

## STATEMENT TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018

***(Re: changing DHG Pharma's organizational structure, management and control from the BOS model to the Audit Committee model under the BOD; the amendments and supplements of the Charter, Internal Regulation on Corporate Governance)***

**Kind Attn to: THE GENERAL MEETING OF SHAREHOLDERS OF DHG PHARMA**

- Pursuant to the Law on Enterprises No.68/2014/QH13 approved by National Assembly on 26 Nov 2014;
- Pursuant to Degree 71/2017/NĐ-CP dated 06 June 2017 of the Government on Corporate Governance applied to public companies;
- Pursuant to Circular 95/2017/TT-BTC dated 22 July 2017 of the Ministry of Finance on the guidance of Degree No.71/2017/NĐ-CP;
- Pursuant to Decree 05/2019/ NĐ-CP dated 22 Jan 2019 of the Government on internal audit;
- Pursuant to the Charter on Organization and Operation of DHG Pharmaceutical JSC (DHG Pharma) issued on 06 Aug 2018;
- Pursuant to DHG Pharma's practical requirements on Corporate Governance,

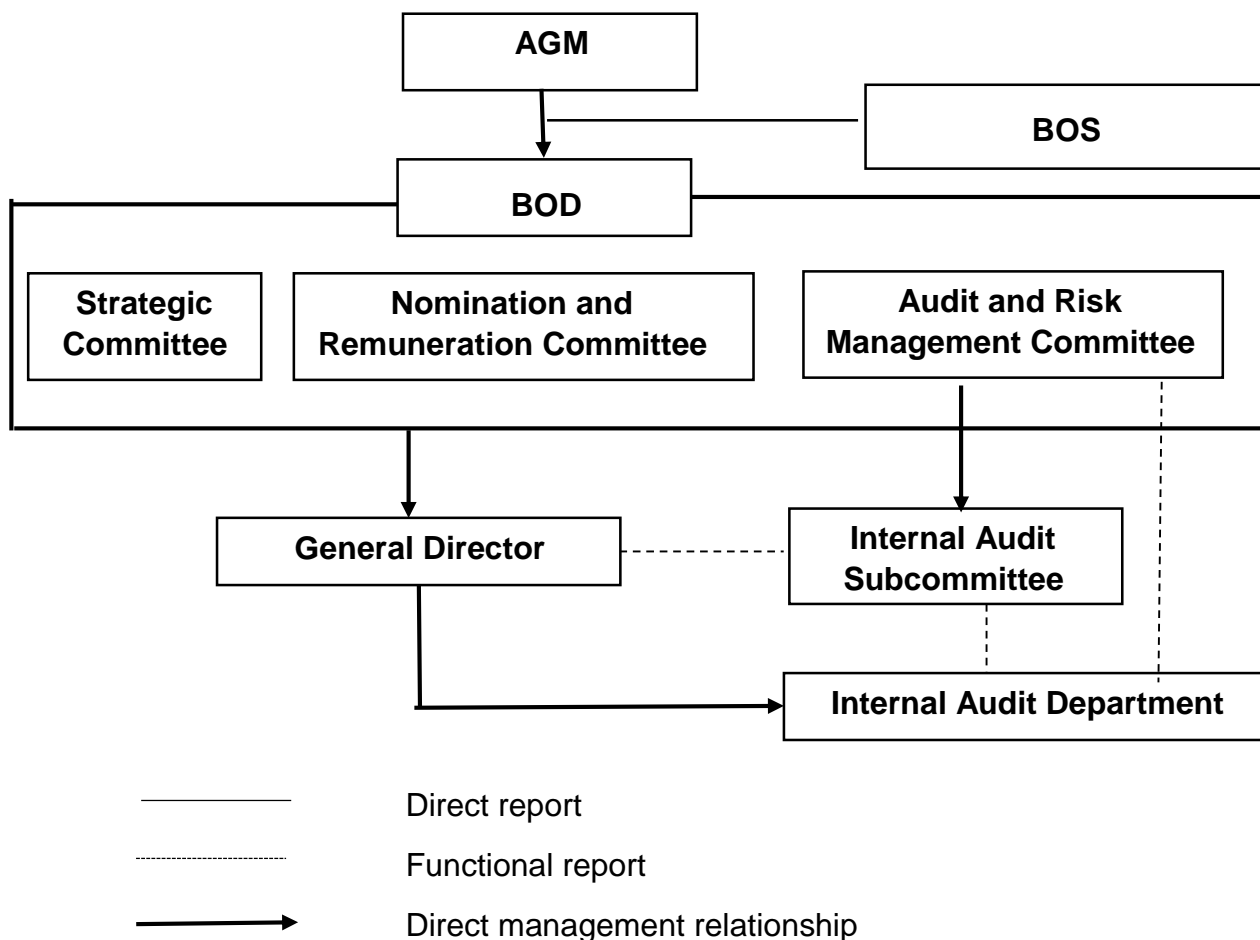
The Board of Directors (BOD) respectfully submits to the AGM for the approval of changing DHG Pharma's organizational model from the BOS model to the Audit Committee model under the BOD, amendments and supplements of the Charter, Internal Regulation on the Corporate Governance, specifically as follows:

### **1. Changing the organizational structure, management and control of DHG Pharma in accordance with Point b, Clause 1, Article 134, Enterprise Law 2014:**

#### Current organizational model:

Currently, DHG is organized, managed and operated in accordance with the model specified at Point a, Clause 1, Article 134, Enterprise Law 2014 and Article 14 of the Company's Organization and Operation Charter as follows:

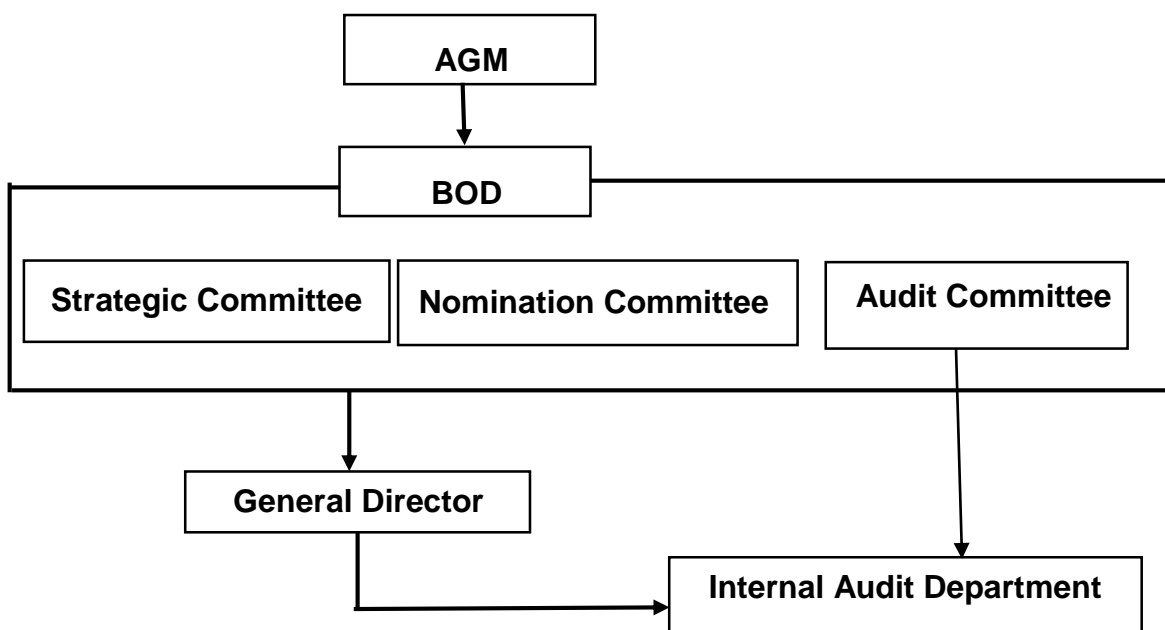
- General Meeting of Shareholders
- The Board of Directors
- The Board of Supervisory
- General Director



Proposed organizational model:

The organizational structure of management and operation is changed in accordance with the model prescribed at **Point b**, Clause 1, Article 134, Enterprise Law 2014 as follows:

- General Meeting of Shareholders
- The Board of Directors
- Audit Committee under the Board of Director
- General Director



- + Changing the organizational structure without the BOS.
  - + Strengthening the personnel of the Audit Committee to ensure that the independent BOD member has professional qualifications in finance and accounting and is responsible for supervising and controlling the management and administration of the Company.
2. **The Charter and Internal Regulation on the Corporate Governance of DHG Pharma is amended and supplemented in accordance with the new corporate governance structure** (Summary of proposed amendments and supplements to the Charter and Internal Regulation on the Corporate Governance of DHG Pharma has been enclosed).
  3. **The Board of Directors is authorized to review, amend and issue the Charter and Internal Regulation on Corporate Governance in accordance with the proposed contents and other contents (if any) on the basis of complying Enterprise Law 2014, relevant legal documents and AGM Resolution.**

Respectfully submits to the AGM for consideration and approval.

Best regards./.

**ON BEHALF OF THE BOD  
BOD MEMBER, INTERM GENERAL DIRECTOR**

**Recipients:**

- *As Kind attn;*
- *Archived: BOD Secretary, LG.*

**Doan Dinh Duy Khuong**

[NOTICE: This Convocation Notice is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.]