

REPORT ON THE COMPANY'S GOVERNANCE SITUATION

(Year)

To : - Hanoi Stock Exchange

- Company name: **Central Pharmaceutical Joint Stock Company No. 3**
- Head office address: No. 16 Le Dai Hanh Street, Minh Khai Ward, Hong Bang District, Hai Phong City
- Phone: 02253 842576
- Fax: 02253 823125
- Registered capital: 214,999,330,000 VND
- Stock ticker symbol: DP3
- Company governance model: General Shareholders' Meeting, Board of Directors, Supervisory Board, General Director

I. Activities of the General Meeting of Shareholders

No.	Resolution/Decision Number	Day	Content
1	636/2025/NQ-ĐHĐCĐ	April 25, 2025	<p>Through the report of the Board of Directors and the Executive Board on the business results for 2024; the activities of the Board of Directors in 2024 and the business plan for 2025.</p> <p><u>Business performance results for 2024:</u> Total revenue: 417,485,438,238 VND Total accounting profit before tax: VND 151,915,020,429 Cash dividend payment for 2024: 30% per share (3,000 VND per share)</p> <p><u>Business plan for 2025:</u> Total revenue: 420 billion VND Total accounting profit before tax: 86 billion VND Cash dividends: minimum 20%</p> <p>Through the audited summary financial report for 2024.</p>



			Through the profit distribution plan for 2024
			The remuneration for the Board of Directors and the Supervisory Board in 2025 will be as follows: - The remuneration for the Board of Directors in 2025 is: 2,000,000,000 VND (Two billion Vietnamese Dong). - The remuneration for the Supervisory Board in 2025 is: 350,000,000 VND (Three hundred and fifty million Vietnamese Dong). The remuneration costs for the Board of Directors and Supervisory Board in 2025 will be included in the company's administrative expenses.
			Based on the Company's Supervisory Board report for 2024.
			Through the Supervisory Board's proposal regarding the selection of a unit to review and audit the financial statements for 2025.

II. Board of Directors (Annual Report)

1. Information about the members of the Board of Directors

No.	Board Member	Position	Date of commencement/cessation of membership on the Board of Directors/independent board member	
			Appointment date	Dismissal date
1	Mr. Bui Xuan Huong	Chairman of the Board	April 24, 2024	
2	Mr. Nguyen Dinh Khai	Board Member and CEO	April 24, 2024	
3	Mr. Dinh Van Cuong	Non-executive members of the Board of Directors	April 24, 2024	
4	Ms. Lu Thi Khanh Tran	Non-executive members of the Board of Directors	April 24, 2024	
5	Mr. Le Van Hung	Non-executive members of the Board of Directors	April 24, 2024	

2. Board of Directors Meetings

No.	Board Member	Number of Board of Directors meetings attended	Meeting attendance rate	Reasons for not attending the meeting.
1	Mr. Bui Xuan Huong	5/5	100%	
2	Mr. Nguyen Dinh Khai	5/5	100%	
3	Mr. Dinh Van Cuong	5/5	100%	
4	Ms. Lu Thi Khanh Tran	5/5	100%	

No.	Board Member	Number of Board of Directors meetings attended	Meeting attendance rate	Reasons for not attending the meeting.
5	Mr. Le Van Hung	5/5	100%	

3. The Board of Directors' oversight of the General Management Board.

In accordance with the Company's Articles of Association, the Board of Directors supervises the General Director in the daily operation of the Company. Specifically, as follows:

- Monitor the implementation of resolutions set forth by the General Meeting of Shareholders and the Board of Directors.
- The Board of Directors regularly reviews and assesses the business performance and economic indicators to provide timely guidance to the General Director. It also monitors the progress of the General Director's work.
- The Board of Directors reviews compliance with the provisions of the Enterprise Law, the Securities Law, and other relevant legal documents, as well as the provisions of the Company's Articles of Organization and Operation.

Thanks to the proper implementation of procedures and coordination between the Board of Directors and the General Director, the General Director's business operations are not hampered, and the Board of Directors' supervision is carried out regularly and closely, ensuring that the Company's activities are conducted 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 Number	Day	Content	Approval rate
1	336/NQ-HĐQT	March 3, 2025	The audited business performance report for 2024 is as follows: - Total revenue: VND 417.4 billion, achieving 99.4% of the planned target. - Total pre-tax accounting profit: VND 151.9 billion, achieving 176% of the planned target.	5/5
			Develop a business plan for 2025 to be submitted to the General Shareholders' Meeting for approval: - Total revenue: 420 billion VND. - Total accounting profit before tax: 86 billion VND. - Cash dividends: minimum 20%	4/5
	337/NQ-HĐQT		Final list of shareholders to attend the 2025 Annual General Meeting and an interim cash dividend for 2024: - The last registration date to exercise the right to attend the 2025 Annual General Meeting of Shareholders and receive the 2024 interim cash dividend is March 24, 2025. - The time and location for the Shareholders' General Meeting are as follows: + Time of the General Assembly meeting: 8:00 AM, Friday, April 25, 2025.	5/5

No.	Resolution/Decision Number	Day	Content	Approval rate
			Meeting location: Auditorium of Central Pharmaceutical Company No. 3. Nam Son Factory – No. 472, 351st Street, Quynh Hoang residential area, Nam Son ward, An Duong district, Hai Phong. - Interim cash dividend for 2024: + Execution rate: 30% (3,000 VND per share) + Implementation date: July 8, 2025	
2	505/NQ-HĐQT	April 1, 2025	Through the documents presented to the Annual General Meeting of Shareholders in 2025	5/5
3	882/NQ-HĐQT	June 24, 2025	Through the selection of an auditing firm to conduct the review and audit of the 2025 financial statements: AASC Auditing Firm Co., Ltd. Address: 1 Le Phung Hieu Street, Trang Tien Ward, Hoan Kiem District, Hanoi	5/5
4	1090/NQ-HĐQT	July 28, 2025	Through the policy of amending the "Business Registration Certificate" due to changes in the Company's and Factory's addresses according to the new administrative units of the State, the General Director is given the authority to choose an appropriate time to implement the changes.	5/5
5	1691/NQ-HĐQT	December 19, 2025	- Through the General Director's report on the estimated business performance for 2025. - Approval of the projected production and business plan targets for 2026. - Amend and supplement the "Regulations on Business Operations and Product Sales" and the "Salary Regulations".	5/5

III. Supervisory Board (Annual Report)

1. Information about the members of the Supervisory Board

No.	Supervisory Board Member	Position	Date of commencement/cessation of membership in the Supervisory Board	Level expertise
1	Mrs. Bui Thi Hat	Head of the Supervisory Board	April 24, 2024	Bachelor
2	Ms. Dinh Thi Tram Anh	Member of the Supervisory Board	April 24, 2024	Bachelor
3	Ms. Truong Thi Nguyet Hoa	Member of the Supervisory Board	April 24, 2024	Bachelor

2. Supervisory Board Meeting

No.	Supervisory Board Member	Number of meetings attended	Meeting attendance rate	Voting ratio	Reasons for not attending the meeting.
1	Mrs. Bui Thi Hat	2/2	100%	100%	
2	Ms. Dinh Thi Tram Anh	2/2	100%	100%	
3	Ms. Truong Thi Nguyet Hoa	2/2	100%	100%	

3. activities over the Board of Directors, the Executive Management, and shareholders :

In 2025 , the Supervisory Board fully performed its duties in accordance with its functions and powers as stipulated in the Enterprise Law, the Company Charter, and the Regulations on the Operation of the Supervisory Board :

- Strictly monitor the company's production and business operations and financial situation, ensuring the legality of the Board of Directors' and General Director's activities in compliance with the law and the company's charter.
- Monitoring the implementation of resolutions of the 2025 Annual General Meeting of Shareholders, and the issuance of resolutions and decisions by the Board of Directors and the Executive Board.
- Review and audit the financial statements for the year 2025 to assess the accuracy and fairness of the financial figures, in accordance with Vietnamese accounting standards and regulations.
- Monitor the company's compliance with and adherence to regulations regarding information disclosure as required by law.
- In 2025, the Supervisory Board found no irregularities in the company's financial operations; the Supervisory Board agreed with the management and operational measures of the Board of Directors and the company's management.

4. The Supervisory Board coordinates its activities with those of the Board of Directors, the Executive Management, and other management personnel.

The Supervisory Board coordinates its activities with the Board of Directors, the Executive Management, and other management personnel regularly, closely, and constructively. Through timely information exchange, the Supervisory Board contributes to ensuring that management and operational activities are carried out in accordance with the law, company charter, and issued resolutions. This coordination enhances transparency, improves governance efficiency, and reduces risks in the company's operations.

IV. Executive Board

No.	Executive Board Member	Date of birth	Professional qualifications	Appointment date	Dismissal date
1	Mr. Nguyen Dinh Khai	December 5, 1975	Bachelor of Economics	May 28, 2019	
2	Ms. Bui Thi Loan	September 27, 1987	Pharmacist	January 1, 2022	

V. Chief Accountant

Full name	Date of birth	Professional qualifications	Appointment date
Ms. Tran Thi Ha Thu	May 9, 1988	Bachelor of Economics	August 1, 2019

VI . List of related parties of a public company (Annual Report) and transactions of related parties of the Company with the Company itself.

1. List of related parties of the Company

No.	Name of organization/individual	Position at Company (if applicable)	The starting point is when the person is involved.	The point at which one is no longer involved.	Reason	Relationship with the company
1	Mr. Bui Xuan Huong	Chairman of the Board	April 24, 2024			Insider
2	Mr. Dinh Van Cuong	Non-executive board members	April 24, 2024			Insider
3	Mr. Nguyen Dinh Khai	Board Member and CEO	April 24, 2024			Insider
4	Ms. Lu Thi Khanh Tran	Non-executive board members	April 24, 2024			Insider
5	Mr. Le Van Hung	Non-executive board members	April 24, 2024			Insider
6	Mrs. Bui Thi Hat	Head of the Supervisory Board	April 24, 2024			Insider
7	Ms. Truong Thi Nguyet Hoa	Member of the Supervisory Board	April 24, 2024			Insider
8	Ms. Dinh Thi Tram Anh	Member of the Supervisory Board	April 24, 2024			Insider

No.	Name of organization/individual	Position at Company (if applicable)	The starting point is when the person is involved.	The point at which one is no longer involved.	Reason	Relationship with the company
9	Ms. Bui Thi Loan	Deputy General Manager	January 1, 2022			Insider
10	Ms. Tran Thi Ha Thu	Chief Accountant	August 1, 2019			Insider
11	Ms. Nguyen Thi Quynh Trang	Company Administrator	December 10, 2021			Insider

2. Transactions between the Company and its related parties; or between the Company and major shareholders, insiders, or related parties of insiders: not applicable.

3. Transactions between company insiders, related parties of insiders, and subsidiaries or companies controlled by the company: No

4. Transactions between the company and other parties.

4.1 . Transactions between the company and companies where members of the Board of Directors, members of the Supervisory Board, directors (General Director) and other related persons have been founding members or members of the Board of Directors, directors (General Director) in charge during the last three (03) years (calculated from the time of reporting): None

4.2 . Transactions between the company and other companies where a related party of a member of the Board of Directors, a member of the Supervisory Board, or a director (General Director) is also a member of the Board of Directors or a director (General Director): No

4.3. Other transactions of the company (if any) that may provide material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Directors (General Director) and other managers: None

VI. Insider and related party stock transactions (Annual Report)

1. List of insiders and related parties of insiders

No.	Name of organization/individual	Position at Company (if applicable)	Number of shares owned end of term	Ending stock ownership ratio	Note
1	Mr. Bui Xuan Huong	Chairman of the Board	1,371,800	6.38%	
1.1	Ms. Nguyen Thi Minh Huong		114,075	0.53%	Wife
1.2	Ms. Bui Huong Giang		0	0	Daughter
1.3	Mr. Bui Quy Son		0	0	Boy
1.4	Ms. Do Thi Minh		0	0	Mother
1.5	Mr. Bui Quang Chuc		0	0	Older brother
1.6	Mrs. Dinh Thi Tuat		0	0	Sister-in-law

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No.	Name of organization/individual	Position at Company (if applicable)	Number of shares owned end of term	Ending stock ownership ratio	Note
1.7	Mr. Bui Xuan Duong		0	0	younger brother
1.8	Ms. Le Thi Hoa		0	0	sister-in-law
1.9	Ms. Bui Thi Phuong		0	0	Younger sister
1.10	Mr. Dinh Van Cuong		0	0	Brother-in-law
1.11	Ms. Bui Thi Hien		0	0	Younger sister
1.12	Mr. Nguyen Van Giao		0	0	Brother-in-law
1.13	Ms. Bui Thi Huong		0	0	Younger sister
1.14	Le Van Hung		0	0	Brother-in-law
2	Mr. Le Van Hung	Non-executive members of the Board of Directors	962,062	4.47%	
2.1	Ms. Le Thi Van		1,004,280	4.67%	Wife
2.2	Le Chi Thanh		0	0	Boy
2.3	Le Ha Nhi		0	0	Daughter
2.4	Le Ha Thu		0	0	Daughter
2.5	Mr. Le Thanh Toan		0	0	biological father
2.6	Ms. Nguyen Thi Mo		0	0	Mother
2.7	Mr. Nguyen Van Thang		0	0	Older brother
2.8	Ms. Nguyen Thi Van		0	0	Sister-in-law
2.9	Mr. Le Nguyen Vy		0	0	Father-in-law
2.10	Ms. Nguyen Thi Yen		0	0	Mother-in-law
2.11	Ms. Le Ngoc Khanh		0	0	sister-in-law
2.12	Ms. Le Van Khanh Linh		0	0	sister-in-law
3	Ms. Lu Thi Khanh Tran	Non-executive members of the Board of Directors	0	0	
3.1	Ms. Trinh Thi Minh Phuong		0	0	Mother

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No.	Name of organization/individual	Position at Company (if applicable)	Number of shares owned end of term	Ending stock ownership ratio	Note
3.2	Mr. Tran Giang		0	0	Father-in-law
3.3	Mr. Tran Anh Dong		0	0	Husband
3.4	Tran Phuong Dinh		0	0	Boy
3.5	Tran Lu Duc Huy		0	0	Boy
3.6	Mr. Lu Minh		0	0	Older brother
3.7	Mrs. Nguyen Thi Cham		0	0	Sister-in-law
3.8	Codupha Central Pharmaceutical Joint Stock Company		0	0	Board Member
3.9	Vietnam Pharmaceutical Corporation – JSC		4,746,087	22%	Owner's representative
10	Sanofi-Synthelabo Vietnam Pharmaceutical Joint Stock Company		0	0	Board Member
4	Mr. Dinh Van Cuong	Non-executive board members	1,199,170	5.58%	
4.1	Ms. Pham Thi Tu		0	0	Mother
4.2	Ms. Dinh Thi Minh		0	0	Older sister
4.3	Mr. Dinh Quang Trung		0	0	Older brother
4.4	Mr. Dinh The Anh		0	0	Younger brother
4.5	Mr. Dinh Tien Dung		0	0	Younger brother
4.6	Ms. Dinh Thi Ngoc Anh		0	0	Daughter
4.7	Ms. Dinh Bao Anh		0	0	Daughter
4.8	Ms. Dinh Minh Anh		0	0	Daughter
4.9	Mr. Dinh Duc Anh		0	0	Boy
4.10	Ms. Ho Kim Oanh		0	0	Wife
4.11	Mr. Pham Hong Thanh		0	0	Brother-in-law
4.12	Ms. Nguyen Thi Thuy		0	0	sister-in-law

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No.	Name of organization/individual	Position at Company (if applicable)	Number of shares owned end of term	Ending stock ownership ratio	Note
4.13	Ms. 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	Board Member and CEO	3,150,850	14.66%	
5.1	Ms. Le Thanh Thuy		2,086,332	9.7%	Wife
5.2	Mr. Le Xuan Son		0	0	Father-in-law
5.3	Ms. Le Thi Thieu		0	0	Mother-in-law
5.4	Mr. Nguyen Dinh Khai		0	0	Younger brother
5.5	Ms. 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	biological father
5.8	Nguyen Gia Bao		0	0	Boy
5.9	Nguyen Bao Ngoc		0	0	Daughter
6	Ms. 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	Pham Khanh Linh		0	0	Daughter
6.6	Pham Gia Hung		0	0	Boy
6.7	Ms. Ngo Bich Loan		0	0	Sister-in-law



No.	Name of organization/individual	Position at Company (if applicable)	Number of shares owned end of term	Ending stock ownership ratio	Note
7	Mrs. Bui Thi Hat	Head of the Supervisory Board	0	0	
7.1	Mr. Bui Thanh Liem		0	0	Husband
7.2	Bui The Lan		0	0	Boy
7.3	Bui Minh Thu		0	0	Daughter
7.4	Mr. Bui Quang Chuc		0	0	biological father
7.5	Mrs. Dinh Thi Tuat		0	0	Mother
7.6	Ms. Bui Thi Hao		0	0	Older sister
7.7	Mr. Bui Quang Sang		0	0	Father-in-law
7.8	Ms. 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	biological father
8.2	Ms. Do Thi Tuyet		0	0	Mother
8.3	Mr. Dinh Manh Tuan		0	0	Older brother
8.4	Davina Pharmaceutical Joint Stock Company		0	0	Members of the Supervisory Board
8.5	Central Pharmaceutical Company No. 3		0	0	Member of the Supervisory Board
9	Ms. 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	biological father
9.3	Ms. Do Thi Binh		0	0	Mother
9.4	Ms. Bui Thi Thu Trang		0	0	Younger sister
9.5	Mr. Bui Van Thai		0	0	Younger brother

No.	Name of organization/individual	Position at Company (if applicable)	Number of shares owned end of term	Ending stock ownership ratio	Note
9.6	Ms. Do Thi Ly		0	0	Mother-in-law
9.7	Mr. Do Manh Truong		0	0	My husband
9.8	Ms. Pham Thi Thu Hoai		0	0	Sister-in-law
9.9	Mr. Do Xuan Chinh		0	0	sister-in-law
9.10	Ms. Hoang Thi Thu Hang		0	0	sister-in-law
9.11	Do Hong Phuc		0	0	Boy
9.12	Do Dang Khoi		0	0	Boy
10	Ms. Tran Thi Ha Thu	Chief Accountant	2,650	0.01%	
10.1	Mr. Tran Tuan Nghia		0	0	biological 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	Nguyen Tran Duc Thinh		0	0	Boy
10.7	Nguyen Tran Minh Thu		0	0	Daughter
10.8	Ms. Tran Thi Thuy Linh		0	0	Younger sister
10.9	Mr. Phan Tuan Anh		0	0	Brother-in-law
11	Ms. Nguyen Thi Quynh Trang	Company Administrator	0	0	
11.1	Mr. Nguyen Thanh Quang		0	0	biological father
11.2	Ms. Nguyen Thi Yen		0	0	Mother
11.3	Mr. Nguyen Thanh Trung		0	0	Older brother
11.4	Ms. Vu Thi Hoang Huong		0	0	Sister-in-law
11.5	Nguyen Tai Gia Hung		0	0	Boy

2. Transactions by insiders and related parties involving the company's stock.

No.	Performed by transaction	Relationships with insiders	Number of shares owned at the beginning of the period		Number of shares held at the end of the period		Reasons for increase or decrease (buying, selling, conversion, bonus, etc.)
			Number of shares	Proportion	Number of shares	Proportion	
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CHAIRMAN OF THE BOARD OF DIRECTORS



Pharmacist Bui Xuan Huong

