

Appendix V
CORPORATE GOVERNANCE REPORT

(Issued together with Circular No. 96/2020/TT-BTC dated November 16, 2020 by the Minister of Finance)

**HAI DUONG PHARMACEUTICAL
AND MEDICAL SUPPLIES JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Liberty – Happiness

Hai Duong, January 23, 2025

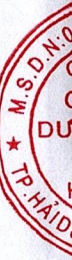
No.: 95/BC-DHD

REPORT
Corporate Governance
Year 2024
(Short version)

To:

- State Securities Commission of Vietnam.
- Hanoi Stock Exchange.

- Company name: HAI DUONG PHARMACEUTICAL AND MEDICAL SUPPLIES JOINT STOCK COMPANY
- Head office address: No. 102, Chi Lang Street, Nguyen Trai Ward, Hai Duong City, Hai Duong Province
- Phone: 0220.3853848; Fax: 0220.3853848; Email: info@hdpharma.vn
- Charter capital: 279,473,170,000 VND
- Ticker symbol: DHD
- Corporate governance model:
 - + Annual General Meeting, Board of Directors, Board of Supervisors and General Manager.
- Regarding the implementation of internal audit function: Implemented.



I. Activities of the Annual General Meeting

Information on meetings and Resolutions/Decisions of the General Meeting of Shareholders (including Resolutions of the General Meeting adopted in written form):

No.	Resolution/Decision Number	Date	Detail
1	01+02/2024/NQ-ĐHĐCĐ-DHD	02/4/2024	Resolution of the 2024 Annual General Meeting of Shareholders

II. Board of Directors in the year 2024:

1. Information about Board of Directors (BoD) members:

No.	BoD Member	Position (<i>independent member of the BoD, non-executive member of the BoD</i>)	Date of starting/cease being a member of the BoD/Independent BoD	
			Date of appointment	Date of dismissal
1	Mr. Nguyễn Trung Việt	Chairman of the board	02/04/2024	
2	Mrs. Nguyễn Thị Tú Anh	Member of the BoD	02/04/2024	
3	Mr. Trần Phúc Dương	Non-executive member of the BoD	02/04/2024	

2. Board of Directors Meetings:

No.	BoD Member	Number of meetings attended	Meeting attendance rate	Reason for non-attendance
1	Mr. Nguyễn Trung Việt	11	100%	
2	Mrs. Nguyễn Thị Tú Anh	11	100%	

3	Mr. Trần Phúc Dương	11	100%	
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3. Supervisory activities of the Board of Directors to the Board of Management:

3.1. The Board of Directors leads and supervises all activities of the General Manager on the basis of creating the best conditions in terms of mechanisms, policies, human resources, and facilities to help the General Manager fulfill assigned tasks.

3.2. Quarterly and annually, the General Manager must send a written report on the Company's business performance and future operating direction to the Board of Directors.

3.3. The General Manager, who is also a member of the Board of Directors, is responsible for reporting to the Board of Directors on all matters related to the Company's operations.

3.4. For research programs, surveys, negotiations, and contract signings of the Company related to the functions and duties of the Board of Directors, the General Manager is responsible for reporting to the Chairman to nominate Board members to attend.

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

5. Resolutions/Decisions of the Board of Directors for the year:

No.	Resolution/Decision Number	Date	Detail	Approval Rate
1	79 /BB- NQ/HĐQT	28/02/2024	<ul style="list-style-type: none"> - Approved financial reports and business results in 2023 - Established a Subcommittee to organize the shareholders' meeting and prepare legal documents and procedures in accordance with the Law and the Charter to organize the 2024 Annual General Meeting of Shareholders, term V (2019-2024), scheduled on April 2, 2024. - Perused the expected production and business plan for 2024 to submit to the 2024 Shareholders' Meeting for approval. - Selected an auditor for financial statements of the year 2023. - Approved documents on factory design, technology design, production equipment, procedures for applying for construction license, prepared capital to implement phase 2 of the HDPHARMA Factory project in Cam Thuong: "EU GMP pharmaceutical production line for Cephalosprosin antibiotic group with dosage forms: Tablets, Powder" 	3/3

2	80/BB-NQ/HĐQT	10/03/2024	<ul style="list-style-type: none"> - Approved audited financial statements for the year of 2023. - Approved documents and reports submitted to the annual meeting and organization of the 2024 shareholders' meeting 	3/3
3	03+04/ NQ/HĐQT	02/04/2024	<ul style="list-style-type: none"> - The first meeting of the Board of Directors for the 2024-2029 term and elected the position of Chairman of the Board of Directors. 	3/3
4	05+06/BB-NQ/HĐQT	4/4/2024	<ul style="list-style-type: none"> - Implemented the plan to issue capital to increase share capital from owners' equity according to the resolution of the 2024 Shareholders' Meeting 	3/3
5	07+08/BB-NQ/HĐQT	22/4/2024	<ul style="list-style-type: none"> - Approved the closing of the list of shareholders to receive shares issued due to the increase in share capital from owners' equity in 2024. - Last registration date to receive issued shares. May 10, 2024 	3/3
6	09/BB-NQ/HĐQT	23/4/2024	<ul style="list-style-type: none"> - Selected financial auditor for the year 2024. - Approved the financial report and business results for the first quarter of 2024. - Strengthened the leadership staff of HCM branch. - Assigned directors to establish a committee to destroy documents that have expired according to the Law on Accounting. - Selected a bank to provide medium and long-term capital for phase 2 of the project 	3/3
7	10+11/BB-NQ/HĐQT	17/5/2024	<ul style="list-style-type: none"> - Selected BIDV Bank to provide medium and long-term capital for the HDPHARMA EU factory phase 2 project. - Completed design documents, applied for construction permit and organized bidding for factory construction for phase 2 of the project 	3/3
8	13+14/BB-NQ/HĐQT	03/6/2024	<ul style="list-style-type: none"> - Increased charter capital from VND 203,996,300,000 to VND 279,473,170,000, the form of capital increase is issuing shares to increase share capital from owner's equity in 2024. - Amended Section 1, Appendix 1 of the Company's Organization and Operation Charter - Change of business registration certificate according to the new charter capital: 279,473,170,000 VND - Registered additional securities and transactions for: 7,547,687 issued shares to increase capital. 	3/3

9	15+16/BB-NQ/HĐQT	05/6/2024	- Dissolved the branch of Hai Duong Pharmaceutical and Medical Equipment Joint Stock Company in Kim Thanh district.	3/3
10	17/BB-NQ/HĐQT	06/6/2024	- Approved the plan to increase the working capital limit and medium-term loan limit for the HDPHARMA factory project phase 2.	3/3
11	18/BB-NQ/HĐQT	14/12/2024	- Approved the plan for granting working capital credit limits and issues related to receiving credit limits from Vietnam Prosperity Joint Stock Commercial Bank (VPBank)	3/3

III. Board of Supervisors/Audit Committee year: 2024

1. Members of Board of Supervisor (BoS)/Audit Committee

No.	Member of BoS/Audit Committee	Position	Date of starting/cease being a member of the BoS/Audit Committee	Qualification
1	Phạm Thị Thủy	Head of BoS	02/04/2024	Bachelor of Economics
2	Trần Kim Cương	Supervisory Board Member	02/04/2024	Postgraduate education junior in Pharmacy
3	Nguyễn Thị Hương Lan	Supervisory Board Member	02/04/2024	Bachelor of Pharmacy

2. Meetings of Board of Supervisor (BoS)/Audit Committee

No.	Member of BoS/Audit Committee	Number of meetings attended	Rate of attendance	Rate of approval	Reason for non-attendance
1	Phạm Thị Thủy	2/2	100%	100%	
2	Trần Kim Cương	2/2	100%	100%	
3	Nguyễn Thị Hương Lan	2/2	100%	100%	

3. Supervisory activities of the Supervisory Board/Audit Committee over the Board of Directors, Executive Board and shareholders.

3.1. Supervise the activities of the Board of Directors and the management and operation of the Board of General Managers in accordance with the Enterprise Law and the Charter. Review the appropriateness of the decisions of the Board of Directors in management work.

3.2. Control the order and procedures for issuing documents in accordance with the provisions of law and the Company Charter.

3.3. Control quarterly, biannual and annual financial reports, ensure honesty and reasonableness in recording and updating accounting documents. Check economic contracts, labor contracts, control the purchase and sale of raw materials, machinery, equipment, tools and expenses, the use of capital in investment items, appraise financial reports based on independent audit reports submitted to the General Meeting of Shareholders.

3.4. Propose independent auditing firms for selection.

3.5. Participate in meetings of the Board of Directors and meetings of the Board of Management with important contents in the production and business strategy. Review internal documents of the Board of Directors and the Board of Management issued during the management process to ensure the development of policies for the company's operations is in compliance with the law and in accordance with the Resolution of the General Meeting. Offer opinions on production and business activities, investment activities and some other activities.

4. Coordination of activities between the Supervisory Board/Audit Committee and the activities of the Board of Directors, Executive Board and other management staff.

In 2024, the Board of Supervisors coordinated in implementing the policies of the General Meeting of Shareholders, fully participated in monthly, quarterly or extraordinary meetings of the Board of Directors, contributed ideas to perfect the management policy of the Board of Directors, and the Resolutions issued by the Board of Directors were all approved by the Board of Supervisors.

The coordination between the Board of Supervisors, the Board of Directors, and the Board of Management closely follows the policies assigned by the General Meeting of Shareholders. All policies and strategies issued by the Board of Directors and the Board of Management are provided to the Board of Supervisors to carry out supervision and inspection work according to regulations.

5. Other activities of the Supervisory Board/Audit Committee (if any).

IV. Board of Management

No.	Member	Date of birth	Qualification	Date of appointment
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1	Mrs. Nguyễn Thị Tú Anh	01/09/1965	Postgraduate education junior in Pharmacy	02/04/2024
2				

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment
Mr. Chu Văn Long	06/02/1966	Bachelor of Economics	02/04/2024

VI. Corporate governance training:

Corporate governance training courses attended by members of the Board of Directors, members of the Supervisory Board, Executive Director (General Manager), other managers and the Company Secretary in accordance with regulations on corporate governance.

VII. List of related persons of public company in 2024 and transactions of related persons of the company with the Company itself

1. List of related persons

No.	Name of organization / person	Securities trading account (if any)	Position in the company (if any)	NSH Number*, date of issue, place of issue	Head office address/Contact address	Date of starting affiliation	Date of ceasing affiliation	Reason	Relation to the company
1	Trần Mai Lan								Wife of the Chairman of the Board of Directors
2	Nguyễn Trung Nam								Brother of the Chairman of the Board of Directors

No.	Name of organization / person	Securities trading account (if any)	Position in the company (if any)	NSH Number*, date of issue, place of issue	Head office address/Contact address	Date of starting affiliation	Date of ceasing affiliation	Reason	Relation to the company
3	Vũ Văn Xuyên								Husband of the General Manager
4	Vũ Hiền Minh Anh								Daughter of the General Manager
5	Trần Khánh Huyền								Daughter of the Head of Supervisory Board
6	Phạm Thị Lan								Sister of the Head of Supervisory Board
7	Trần Văn Oanh								Father of Supervisory Board member
8	Phạm Thị Nhạn								Mother of Mr. Trần Kim Cương
9	Trần Văn Minh								Brother of Mr. Trần Kim Cương
10	Hồ Thị Ngọc Thanh								Wife of Mr. Chu Văn Long

Note: NSH number: ID card number/Passport number (for individuals) or Business registration certificate number, Operating license or equivalent legal documents (for organizations)/NSH*

2. Transactions between the company and its related persons; or between the company and major shareholders, insiders, or related persons of insiders.

No.	Name of organization / person	Relation to the company	NSH Number*, date of issue, place of issue	Head office address/Contact address	Time of transaction with the company	Resolution/Decision No. approved by the General Meeting of Shareholders/Board of Directors... (if any, specify the date of issue)	Content, quantity, total transaction value	Note

Note: NSH number: ID card number/Passport number (for individuals) or Business registration certificate number, Operating license or equivalent legal documents (for organizations)/NSH*

3. Transactions between company insiders, related persons of insiders and subsidiaries, companies controlled by the company.

No.	Person making transaction	Relationship with insider	Position at listed company	ID card/Passport number, date of issue, place of issue	Address	Name of subsidiary, company controlled by listed company	Time of transaction	Content, quantity, total transaction value	Note

4. Transactions between the company and other entities

4.1. Transactions between the company and companies in which members of the Board of Directors, members of the Board of Supervisors, Director (General Manager) and other managers have been and are founding members or members of the Board of Directors, Executive (General Manager) within the past three (03) years (at the time of reporting).

4.2. Transactions between the company and companies in which related persons of members of the Board of Directors, members of the Board of Supervisors, Director (General Manager) and other managers are members of the Board of Directors, Director (General Manager) and executives.

4.3. Other corporate transactions (if any) that may bring material or immaterial benefits to members of the Board of Directors, members of the Board of Supervisors, the Director (General Manager) and other managers.

VIII. Stock transactions of insiders and related parties in 2024

No.	Name	Securities trading account (if any)	Position in the company (if any)	ID card/Passport number, date of issue, place of issue	Contact address	Number of shares owned at the end of the period	Percentage of ownership	Note
							(%)	
1	Nguyễn Trung Việt					11.414.801	40,84	
2	Trần Mai Lan					4.579.940	16,39	Wife of Chairman of Board of Directors
3	Nguyễn Thị Tú Anh					1.123.823	4,02	
4	Vũ Văn Xuyên					639.900	2,29	Husband of General Manager
5	Vũ Hiền Minh Anh					13.300	0,05	Daughter of General Manager

No.	Name	Securities trading account (if any)	Position in the company (if any)	ID card/Passport number, date of issue, place of issue	Contact address	Number of shares owned at the end of the period	Percentage of ownership	Note
							(%)	
6	Nguyễn Trung Nam					420.617	1,51	Brother of General Manager
7	Trần Phúc Dương					1.135.036	4,06	
8	Phạm Thị Thủy					237.085	0,85	
9	Trần Khánh Huyền					9.900	0,04	Daughter of Head of Supervisory Board
10	Phạm Thị Lan					4.943	0,02	Sister of Head of Supervisory Board
11	Trần Kim Cương					145.780	0,52	

No.	Name	Securities trading account (if any)	Position in the company (if any)	ID card/Passport number, date of issue, place of issue	Contact address	Number of shares owned at the end of the period	Percentage of ownership	Note
							(%)	
12	Trần Văn Oanh					274.760	0,98	Father of Mr. Trần Kim Cương – member of Supervisory Board
13	Phạm Thị Nhạn					75.667	0,27	Mother of Mr. Trần Kim Cương
14	Trần Văn Minh					37.831	0,13	Brother of Mr. Trần Kim Cương
15	Chu Văn Long					100.644	0,36	
16	Hồ Thị Ngọc Thanh					67.354	0,24	Wife of Mr. Chu Văn Long
17	Nguyễn Thị Hương Lan					3.894	0,01	

2. Insider and related persons' transactions in company shares

No.	Person making transaction	Relationship with insider	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase, decrease (buy, sell, convert, reward...)
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	
1	Nguyễn Trung Việt		8.331.972	40,84	11.414.801	40,84	Issuing shares to increase shares from owners' equity
2	Trần Mai Lan	Wife of Chairman of Board of Directors	3.343.022	16,39	4.579.940	16,39	Issuing shares to increase shares from owners' equity
3	Nguyễn Thị Tú Anh		819.944	4,02	1.123.823	4,02	Issuing shares to increase shares from owners' equity + selling shares
4	Vũ Văn Xuyên	Husband of General Manager	470.730	2,31	639.900	2,29	Issuing shares to increase shares from owners' equity + selling shares
5	Vũ Hiền Minh Anh	Daughter of General Manager	0	0,00	13.300	0,05	Buying shares
6	Nguyễn Trung Nam	Brother of General Manager	307.020	1,51	420.617	1,51	Issuing shares to increase shares from owners' equity
7	Trần Phúc Dương		828.494	4,06	1.135.036	4,06	Issuing shares to increase shares from owners' equity

No.	Person making transaction	Relationship with insider	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase, decrease (buy, sell, convert, reward...)
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	
8	Phạm Thị Thủy		56.712	0,28	237.085	0,85	Issuing shares to increase shares from owners' equity + buying shares
9	Trần Khánh Huyền	Daughter of Head of Supervisory Board	0	0,00	9.900	0,04	Buying shares
10	Phạm Thị Lan	Sister of Head of Supervisory Board	0	0,00	4.943	0,02	Buying shares
11	Trần Kim Cương		106.409	0,52	145.780	0,52	Issuing shares to increase shares from owners' equity
12	Trần Văn Oanh	Father of Mr. Trần Kim Cương – member of Supervisory Board	200.555	0,98	274.760	0,98	Issuing shares to increase shares from owners' equity
13	Phạm Thị Nhạn	Mother of Mr. Trần Kim Cương	55.232	0,27	75.667	0,27	Issuing shares to increase shares from owners' equity
14	Trần Văn Minh	Brother of Mr. Trần Kim Cương	27.614	0,13	37.831	0,13	Issuing shares to increase shares from owners' equity

No.	Person making transaction	Relationship with insider	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reason for increase, decrease (buy, sell, convert, reward...)
			Number of shares	Percentage (%)	Number of shares	Percentage (%)	
15	Chu Văn Long		73.463	0,36	100.644	0,36	Issuing shares to increase shares from owners' equity
16	Hồ Thị Ngọc Thanh	Wife of Mr. Chu Văn Long	49.164	0,24	67.354	0,24	Issuing shares to increase shares from owners' equity
17	Nguyễn Thị Hương Lan		6.638	0,03	3.894	0,01	Issuing shares to increase shares from owners' equity + selling shares

IX. Other notable issues: None

Recipients:

- As addressed;
- Filed: Company Office.

LEGAL REPRESENTATIVE OF THE COMPANY

(Signature, full name and stamp)



**CHỦ TỊCH HĐQT
NGUYỄN TRUNG VIỆT**

CÔNG TY CỔ PHẦN DƯỢC VẬT TƯ Y TẾ HẢI DƯƠNG