.5	Mr.Tran Lu Duc Huy		0	0	Son
3.6	Mr.Lu Minh		0	0	Brother
3.7	Mrs.Nguyen Thi Cham		0	0	Sister-in-law
3.8	Codupha Central Pharmaceutical Joint Stock Company		0	0	Member of the Board of Directors
3.9	Mekophar Pharmaceutical Chemistry Joint Stock Company		0	0	Member of the Board of Directors
3.10	Sanofi-Synthelabo Vietnam Pharmaceutical Joint Stock Company				Member of the Board of Directors
4	Mr.Dinh Van Cuong	Member of the Board of Directors	1.199.170	5,58%	
4.1	Mrs.Pham Thi Tu		0	0	Mother
4.2	Mrs.Dinh Thi Minh		0	0	Older sister
4.3	Mr.Dinh Quang Trung		0	0	Older brother

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No.	Name	Position at the company (if any)	Number of Shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
4.4	Mr.Dinh The Anh		0	0	Younger brother
4.5	Mr.Dinh Tien Dung		0	0	Younger brother
4.6	Mrs.Dinh Thi Ngoc Anh		0	0	Daughter
4.7	Mrs.Dinh Bao Anh		0	0	Daughter
4.8	Mrs.Dinh Minh Anh		0	0	Daughter
4.9	Mr.Dinh Duc Anh		0	0	Son
4.10	Mrs.Ho Kim Anh		0	0	Wife
4.11	Mr.Pham Hong Thanh		0	0	Brother-in-law
4.12	Mrs.Nguyen Thi Thuy		0	0	Sister-in-law
4.13	Mrs.Tran Thi Tuong Vi		0	0	Sister-in-law
4.14	Huu Nghi Pharmaceutical Company Limited		0	0	Founding member
5	Mr.Nguyen Dinh Khai	Member of the Board of Directors and General Director	3.150.850	14,66%	
5.1	Mrs.Le Thanh Thuy		2.086.332	9,7%	Wife
5.2	Mr.Le Xuan Son		0	0	Father-in-law
5.3	Mrs.Le Thi Thieu		0	0	Mother-in-law
5.4	Mr.Nguyen Dinh Khai		0	0	Younger brother
5.5	Mrs.Hoang Thi Mo		951.622	4.42%	Sister-in-law
5.6	Mrs.Trinh Thi Lo		0	0	Mother
5.7	Mr.Nguyen Dinh Khang		0	0	Father
5.8	Mr.Nguyen Gia Bao		0	0	Son
5.9	Ms.Nguyen Bao Ngoc		0	0	Daughter

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No.	Name	Position at the company (if any)	Number of Shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
6	Mrs. Truong Thi Nguyet Hoa	Member of the Supervisory Board	0	0	
6.1	Mr. Pham Van Vuong		0	0	Husband
6.2	Mrs. Dao Thi Dinh		0	0	Mother
6.3	Mr. Truong Quang Chinh		0	0	Older brother
6.4	Mr. Truong Tuan Dat		0	0	Older brother
6.5	Ms. Pham Khanh Linh		0	0	Daughter
6.6	Mr. Pham Gia Hung		0	0	Son
6.7	Mrs. Ngo Bich Loan		0	0	Sister-in-law
7	Mrs. Bui Thi Hat	Head of the Supervisory Board	0	0	
7.1	Mr. Bui Thanh Liem		0	0	Husband
7.2	Mr. Bui The Lan		0	0	Son
7.3	Ms. Bui Minh Thu		0	0	Daughter
7.4	Mr. Bui Quang Chuc		0	0	Father
7.5	Mrs. Dinh Thi Tuat		0	0	Mother
7.6	Mrs. Bui Thi Hao		0	0	Older sister
7.7	Mr. Bui Quang Sang		0	0	Father-in-law
7.8	Mrs. Hoang Thi Hop				Mother-in-law
8	Ms. Dinh Thi Tram Anh	Member of the Supervisory Board	0	0	
8.1	Mr. Dinh Xuan Bien		0	0	Father
8.2	Mrs. Do Thi Tuyet		0	0	Mother



No.	Name	Position at the company (if any)	Number of Shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
8.3	Mr.Dinh Manh Tuan		0	0	Brother
8.4	Davina Pharmaceutical Joint Stock Company		0	0	Member of the Supervisory Board
9	Mrs.Bui Thi Loan	Deputy General Manager	7.540	0,03%	
9.1	Mr.Do Ngoc Dang		0	0	Husband
9.2	Mr.Bui Van Tam		0	0	Father
9.3	Mrs.Do Thi Binh		0	0	Mother
9.4	Mrs.Bui Thi Thu Trang		0	0	Younger sister
9.5	Mr.Bui Van Thai		0	0	Younger brother
9.6	Mrs.Do Thi Ly		0	0	Mother-in-law
9.7	Mr.Do Manh Truong		0	0	Brother-in-law
9.8	Mrs.Pham Thi Thu Hoai		0	0	Sister-in-law
9.9	Mr.Do Xuan Chinh		0	0	Brother-in-law
9.10	Mrs.Hoang Thi Thu Hang		0	0	sister-in-law
9.11	Mr.Do Hong Phuc		0	0	Son
9.12	Mr.Do Dang Khoi		0	0	Son
10	Mrs.Tran Thi Ha Thu	Chief accountant	2.650	0,01%	
10.1	Mr.Tran Tuan Nghia		0	0	Father
10.2	Mrs.Dinh Thi Nhuan		0	0	Mother
10.3	Mr.Nguyen Xuan Thuy		2.312	0,01%	Husband
10.4	Mr.Nguyen Xuan Hinh		0	0	Father-in-law
10.5	Mrs.Bui Thi Que		0	0	Mother-in-law
10.6	Mr.Nguyen Tran Duc Thinh		0	0	Son
10.7	Ms.Nguyen Tran Minh Thu		0	0	Daughter
10.8	Mrs.Tran Thi Thuy Linh		0	0	Younger sister

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No.	Name	Position at the company (if any)	Number of Shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
10.9	Mr.Phan Tuan Anh		0	0	Brother-in-law
11	Mrs.Nguyen Thi Quynh Trang	Person in charge of corporate governance	0	0	
11.1	Mr.Nguyen Thanh Quang		0	0	Father
11.2	Mrs.Nguyen Thi Yen		0	0	Mother
11.3	Mr.Nguyen Thanh Trung		0	0	Brother
11.4	Mrs.Vu Thi Hoang Huong		0	0	Sister-in-law
11.5	Mr.Nguyen Tai Gia Hung		0	0	Son

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.Tran Thi Ha Thu		12.650	0,06%	2.650	0,01%	Sell
2	Mrs.Le Thanh Thuy	Wife of Mr. Nguyen Dinh Khai	1.405	0,0065%	2.086.332	9,7%	Buy
3	Mr.Nguyen Thanh Tuan		2.080.827	9,68%	1.059.127	4,93%	Sell

Recipients:

- Ha Noi Stock Exchange
- Save documents

CHAIRMAN OF THE BOARD OF DIRECTORS



Pharmacist. Bui Xuan Huong

