

Appendix V
REPORT ON CORPORATE GOVERNANCE
(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

**AGIMEXPHARM PHARMACEUTICAL
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 01/BC-AGP

Long Xuyen City, January 20, 2025

REPORT ON CORPORATE GOVERNANCE
Year 2024

To:

- The State Securities Commission
- The Stock Exchange

- Name of company : **AGIMEXPHARM PHARMACEUTICAL JOINT STOCK COMPANY**

- Address of headoffice : No.27 Nguyen Thai Hoc Street, My Binh Ward, Long Xuyen City, An Giang Province

- Telephone : 02963.856964

- Fax : 02963.857301

- Email : agp@agimexpharm.com

- Charter capital : VND 231,439,410,000

- Stock symbol : AGP

- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.

- The implementation of internal audit: Not yet implemented.

I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	01/NQ-AGP.DHDCD	March 15, 2024	Resolution of the 2024 Annual General Meeting of Shareholders

II. Board of Directors (Annual report):

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

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Ms. Pham Thi Bich Thuy	Chairwoman of the Board of Directors	April 8, 2023	

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
2	Mr. Nguyen Van Kha	Vice Chairman of the Board of Directors	April 8, 2023	
3	Ms. Tran Thi Dao	Non-executive member of the Board of Directors	April 8, 2023	
4	Mr. Nguyen Quoc Dinh	Non-executive member of the Board of Directors	April 8, 2023	
5	Mr. Pham Uyen Nguyen	Non-executive member of the Board of Directors	April 8, 2023	
6	Mr. Huynh Hoang Ha	Member of the Board of Directors	April 8, 2023	

2. Meetings of the Board of Directors:

No.	Board of Directors' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Ms. Pham Thi Bich Thuy	04	100%	
2	Mr. Nguyen Van Kha	04	100%	
3	Ms. Tran Thi Dao	04	100%	
4	Mr. Nguyen Quoc Dinh	04	100%	
5	Mr. Pham Uyen Nguyen	04	100%	
6	Mr. Huynh Hoang Ha	04	100%	

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

In 2024, the Board of Directors has implemented the following activities to supervise and support the Board of Management:

- Supervising the implementation of the 2024 Resolutions of the General Meeting of Shareholders, as well as the Minutes and Resolutions of the Board of Directors.
- Evaluating and making suggestions on management activities in the following areas: investment, finance, market, sales, human resources, production, quality, and factory construction.
- Developing a growth strategy to maximize enterprise resources, enhance management capabilities and product quality.
- Developing market policies; offering policies to attract high-level human resources.
- On March 15, 2024, successfully held the 2024 Annual General Meeting of Shareholders.
- Implementing and supervising the issuance of shares for the 2023 dividend payment. On June 21, 2024, the company successfully completed the distribution of a 12% dividend for 2023 in shares.

4. Activities of the Board of Directors' subcommittees (If any): None

5. Resolutions/ Decisions of the Board of Directors (Annual report):

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/NQ-AGP.HDQT	January 1, 2024	Approval of transactions with related parties	100%
2	02/NQ-AGP.HDQT	January 29, 2024	Finalize the last registration date for the right to attend the 2024 General Meeting of Shareholders	100%

No.	Resolution/ Decision No.	Date	Content	Approval rate
3	03/NQ-AGP.HDQT	February 21, 2024	Issue the Company's information disclosure regulations	100%
4	04/NQ-AGP.HDQT	March 19, 2024	Implement the plan to issue shares for the 2023 dividend payment	100%
5	05/NQ-AGP.HDQT	April 8, 2024	Finalize the last registration date for the 2023 dividend payment	100%
6	06/NQ-AGP.HDQT	May 20, 2024	Amend the Company Charter and adjust the Enterprise Registration Certificate	100%

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	Ms. Tran Thi Thanh Hang	Head of the Board of Supervisors	April 8, 2023	Master of Economics
2	Ms. Nguyen Hong Ngoc	Member of the Board of Supervisors	April 8, 2023	Bachelor of Finance
3	Ms. Pham Hai Yen	Member of the Board of Supervisors	April 8, 2023	Master of Economics

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Ms. Tran Thi Thanh Hang	02	100%	100%	
2	Ms. Nguyen Hong Ngoc	02	100%	100%	
3	Ms. Pham Hai Yen	02	100%	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

Through supervising the activities of Board of Directors, Board of Management and shareholders, Board of Supervisors observed:

- The Board of Directors and Board of Management always comply with the Company's Charter, Governance Regulations and resolutions of the Annual General Meeting of Shareholders. They fully meet the information disclosure requirements as mandated by law. They collaborate with the Board of Supervisors to inspect and supervise production and business operations in accordance with the Enterprise Law, Company's Charter and the resolutions of the Annual General Meeting of Shareholders. Supervising results indicate that no violations have been detected.
- The Board of Supervisors agrees with the entire content of the Board of Directors' performance evaluation as outlined in the Board of Directors' summary report on the results of production and business operations for 2024 and the plan for 2025.
- Board of Management consistently follows the directives and manages the implementation of production and business activities, plant construction investments, organizational structure, human resource development, etc., to meet the requirements of the target programs and strategic directions set by Board of Directors.

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

In 2024, the Board of Supervisors continued to supervise the activities of Board of Directors, Board of Management, and other managers in accordance with the Company's Charter. The Board of Supervisors strictly complied with the Operating Regulations of the Board and assigned tasks to its members in some areas as follows:

- Supervising Board of Directors and Board of Management in managing and operating the Company and supervising the implementation of the planned tasks approved by General Meeting of Shareholders.
- Participating in periodic meetings of the Board of Directors.
- Reviewing the Company's quarterly and annual financial statements, examining the impacts in accounting, and verifying the accuracy of the financial statements.
- Supervising the mobilization, use, and management of the Company's capital.

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

Participating in inventory activities to work with Internal Board of Supervisors and departments and factories to supervise processes and record books.

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Mr. Nguyen Van Kha	May 16, 1953	Pharmacist	2005 – now
2	Ms. Pham Thi Bich Thuy	January 31, 1969	Pharmacist	2008 - now
3	Mr. Lam Tri Hien	February 6, 1981	Pharmacist	February 22, 2019 - now
4	Mr. Vu Minh Tuan	July 26, 1967	Pharmacist	October 1, 2019 - now
5	Mr. Huynh Hoang Ha	January 8, 1986	Pharmacist	January 1, 2021 - now

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Ms. Tran Nguyen Minh Hien	April 15, 1982	Bachelor of Accounting	April 15, 2020

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:

- Workshop on "Enhancing Efficiency in Public Company Governance through Internal Regulations" organized by FPT Securities Joint Stock Company.
- Training on Information Disclosure and Corporate Governance Guidelines organized by Hanoi Stock Exchange.

VII. The list of affiliated persons of the public company (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 at the Company (if any)	NSH No.*, 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	Imexpharm Pharmaceutical Joint Stock Company			1400384433	No.04, 30/4 Street, Ward 1, Cao Lanh City, Dong Thap Province	April 8, 2023			Major shareholder

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons

No.	Name of organization/ individual	Relationship with the Company	NSH No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Imexpharm Pharmaceutical Joint Stock Company	Major shareholder	1400384433	No. 04, 30/4 Street, Ward 1, Cao Lanh City, Dong Thap Province		01/NQ-AGP.HDQT dated January 1, 2024	<ul style="list-style-type: none"> - Purchase of goods (before tax): VND 9,253,684,656 - Sale of goods (before tax): VND 21,212,746,535 - Dividends: <ul style="list-style-type: none"> + Received 2023 dividends: <ul style="list-style-type: none"> • 10% in cash: VND 71,880,000 • 10% in shares: 7,188 shares + Received 2023 bonus shares: 79,068 shares + Paid 2023 dividends: 12% in shares: 782,594 shares 	

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 objects:

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

VIII. Share transactions of internal persons and their affiliated persons (Annual report)

1. The list of internal persons and their affiliated persons

(The list of shareholders finalized on December 31, 2024)

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Ms. Pham Thi Bich Thuy		Chairwoman of the Board of Directors - Deputy General Director			405.254	1,75%	
1.1	Mr. Chau Hoang Gia Bao					0	0,00%	Son
1.2	Mr. Pham Son					0	0,00%	Older Brother
2	Mr. Nguyen Van Kha		Vice Chairman of the Board of Directors – General Director			3.069.223	13,26%	
2.1	Ms. Nguyen Thi Ngoi					0	0,00%	Sister
2.2	Ms. Nguyen Thi Ngoi					0	0,00%	Sister
2.3	Ms. Tran Thi Ngoc Suong					0	0,00%	Wife
2.4	Ms. Nguyen Kim Ngan					0	0,00%	Daughter
2.5	Ms. Nguyen Kim Ngoc					0	0,00%	Daughter
3	Ms. Tran Thi Dao		Member of the Board of Directors			0	0,00%	
3.1	Ms. Tran Thi Hong					0	0,00%	Sister
3.2	Mr. Vo Viet Bang					0	0,00%	Brother-in-law
3.3	Mr. Tran Thanh Le					0	0,00%	Younger Brother
3.4	Ms. Tran Thi Hong Man					0	0,00%	Younger Sister

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
3.5	Mr. Tran Thanh Tam					0	0,00%	Brother-in-law
3.6	Imexpharm Pharmaceutical JSC.					7.304.216	31,56%	General Director
4	Mr. Nguyen Quoc Dinh		Member of the Board of Directors			0	0,00%	
4.1	Ms. Ho Thi Thanh Thoai					0	0,00%	Wife
4.2	Ms. Nguyen Thi Hanh Huong					0	0,00%	Older Sister
4.3	Ms. Le Thi Bach Tuyet					0	0,00%	Sister-in-law
4.4	Ms. Bui Thi Hong Chau					0	0,00%	Sister-in-law
4.5	Ms. Nguyen Thi Kim Ni					0	0,00%	Older Sister
4.6	Ms. Nguyen Kim Dinh					0	0,00%	Older Sister
4.7	Mr. Nguyen Huu Tan					0	0,00%	Brother-in-law
4.8	Ms. Nguyen Xuan Thu					0	0,00%	Older Sister
4.9	Mr. Le Van Nam					0	0,00%	Brother-in-law
4.10	Mr. Nguyen Quoc Hung					0	0,00%	Younger Brother
4.11	Ms. Bui Ngoc Tuyen					0	0,00%	Sister-in-law

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
4.12	Ms. Pham Thi Nhu					0	0,00%	Mother-in-law
4.13	Mr. Nguyen Quoc Huy					0	0,00%	Son
4.14	Ms. Tran Thi My Linh					0	0,00%	Daughter-in-law
4.15	Imexpharm Pharmaceutical JSC (IMP).					7.304.216	31,56%	Representative of IMP
5	Mr. Pham Uyen Nguyen		Member of the Board of Directors			3.468.591	14,99%	
6	Mr. Huynh Hoang Ha		Member of the Board of Directors - Deputy General Director			171.000	0,74%	
6.1	Ms. Le Thi Thu Truc					2.240	0,01%	Wife
6.2	Mr. Huynh Huy Hoang					0	0,00%	Father
6.3	Ms. Tran Thi An					0	0,00%	Mother
6.4	Mr. Huynh Hoang San					1,836	0,01%	Older Brother
7	Ms. Tran Thi Thanh Hang		Head of Board of Supervisors			33.093	0,14%	
7.1	Mr. Vu Tien Thap					0	0,00%	Husband
7.2	Ms. Tran Hong Ngan					0	0,00%	Daughter

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
7.3	Mr. Tran Thanh Liem					0	0,00%	Older Brother
7.4	Mr. Tran Thi Thanh Van					0	0,00%	Older Sister
8	Ms. Pham Hai Yen		Member of Board of Supervisors - Person responsible for corporate governance			7.056	0,03%	
8.1	Mr. Tu Minh Tri					20.928	0,09%	Husband
8.2	Mr. Pham Van Dien					0	0,00%	Father
8.3	Ms. Nguyen Thi Be					0	0,00%	Mother
9	Ms. Nguyen Hong Ngoc		Member of Board of Supervisors			0	0,00%	
9.1	Mr. Tran Trinh Phu Cuong							Husband
9.2	Ms. Tran Ngoc Truc Linh							Daughter (born in 2012)
9.3	Mr. Tran Ngoc Minh Khoa							Son (born in 2014)
9.4	Ms. Nguyen Huu Hong							Father
9.5	Ms. Nguyen Ngoc Sinh							Mother
9.6	Ms. Nguyen Hong Chau							Younger sister
10	Mr. Vu Minh Tuan		Deputy General Director			103.000	0,45%	
10.1	Mr. Vu Van					0	0,00%	Father

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
	An							
10.2	Ms. Pham Thuy Quynh					0	0,00%	Wife
11	Mr. Lam Tri Hien		Deputy General Director			125.420	0,54%	
11.1	Mr. Lam Minh Tri					0	0,00%	Older Brother
11.2	Mr. Lam Quang Toan					0	0,00%	Older Brother
11.3	Ms. Lam Thi Bich Thao					0	0,00%	Younger Sister
12	Ms. Tran Nguyen Minh Hien		Chief Accountant			63.708	0,28%	
12.1	Mr. Nguyen Ngoc Hoa Nghi					9.548	0,04%	Husband
12.2	Mr. Nguyen Ngoc Hoa Minh					0	0,00%	Son
12.3	Ms. Nguyen Thi Thay					0	0,00%	Mother
12.4	Mr. Tran Long Duc					0	0,00%	Father
12.5	Mr. Nguyen Ngoc Hoa Dan					0	0,00%	Father-in-law
12.6	Ms. Truong Thi Hong Van					0	0,00%	Mother-in-law
13	Ms. Le Minh Ngoc		Authorized person to disclose information			5.824	0,03%	
13.1	Mr. Le Van Mac		Director of Administration and Human Resources			73.546	0,32%	Father

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
13.2	Ms. Lam Hoang Anh					79.677	0,34%	Mother
13.3	Mr. Nguyen Thai Cuong					58.528	0,25%	Husband

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	Ms. Pham Thi Bich Thuy	Chairwoman of the Board of Directors - Deputy General Director	361.834	1,75%	405.254	1,75%	Received 2023 dividends in shares
2	Mr. Nguyen Van Kha	General Director - Vice Chairman of the Board of Directors	3.130.125	15,15%	3.069.223	13,26%	Transfer to potential key personnel to encourage their commitment and contribution to the long-term development of the company
3	Mr. Pham Uyen Nguyen	Member of the Board of Directors	2.985.457	14,45%	3.468.591	14,99%	Add to the investment portfolio
4	Mr. Huynh Hoang Ha	Deputy General Director - Member of the Board of Directors	134.000	0,65%	171.000	0,74%	Add to the investment portfolio
4.1	Ms. Le Thi Thu Truc	Affiliated person of Mr. Huynh Hoang Ha - Wife	2000	0,01%	2.240	0,01%	Received 2023 dividends in shares
4.2	Mr. Huynh Hoang Sang	Affiliated person of Mr. Huynh Hoang Ha - Older brother	1.640	0,01%	1.836	0,01%	Received 2023 dividends in shares
5	Ms. Tran Thi Thanh Hang	Head of Board of Supervisors	29.548	0,14%	33.093	0,14%	Received 2023 dividends in shares
6	Ms. Pham Hai Yen	Member of the Board of Supervisors	6.300	0,03%	7.056	0,03%	Received 2023 dividends in shares
6.1	Mr. Tu Minh Tri	Affiliated person of Ms. Pham Hai Yen - Husband	18.686	0,09%	20.928	0,09%	Received 2023 dividends in shares
7	Mr. Vu Minh Tuan	Deputy General Director	91.966	0,45%	103.000	0,45%	Received 2023 dividends in shares
8	Mr. Lam Tri Hien	Deputy General Director	111.983	0,54%	125.420	0,54%	Received 2023 dividends in shares
9	Ms. Le Minh Ngoc	Authorized person to disclose information	5.200	0,03%	5.824	0,03%	Received 2023 dividends in shares
9.1	Mr. Le Van Mac	Affiliated person of Ms. Le Minh Ngoc - Father	106.296	0,51%	73.546	0,32%	Financial balance
9.2	Ms. Lam Hoang Anh	Affiliated person of Ms. Le Minh Ngoc - Mother	71.141	0,34%	79.677	0,34%	Received 2023 dividends in shares



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.)
9.3	Mr. Nguyen Thai Cuong	Affiliated person of Ms. Le Minh Ngoc - Husband	52.258	0,25%	58.528	0,25%	Received 2023 dividends in shares
10	Ms. Tran Nguyen Minh Hien	Chief Accountant	43.490	0,21%	63.708	0,28%	Add to the investment portfolio
10.1	Mr. Nguyen Ngoc Hoa Nghi	Affiliated person of Ms. Tran Nguyen Minh Hien – Husband	8.525	0,04%	9.548	0,04%	Received 2023 dividends in shares

IX. Other significant issues: None

Recipients:

- The State Securities Commission;
- The Stock Exchange;
- Archived: Secretary of the BoDs.

CHAIRWOMAN OF THE BOARD OF DIRECTORS



PHAR. PHAM THI BICH THUY