

INFORMATION DISCLOSURE

- Name of company: Codupha Central Pharmaceutical Company JSC
- Transaction name: CODUPHA
- Address of headoffice: 262L Le Van Sy Street, Ward 14, Distreet 03, Ho Chi Minh City.
- Phone: 02838 651909 Fax: 028 38650750
- Stock Code: CDP
- Person responsible for disclosure of information: Chi Thi Bich Hong - Deputy Head of Finance and Accounting Department
- Address: 356/27 Pham Van Bach Street, Ward 15, Distreet Tân Bình, Ho Chi Minh City
- Type of information disclosed irregularly: 24h

Content of disclosed information:

- **REPORT ON CORPORATE GOVERNANCE YEAR 2024**

This information has been published on the official website of Central Pharmaceutical Joint Stock Company Codupha at <http://www.codupha.com.vn>.

We commit that the information disclosed above is true and take full legal responsibility for the content of the disclosed information.

Recipients:

- *State Securities Commission*
- *Stock Exchange*
- *Finance and Accounting Department*
- *Storage*

PERSON RESPONSIBLE FOR DISCLOSURE OF INFORMATION



CN. Chu Thị Bích Hồng

Appendix V

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 96/2020/TT-BTC on November 16th, 2020 of the Minister of Finance)

**CODUPHA CENTRAL
PHARMACEUTICAL
JOINT STOCK COMPANY**

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness**

No: /CDP-2025

HCM city, January 22 year 2025

REPORT ON CORPORATE GOVERNANCE

(2024)

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

- Name of company: *Codupha Central Pharmaceutical Joint Stock Company*
- Address of headoffice: *262L Le Van Sy Street, Ward 14, District 03, Ho Chi Minh City.*
- Telephone: *028-38651909 – 38665838* Fax: *02838650750*
- Email: *codupha@codupha.com.vn*
- Charter capital: *182.700.000.000 VND*
- Stock Code: *CDP*
- Business model: *Board of Shareholders, Board of Directors, Board of Supervisors, General Director.*

I. Activities of the Board of Shareholders

Information on meetings, resolutions/decisions of the Board of Shareholders (including the resolutions of the Board of Shareholders approved in the form of written):

No.	Resolution/Decision No.	Date	Content
1	03/NQ-ĐHĐCĐ.2024	March 03 rd , 2024	Approved: (1) Agreed to hold the 2024 Annual Shareholders meeting on April 25 th , 2024. The record date to finalize the list of shareholders is March 25 th , 2025; (2) Agreed on the form of organizing the Annual Meeting of Shareholders.

2	06A/NQ-HĐQT.2024	March 20 th , 2024	Agreed on (1) the content of the draft reports and proposals to be presented at the 2024 Annual Meeting of Shareholders.
3	01/2024/NQ-ĐHĐCĐTN	April 25 th , 2024	<p>Agreed on the following contents:</p> <p>(1) Report on the activities of the Board of Directors No. 01/BC-ĐHĐCĐ 2024; (2) Summary report on business activities in 2023 and business plan for 2024 No. 01/BC-ĐHĐCĐ 2024; (3) Supervisory Board's report on activities in 2023 No. 03/BC-ĐHĐCĐ 2024; (4) Proposal No. 01/TTr-ĐHĐCĐ 2024 on the company's 2023 financial report audited by the Audit Company; (5) Proposal No. 02/TTr-ĐHĐCĐ 2024 on the 2023 profits allocation by the Audit Company; (6) Proposal No. 03/TTr-ĐHĐCĐ 2024 on the business plan for 2024; (7) Proposal No. 04/TTr-ĐHĐCĐ 2024 on the salaries and remuneration of the Board of Directors and the Supervisory Board; (8) Proposal No. 05/TTr-ĐHĐCĐ 2024 on the salaries of the General Director and Chief Accountant; (9) Proposal No. 06/TTr-ĐHĐCĐ 2024 on the relocation of the headoffice of Codupha; (10) Proposal No. 07/TTr-ĐHĐCĐ 2024 on the selection of the Audit Company; (11) Proposal No. 08/TTr-ĐHĐCĐ 2024 on amending the company's organizational and operational charter; (12) Proposal No. 09/TTr-ĐHĐCĐ 2024 on approving the resignation of a member of the Supervisory Board of Codupha; (13) Proposal No. 10/TTr-ĐHĐCĐ 2024 on the election of an additional member of the Supervisory Board for the 2021-2026 term.</p>
4	10/NQ-HĐQT	July 05 th , 2024	Agreed to pay a dividend for 2023: 5% per share; the form of payment

			is either cash or bank transfer; the final registration date is July 18 th , 2024, and the payment date is August 9 th , 2024.
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II. Board of Directors (Semiannual report/annual report):

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

No.	Board of Directors' members	Position (Independent members, Non-executive members)	The date becoming/terminating to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Mr.Lê Văn Sơn	Chairman	May 17 th , 2021	
2	Mr.Bùi Hữu Hiền	Member	May 17 th , 2021	
3	Mrs.Hà Lan Anh	Member	April 28 th , 2023	
4	Mr.Phạm Thứ Triệu	Member	May 17 th , 2021	
5	Mrs.Lữ Thị Khánh Trân	Member	October 26 th , 2023	

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by the Board of Directors	Attendance rate	Reasons for absence
1	Mr. Lê Văn Sơn	Four	100%	
2	Mr. Bùi Hữu Hiền	Four	100%	
3	Mrs. Hà Lan Anh	Four	100%	
4	Mr. Phạm Thứ Triệu	Three	75 %	On a business trip, send opinions via email to the other members
5	Mrs. Lữ Thị Khánh Trân	Four	100%	

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

The Board of Directors directs and closely monitors the implementation of the resolutions of the annual shareholders' meeting. They issue resolutions of the Board of Directors to the Executive Board and have also regularly monitored and timely supported the management

activities of the General Director. Besides meetings and written requests for opinions from the Board of Directors, the General Director regularly communicates directly or by phone to report on:

- + The business activities of the HCM Office and its branches.
- + The development of potential products that are stable and highly profitable.
- + The implementation of business sales in 2024 according to the plan approved by the annual shareholders' meeting.
- + The enhancement of exploitation of additional domestic production sources, sales in clinics, pharmacies, especially in the OTC channel.
- + Establishing reasonable inventory levels for each product. Proposing fast sales methods to minimize slow-moving and nearly expired goods. Strictly control of inventory, debts, and expenses.
- + Developing plans and business methods for each product and implementing flexible sales promotion programs by product group, source of goods, along with customer services programs at the company and its branches.
- + Cash flow management and effective management of borrowed capital at the company.
- + The investment situation of Codupha Laos, which no longer operates in 2024 and is undergoing transfer and auction procedures, will be further submitted to the Board of Directors for approval.

4. Activities of Director Subcommittee (If any): Not Available

5. Resolutions/Decisions of the Board of Directors in 2024:

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/2024/NQ-HĐQT	January 29 th , 2024	Approved: (1) Agreed on the dismissal of Ms. Ngo Thi Bich Thao from the position of Chief Accountant from February 1 st , 2024. (2) Agreed on the appointment of Mr. Nguyen Trieu Ngoc Thuan to the position of Chief Accountant from February 1 st , 2024	04/05 votes reached 80%
2	02/2024/NQ-HĐQT	January 30 th , 2024	Approved: (1) Agreed to pay the 13th-month salary for 2023 to employees: 1 month's salary for employees and 0.5 month's salary for the Board of Directors, Executive Board, and Supervisory Board	100%

			Applicable subjects: All officers and employees working at the company as of February 1 st , 2024, based on the agreements in the labor contracts.	
3	03/2024/NQ-HĐQT	March 05 th , 2024	Approved: (1) Agreed to hold the 2024 Annual Meeting of Shareholders on April 25 th , 2024. The date to finalize the list of shareholders is March 25 th , 2025; (2) Agreed on the form of organizing the Annual Board of Shareholders.	04/05 votes reached 80%
4	04/2024/NQ-HĐQT	March 13 th , 2024	Approved: Agreed to extend the credit at VietinBank. -The renewed loan and guarantee limit is a maximum of 580,000,000,000 VND.	04/05 votes reached 80%
5	05/2024/NQ-HĐQT	March 13 th , 2024	Approved: Agreed on the plan to relocate and renovate the head office as follows: - New office location: 262L Le Van Sy Street, Ward 14, District 3, Ho Chi Minh City. - Lease term: 5 years (from March 25 th , 2024 to March 24 th , 2029)	04/05 votes reached 80%
6	06/2024/NQ-HĐQT	March 19 th , 2024	Approved: (1) Agreed on the policy to transfer 97.3% of the equity in Codupha Laos joint venture Company to individuals/ organizations interested in acquiring through a public auction. (2) Agreed to assign the Executive Board to implement this.	100%
7	Board of Directors' Resolution No.06A/2024	March 20 th , 2024	Approved the content of the draft reports and proposals to be presented at the 2024 Annual Meeting of Shareholders.	100%

8	07/NQ-HĐQT	March 25 th , 2024	<p>Agreed on the operational direction of Codupha Laos until June 2024 as follows:</p> <ul style="list-style-type: none"> The office lease contract expires on February 29th, 2024, so all assets and related documents should be moved to the currently leased factory. The factory land lease contract, which expires on March 31st, 2024, will be extended until June 30th, 2024. Notify employees of temporary leave until March 31th, 2024. 	04/05 votes reached 80%
9	08/NQ-HĐQT	April 05 th , 2024	<p>Approved: (1) Agreed to approve the Economic and Technical Report on "Renovation of the Company's Office."</p> <p>(2) Agreed to authorize the General Director to make decisions in accordance with the Law, the company's charter, and regulations.</p>	100%
10	09/NQ-HĐQT	July 16 th , 2024	<p>Approved: (1) Agreed to approve the starting price for the transfer of Codupha's equity in the Codupha-Lao joint venture.</p> <p>(2) Agreed to authorize the General Director to direct and organize the implementation of the transfer of Codupha's equity in Codupha Laos in accordance with the Law, the company's charter, and regulations.</p>	100%
11	10/NQ-HĐQT	July 05 th , 2024	<p>Agreed to pay a dividend for 2023: 5% per share; the form of payment is either cash or bank transfer; the final registration date is July 18th, 2024, and the payment date is August 9th, 2024.</p>	100%
12	11/NQ-HĐQT	July 11 th , 2024	<p>Approved: (1) Agreed on the proposal to renew the credit limit of Codupha at Military Commercial</p>	100%

			<p>Joint Stock Bank (MB), Vietnam International Commercial Joint Stock Bank (VIB), and Vietnam Maritime Commercial Joint Stock Bank (MSB).</p> <p>(2) Authorize the General Director and the Executive Board to implement this.</p>	
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III. Board of Supervisors/Board of Audit (Semi-annual report/annual report):

1. Information about members of Board of Supervisors or Board of Audit:

No.	Members of Board of Supervisors/ Board of Audit	Position	The date becoming/ terminating to be the member of the Board of Supervisors/ Board of Audit	Qualification
1	Mrs. Nguyễn Thị Hằng	Head of Board	October 26 th , 2023	Master of Finance and Accounting
2	Mr. Trương Chí Thiện	Member	May 17 th , 2021	Bachelor of Pharmacy
3	Mrs. Nguyễn Thanh Thanh Bình	Member	April 26 th , 2024	Specialist

2. Meetings of Board of Supervisors or Board of Audit

No.	Members of Board of Supervisors/ Board of Audit	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Nguyễn Thị Hằng	Three	100%	100%	
2	Mr. Trương Chí Thiện	Three	100%	100%	
3	Mrs. Nguyễn Thanh Thanh Bình	Three	100%	100%	

3. Supervising Board of Directors, Board of Executive and shareholders by Board of Supervisors or Board of Audit.

4. The coordination between the Board of Supervisors/ Board of Audit and the Board of Executive, Board of Directors and other managers:

5. Other activities of the Board of Supervisors and Board of Audit (if any):

IV. Board of Management

No.	Members of the Board of Executive	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Executive /
1	Mr. Bùi Hữu Hiền	July 25 th , 1971	Doctor	May 17 th , 2021
2	Mrs. Đinh Thị Khởi	November 14 th , 1972	Bachelor of Pharmacy	May 17 th , 2021

V. Chief Accountant

Name	Date of birth	Professional Qualification	Date of appointment/ dismissal
Mr. Nguyễn Triệu Ngọc Thuận	May 20 th , 1972	Master of Finance and Accounting	February 01 st , 2024

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance policy: Not Available

VII. The list of affiliated persons of the public company (Semi-annual report/annual report) and transactions of affiliated persons of the Company)

1. The list of affiliated persons of the Company

No.	Name of organization/ individual	Securities trading account (if any)	Position (if any)	No. NSH*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
1	Lê Văn Sơn	CDP	Chairman		262L Le Van Sy Street,	December 22 nd , 2015			

					Ward 14, District 3, HCM City				
1.01	Lê Thị Nhanh	CDP							
1.02	Ngô Thị Như Hạnh	CDP							
1.03	Lê Hoàng Hải	CDP							
1.04	Lê Hoàng Tùng	CDP							
1.05	Lê Phi Hằng	CDP							
1.06	Đặng Thị Duyên	CDP							
1.07	Lê Thị Xuân	CDP							
1.08	Lê Văn Chiến	CDP							
1.09	Lê Thị Hương	CDP							
1.10	Trần Văn Nhu	CDP							
1.11	Lê Ngọc Hồng	CDP							
1.12	Nguyễn Thị Thuyết	CDP							
1.13	Lê Thu Lê	CDP							
1.14	Ngô Thị Mạnh	CDP							
2	Bùi Hữu Hiền	CDP	<i>General Director</i>		262L Le Van Sy Street, Ward 14, District 3, HCM City	June 12nd, 2020			Legal Represent ative of the Company
		<i>Represe ntative of capital of Vietnam Pharma ceutical Corpor ation</i>				August 17th, 2023			4,814,500 shares, correspon ding to 26.35% of the charter capital of Central Pharmace utical Joint Stock Company Codupha
2.01	Trần Ngọc Châu	CDP							
2.02	Trần Thị Tới	CDP							

2.03	Trần Thị Thu Huệ	CDP						
2.04	Bùi Hữu Đăng Khoa	CDP						
2.05	Bùi Ngọc Xuân Mai	CDP						
2.06	Bùi Ngọc Huyền	CDP						
2.07	Bùi Hữu Trí	CDP						
2.08	Nguyễn Thị Tường Oanh	CDP						
2.09	Bùi Ngọc Tuyên	CDP						
2.10	Hồ Thanh Toàn	CDP						
2.11	Bùi Hữu Tín	CDP						
2.12	Nguyễn Thị Bé Hồng	CDP						
3	Lữ Thị Khánh Trân	CDP	<i>Members of the Board of Directors</i>			October 26th, 2023		Term 2021 - 2026
			<i>Representative of capital of Vietnam Pharmaceutical Corporation</i>			August 17th, 2023		3,654,000 shares, corresponding to 20% of the charter capital of Central Pharmaceutical Joint Stock Company Codupha
	Central Pharmaceutical Joint Stock Company N.3		<i>Members of the Board of Directors</i>					
	Mekophar Chemical Pharmaceutical Joint Stock Company		<i>Members of the Board of Directors</i>					
	Sanofi-Synthelabo Việt Nam Pharmaceutical Joint Stock Company		<i>Members of the Board of Directors</i>					
	<i>Vietnam Pharmaceutical Corporation</i>		Chief Accountant					

3.01	Trần Anh Đồng	CDP							
3.02	Trần Phương Đình	CDP							
3.03	Trần Lữ Đức Huy	CDP							
3.04	Trịnh Thị Minh Phương	CDP							
3.05	Lữ Minh	CDP							
3.06	Nguyễn Thị Châm	CDP							
3.07	Trần Giảng	CDP							
3.08	Lê Thị Tài	CDP							
4	Phạm Thứ Triệu	CDP	<i>Members of the Board of Directors</i>			December 22nd, 2015			
			<i>Representative of capital of Ben Tre Pharmaceutical Joint Stock Company at the Company</i>			December 22nd, 2015			3,470,000 shares, corresponding to 18.99% of the charter capital of Central Pharmaceutical Joint Stock Company Codupha
4.01	Bùi Hồng Hạnh	CDP							
4.02	Phạm Thứ Trực	CDP							
4.03	Phạm Bùi Hạnh Đan	CDP							
4.04	Phạm Phi Long	CDP							
4.05	Nguyễn Thị Tường	CDP							
4.06	Bùi Hồng	CDP							
4.07	Phạm Thị Liên	CDP							
4.08	Phạm Quốc Triệu	CDP							
4.09	Lê Thị Hồng Loan	CDP							
4.10	Phạm Thị Phước Thịnh	CDP							
4.11	Huỳnh Minh Quân	CDP							

5	Hà Lan Anh	CDP	Members of the Board of Directors						
		CDP	Representative of capital of Vietnam Pharmaceutical Corporation						3,654,000 shares, corresponding to 20% of the charter capital of Central Pharmaceutical Joint Stock Company Codupha
	Central Pharmaceutical Joint Stock Company N.3		Member of the Supervisory						
	CPCI Pharmaceutical Joint Stock Company		Member of the Supervisory						
5.01	Hà Đức Vương	CDP							
5.02	Trần Thị Bích	CDP							
5.03	Nguyễn Văn Hội	CDP							
5.04	Nguyễn Thị Lý	CDP							
5.05	Hà Anh Tuấn	CDP							
5.06	Châu Thu Hà	CDP							
5.07	Nguyễn Phúc Đồng	CDP							
5.08	Nguyễn Ngọc Minh	CDP							
5.09	Nguyễn Tuệ Minh	CDP							
5.10	Nguyễn Phúc Minh	CDP							
6	Nguyễn Triệu Ngọc Thuận	CDP	Chief Accountant			February 01 st , 2024			
6.01	Trần Thị Thanh Uyên	CDP							
6.02	Nguyễn Trần Phương Trinh	CDP							

6.03	Nguyễn Triệu Ngọc Tiến	CDP							
6.04	Nguyễn Triệu Thanh Tuyền	CDP							
6.05	Nguyễn Triệu Ngọc Thịnh	CDP							
6.06	Nguyễn Triệu Thanh Thảo	CDP							
6.07	Nguyễn Triệu Thanh Thi	CDP							
6.08	Nguyễn Ngọc Tăng	CDP							
6.09	Nguyễn Triệu Ngọc Tuấn	CDP							
6.10	Lê Thị Tâm Linh	CDP							
6.11	Trần Văn Lợi	CDP							
6.12	Nguyễn Thị Kim Ngọc	CDP							
6.13	Ngô Văn Thành	CDP							
6.14	Nguyễn Ngọc Dũng	CDP							
6.15	Trần Văn Minh	CDP							
6.16	Nguyễn Thị Thịnh	CDP							
7	Nguyễn Thị Hằng	CDP	Head of the Supervisor y Board			October 26th, 2023			Term 2021 - 2026
7.01	Nguyễn Mạnh Hùng	CDP							
7.02	Nguyễn Trọng Đạt	CDP							
7.03	Nguyễn Thu Trang	CDP							
7.04	Nguyễn Việt Hòa	CDP							
7.05	Trần Thị Mỹ	CDP							
7.06	Nguyễn Mạnh Trình	CDP							
7.07	Nguyễn Thị Thi	CDP							
7.08	Nguyễn Việt Hà	CDP							
7.09	Phạm Thị Ngọc Lan	CDP							
7.10	Nguyễn Việt Hiệu	CDP							
7.11	Trần Thùy Anh	CDP							
7.12	Nguyễn Thị Phước Hạnh	CDP							
7.13	Võ Tá Thái	CDP							

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8	Trương Chí Thiện	CDP	Member of the Supervisory Board			December 22 th , 2015			
8,01	Tôn Thất Đăng	CDP							
8,02	Hoàng Thị Lan Hương	CDP							
8,03	Tôn Nữ Diễm Hương	CDP							
8,04	Trương Công Thiên Phúc	CDP							
8,05	Trương Thụy Ý Như	CDP							
8,06	Trương Hưng Việt	CDP							
9	Nguyễn Thanh Thanh Bình	CDP	Member of the Supervisory Board			April 25th, 2024			Term 2021 - 2026
9.01	Trần Quý Liên	CDP							
9.02	Nguyễn Thị Hồng Nga	CDP							
9.03	Trần Mai Ngọc	CDP							
9.04	Nguyễn Tiến Cường	CDP							
9.05	Bùi Hằng Giang	CDP							

Note: NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations, or equivalent legal documents (As for organizations).

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons, and affiliated persons. Not Available

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: Not Available

4. Transactions between the Company and other objects

4.1. Transactions between the Company and the company that its members of Board of Directors, the Board of Supervisors, the Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (at the time of reporting). Not Available

4.2. Transactions between the Company and 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). Not Available

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: Not Available

VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/annual report) Not Available

1. *The list of internal persons and their affiliated persons / Transactions of internal persons and affiliated persons with shares of the Company*

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

IX. Other significant issues: Not Available

Recipients:

- To be filed: Office of Records (VT), ...
- State Securities Commission (SSC)
- Hanoi Stock Exchange (HNX)

CHAIRMAN OF THE BOARD OF DIRECTORS

GHỦ TỊCH HĐQT



DS. Lê Văn Sơn

