

ANNEX V

REPORT ON CORPORATE GOVERNANCE

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

**HAI DUONG PHARMACEUTICAL MEDICAL
MATERIALS JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIET NAM
Independence – Freedom – Happiness

No.: ~~463~~/BC-DHD

Hai Duong, July 28th, 2025

REPORT

Corporate Governance in the First Six Months of 2025

(Summary version)

To:

- State Securities Commission of Vietnam
- Hanoi Stock Exchange
- Company name: Hai Duong Pharmaceutical Medical Materials Joint Stock Company
- Head office: 102 Chi Lang Street, Nguyen Trai Ward, Hai Duong City, Hai Duong Province
- Tel: 0220.3853848 – Fax: 0220.3853848 – Email: info@hdpharma.vn
- Charter capital: VND 359,959,290,000
- Stock code: DHD
- Corporate governance structure:
 - General Meeting of Shareholders, Board of Directors, Supervisory Board and General Director
- Internal audit function: Implemented



I. Activities of the General Meeting of Shareholders

Information on meetings and resolutions/decisions of the General Meeting of Shareholders (including those approved through written consultation):

No.	Resolution/Decision No.	Date	Content
1	26+27/2025/NQ-ĐHĐCĐ-DHD	03/04/2025	Resolution of the 2025 Annual General Meeting of Shareholders

II. Board of Directors – First Half of 2025

1. Members of the Board of Directors:

No.	Board Member	Position (Independent/Non-executive)	Date of Commencement / Termination of Membership or Independent Directorship	
			Appointment Date	Removal Date
1	Mr. Nguyen Trung Viet	Chairman of the Board	02/04/2024	
2	Ms. Nguyen Thi Tu Anh	Board Member	02/04/2024	
3	Mr. Tran Phuc Duong	Non-executive Board Member	02/04/2024	

2. Meetings of the Board

No.	Board Member	Number of Meetings Attended	Attendance Rate	Reason for Absence
1	Mr. Nguyen Trung Viet	8	100%	
2	Ms. Nguyen Thi Tu Anh	8	100%	
3	Mr. Tran Phuc Duong	8	100%	

3. Oversight of the Board of Directors over the Executive Management

3.1. The Board of Directors leads and oversees all activities of the General Director, ensuring the provision of the most favorable conditions in terms of mechanisms, policies, human resources, and facilities so that the General Director can fulfill the assigned duties.

3.2. On a quarterly and annual basis, the General Director is required to submit written reports to the Board of Directors on the Company's business operations and its future operational directions.

3.3. As a member of the Board of Directors, the General Director is responsible for reporting to the Board on all matters related to the Company's management and operations.

3.4. For research programs, surveys, negotiations, and contracts of the Company that fall within the Board's functions and duties, the General Director must report to the Chairman of the Board so that a Board member may be designated to participate.

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

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

No.	Resolution / Decision No.	Date	Key Contents	Approval Rate
1	19/BB-NQ/HĐQT	10/01/2025	<ul style="list-style-type: none"> - Prepared and approved the 2025 Business and Production Plan: + Planned production value for 2025: VND 476 billion + Planned revenue for 2025: VND 840 billion - Formulated and implemented the Company's development strategy for 2025 and the following years. - Established the subcommittee for organizing the 2025 Annual General Meeting of Shareholders (for the 5th term, 2019–2024), scheduled for April 3, 2025; prepared necessary documents and legal procedures. - Selected the auditing firm for the 2024 financial statements. - Continued implementation and completion of HDPHARMA Plant (Cam Thuong site) – Phase 2: EU-GMP Cephalosporin antibiotic production line (tablets and powder dosage forms). 	3/3
2	20/BB-NQ/HĐQT	10/03/2025	<ul style="list-style-type: none"> - Approved the audited 2024 financial statements and business results. - Announced the plan to organize the 2025 Annual General Meeting of Shareholders. 	3/3
3	20+21/BB-NQ/HĐQT	10/03/2025	<ul style="list-style-type: none"> - Approved a VND 50 billion short-term working capital loan limit at VietinBank Hai Duong branch. 	3/3

4	23/BB-NQ/HĐQT	01/03/2025	- Approved the documents and reports to be presented to the General Meeting of Shareholders, and the preparation work for the 2025 Annual General Meeting.	3/3
5	24+25/BB-NQ/HĐQT	03/04/2025	- Approved the establishment of a wholly-owned subsidiary - Subsidiary name: Hai Duong Pharma Medical Equipment and Pharmaceutical Co., Ltd. - Charter capital: VND 5 billion.	3/3
6	28+29/BB-NQ/HĐQT	04/04/2025	- Implemented the plan to issue shares to increase charter capital from the owners' equity in accordance with the resolution of the 2025 General Meeting of Shareholders.	3/3
7	30+31/BB-NQ/HĐQT	28/04/2025	- Adjusted the scale and extended the timeline for the project: "GMP-standard plant for injectable drugs, tablets, and traditional medicine". - Approved the finalization of the list of shareholders entitled to receive shares from the charter capital increase from owners' equity in 2025. - Confirmed the record date for receiving issued shares: May 15 th , 2025.	3/3
8	32+33/BB-NQ/HĐQT	28/05/2025	- Increased the charter capital from VND 279,473,170,000 to VND 359,959,290,000 through a bonus share issuance from owners' equity in 2025. - Amended Section 1, Appendix 1 of the Company's Charter on organization and operation. - Updated the enterprise registration certificate to reflect the new charter capital: VND 359,959,290,000. - Registered additional securities and trading for 8,048,827 bonus shares issued.	3/3

III. Supervisory Board / Audit Committee – First Half of 2025

1. Information on Members of the Supervisory Board / Audit Committee

No.	Member of the Supervisory Board / Audit Committee	Position	Start / End Date of Membership	Professional Qualification
1	Ms. Pham Thi Thuy	Head of Supervisory Board	02/04/2024	Bachelor of Economics

2	Ms. Tran Kim Cuong	Member	02/04/2024	Specialist Pharmacist Level I
3	Ms. Nguyen Thi Huong Lan	Member	02/04/2024	Bachelor of Pharmacy

2. Meetings of the Supervisory Board / Audit Committee

No.	Member of the Supervisory Board / Audit Committee	Meetings Attended	Attendance Rate	Voting Result	Reason for Absence
1	Ms. Pham Thi Thuy	1/2	100%	100%	
2	Ms. Tran Kim Cuong	1/2	100%	100%	
3	Ms. Nguyen Thi Huong Lan	1/2	100%	100%	

3. Oversight Activities of the Supervisory Board / Audit Committee over the Board of Directors, Executive Management, and Shareholders

3.1. Supervised the activities of the Board of Directors and the management of production and business operations by the Executive Board in compliance with the Law on Enterprises and the Company's Charter. Reviewed the appropriateness of decisions made by the Board of Directors and the Executive Board in the course of management.

3.2. Monitored the processes and procedures for issuing internal documents to ensure compliance with laws and the Company's Charter.

3.3. Examined quarterly, semi-annual, and annual financial statements to ensure accuracy and fairness in bookkeeping and accounting records. Reviewed economic contracts, labor contracts, the procurement of raw materials, machinery and equipment, tools, and other expenses; monitored the use of capital in investments; and assessed financial statements based on independent audit reports for submission to the General Meeting of Shareholders.

3.4. Recommended the selection of an independent auditing firm.

3.5. Attended meetings of the Board of Directors and of the Executive Board on important matters related to the Company's production and business strategy. Reviewed internal documents issued by the Board of Directors and the Executive Board to ensure that all management guidelines and policies comply with legal regulations and are aligned with resolutions of the General Meeting of Shareholders. Provided comments and feedback on production and business activities, investment matters, and other areas of concern.

4. Coordination between the Supervisory Board / Audit Committee and the Board of Directors, Executive Management, and Other Managers

In 2024, the Supervisory Board coordinated closely in the implementation of resolutions of the General Meeting of Shareholders, fully attended regular and extraordinary meetings of the Board of Directors, and contributed opinions to improve the governance mechanisms of the Executive Board. All resolutions of the Board of Directors were unanimously supported by the Supervisory Board.

The Supervisory Board, the Board of Directors, and the Executive Management worked in close alignment with the directions assigned by the General Meeting of Shareholders. All policies and decisions issued by the Board of Directors and the Executive Board were made available to the Supervisory Board to facilitate supervision and inspection as required.

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

IV. Executive Management

No.	Member of the Executive Management	Date of Birth	Professional Qualification	Appointment Date
1	Ms. Nguyen Thi Tu Anh	01/09/1965	Pharmacist Specialist Level I	02/04/2024
2				

V. Chief Accountant

Full Name	Date of Birth	Professional Qualification	Appointment Date
Mr. Chu Van Long	06/02/1966	Bachelor of Economics	02/04/2024

VI. Corporate Governance Training

Training programs on corporate governance attended by members of the Board of Directors, members of the Supervisory Board, the General Director (Executive Director), other senior managers, and the Company Secretary in accordance with corporate governance regulations.

VII. List of Related Parties of the Public Company in the First Six Months of 2025 and Transactions of Related Parties with the Company

1. List of Related Parties of the Company

No.	Name of Organization / Individual	Securities Trading Account (if any)	Position in the Company (if any)	ID / Registration No., Date & Place of Issue	Registered Address / Contact Address	Date Became a Related Party	Date Ceased to be a Related Party	Reason	Nature of Relationship with the Company
1	Tran Mai Lan								Spouse of the Chairman of the Board
2	Nguyen Trung Nam								Younger brother of the Chairman of the Board
3	Vu Van Xuyen								Husband of the General Director
4	Vu Hien Minh Anh								Daughter of the General Director
5	Tran Khanh Huyen								Daughter of the Head of the Supervisory Board
6	Pham Thi Lan								Younger sister of the Head of the Supervisory Board
7	Tran Van Oanh								Father of Supervisory Board Member
8	Pham Thi Nhan								Mother of Mr. Tran Kim Cuong

9	Tran Van Minh								Younger brother of Mr. Tran Kim Cuong
10	Ho Thi Ngoc Thanh								Wife of Mr. Chu Van Long

Note: ID/Registration No. refers to the National ID/Passport (for individuals) or the Enterprise Registration Certificate, Business License, or other equivalent legal documents (for organizations).

2. Transactions between the Company and its Related Parties; or between the Company and Major Shareholders, Insiders, and Persons Related to Insiders

No.	Name of Organization / Individual	Nature of Relationship with the Company	ID / Registration No., Date & Place of Issue	Registered Address / Contact Address	Time of Transaction with the Company	Resolution / Decision No. of the General Meeting / Board of Directors (if any, specify date)	Description, Quantity, and Total Value of Transaction	Notes

Note: ID/Registration No. refers to the National ID/Passport (for individuals) or the Enterprise Registration Certificate, Business License, or other equivalent legal documents (for organizations).

3. Transactions between Insiders / Persons Related to Insiders and the Company's Subsidiaries or Controlled Entities

No.	Person Conducting the Transaction	Relationship with Insider	Position at the Listed Company	ID/Passport No., Date & Place of Issue	Address	Name of Subsidiary / Controlled Company	Time of Transaction	Details, Quantity, Total Transaction Value	Notes

4. Transactions between the Company and Other Parties

4.1 Transactions between the Company and other companies in which members of the Board of Directors, the Supervisory Board, the General Director (Chief Executive Officer), or other managers have been or are currently founding members, Board members, or executives within the past three (03) years (as of the reporting date).

4.2 Transactions between the Company and other companies in which persons related to members of the Board of Directors, the Supervisory Board, the General Director (Chief Executive Officer), or other managers serve as Board members or executives.

4.3 Other transactions of the Company (if any) that may result in material or non-material benefits for members of the Board of Directors, the Supervisory Board, the General Director (Chief Executive Officer), or other managers.

VIII. Share Transactions by Insiders and Persons Related to Insiders in the First Six Months of 2025

No.	Full Name	Securities Trading Account (if any)	Position in the Company (if any)	ID/Passport No., Date & Place of Issue	Contact Address	Number of Shares Held at Period-End	Ownership Ratio (%)	Notes
1	Nguyen Trung Viet					14.702.263	40,84	
2	Tran Mai Lan					5.898.962	16,39	Spouse of the Chairman of the Board
3	Nguyen Thi Tu Anh					1.427.391	3,97	
4	Vu Van Xuyen					791.218	2,20	Husband of the General Director
5	Vu Hien Minh Anh					57.960	0,16	Daughter of the General Director
6	Nguyen Trung Nam					541.754	1,51	Younger brother of the General Director

7	Tran Phuc Duong					1.461.926	4,06	
8	Pham Thi Thuy					312.964	0,87	
9	Tran Khanh Huyen					12.493	0,03	Daughter of the Head of the Supervisory Board
10	Pham Thi Lan					6.366	0,018	Younger sister of the Head of the Supervisory Board
11	Tran Kim Cuong					187.764	0,52	
12	Tran Van Oanh					353.890	0,98	Father of Mr. Tran Kim Cuong (Supervisory Board Member)
13	Pham Thi Nhan					97.459	0,27	Mother of Mr. Tran Kim Cuong
14	Tran Van Minh					48.726	0,13	Younger brother of Mr.

								Tran Kim Cuong
15	Chu Van Long					129.629	0,36	
16	Ho Thi Ngoc Thanh					86.751	0.24	Wife of Mr. Chu Van Long
17	Nguyen Thi Huong Lan					5.273	0,01	

2. Transactions of Insiders and Related Persons with Respect to the Company's Shares

No.	Person Conducting the Transaction	Relationship with Insider	Number of Shares at the Beginning of the Period		Number of Shares at the End of the Period		Reason for Increase / Decrease (purchase, sale, conversion, bonus shares, etc.)
			Number of Shares Held	Ownership Ratio (%)	Number of Shares Held	Ownership Ratio (%)	
1	Nguyen Trung Viet		11.414.801	40,84	14.702.263	40,84	Bonus shares issued from owners' equity
2	Tran Mai Lan	Spouse of the Chairman	4.579.940	16,39	5.898.962	16,39	Bonus shares issued from owners' equity
3	Nguyen Thi Tu Anh		1.123.823	4,02	1.427.391	3,97	Bonus shares issued from owners' equity + sale of shares
4	Vu Van Xuyen	Husband of the General Director	639.900	2,29	791.218	2,20	Bonus shares issued from owners' equity + sale of shares
5	Vu Hien Minh Anh	Daughter of the General Director	13.300	0,05	57.960	0,16	Bonus shares issued from

							owners' equity + additional share purchases
6	Nguyen Trung Nam	Younger brother of the General Director	420.617	1,51	541.754	1,51	Bonus shares issued from owners' equity
7	Tran Phuc Duong		1.135.036	4,06	1.461.926	4,06	Bonus shares issued from owners' equity
8	Pham Thi Thuy		237.085	0,85	312.964	0,87	Bonus shares issued from owners' equity + additional share purchases
9	Tran Khanh Huyen	Daughter of the Head of the Supervisory Board	9.900	0,04	12.493	0,03	Bonus shares issued from owners' equity + share sales
10	Pham Thi Lan	Younger sister of the Head of the Supervisory Board	4.943	0,02	6.366	0,018	Bonus shares issued from owners' equity + share sales
11	Tran Kim Cuong		145.780	0,52	187.764	0,52	Bonus shares issued from owners' equity
12	Tran Van Oanh	Father of Mr. Tran Kim Cuong (Supervisory Board Member)	274.760	0,98	353.890	0,98	Bonus shares issued from owners' equity
13	Pham Thi Nhan	Mother of Mr. Tran Kim Cuong	75.667	0,27	97.459	0,27	Bonus shares issued from owners' equity
14	Tran Van Minh	Younger brother of Mr. Tran Kim Cuong	37.831	0,13	48.726	0,13	Bonus shares issued from owners' equity

15	Chu Van Long		100.644	0,36	129.629	0,36	Bonus shares issued from owners' equity
16	Ho Thi Ngoc Thanh	Wife of Mr. Chu Van Long	67.354	0,24	86.751	0,24	Bonus shares issued from owners' equity
17	Nguyen Thi Huong Lan		3.894	0,01	5.273	0,01	Bonus shares issued from owners' equity

IX. Other Notable Issues: NONE

Recipients:

- As addressed
- Company archives

For and on behalf of the Company
(Signature, full name, and company seal)



TỔNG GIÁM ĐỐC
ĐSCK I: NGUYỄN THỊ TÚ ANH

