

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018 OF DHG PHARMACEUTICAL JOINT STOCK COMPANY

Today, at 8:40 am on 11th June 2019, at the Headquarter of DHG Pharmaceutical Joint Stock Company (DHG Pharma) (Address: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu District, Cantho City), DHG Pharma (Business number: 1800156801, dated for the first time on 15 September 2004, 26th revision on 17 August 2018 at the Department of Planning and Investment of Cantho City, the Annual General Meeting of Shareholders 2018 (*hereinafter referred to as "AGM"*) was held with the following details:

I. Attendants and legal validity of the AGM:

1. Attendants

- Representatives of the State Capital Investment Cooperation (SCIC)
- Representatives of Deloitte Vietnam Co., Ltd.
- Members of the Board of Directors (BOD), and Board of Supervisory (BOS) Term III (2014 – 2018) and Board of Management (BOM) of DHG Pharma, comprising of:

No.	Full name	Title
1.	Mr. Nguyen Chi Thanh	BOD Chairman
2.	Mdm. Pham Thi Viet Nga	BOD Member
3.	Mr. Doan Dinh Duy Khuong	BOD Member Interim General Director
4.	Ms. Dang Thi Thu Ha	BOD Member
5.	Mr. Jun Kuroda	BOD Member
6.	Mr. Tran Quoc Hung	Head of BOS
7.	Mr. Tran Trung Kien	BOS Member
8.	Mr. Le Chanh Dao	Deputy General Director
9.	Ms. Nguyen Ngoc Diep	Deputy General Director
10.	Mr. Tomoyuki Kawata	Deputy General Director

- Shareholders of the Company.

2. The legal validity of the AGM:

Pursuant to the Minutes No. 001/2019/BB.ĐHĐCĐ dated 11 June 2019 of the Shareholder Eligibility Verification Committee, Ms. **Ong Thanh Kieu** – Head of Shareholder Eligibility Verification Committee declares shareholders, who are eligible to attend the AGM 2018 of DHG Pharma as follows:

No.	Shareholders attending at the AGM	Number of shareholders	Number of shares	Percentage of voting shares
1.	The total of voting shares in accordance with the list of shareholders dated 15 th May 2019	3,570	130,746,071	100.00%
2.	The number of absent shareholders without authorizing any parties to attend the Meeting	2,835	5,173,595	3.96%
3.	The number of shareholders attending the Meeting <i>(Including shareholders officially attending the Meeting and shareholders authorizing their attendances at the Meeting).</i>	735	125,572,476	96.04%

Pursuant to Clause 1, Article 23 of the Charter of Organization and Operation of DHG Pharma, which stipulates as follows: “An AGM shall be conducted when the number of shareholders attending the meeting represents at least sixty five percent (65%) of the voting shares”.

Hence, pursuant to the Company’s Charter, the AGM 2018 of DHG Pharma dated 11 June 2019 representing **96.04%** of the total voting shares is legal and valid.

II. Contents of the AGM:

1. Mr. Phan Luong Khai Hoan – On behalf of the Organizing Board introduces the Presidium, the Secretarial Committee, the Supervisory Committee and the Vote Counting Committee.

The Presidium:

- + Mr. Nguyen Chi Thanh – Board Chairman - Chairman
- + Mdm. Pham Thi Viet Nga – Board Member - Member
- + Mr. Doan Dinh Duy Khuong – Board Member, Interim General Director - Member
- + Mr. Jun Kuroda – Board Member - Member

AGM Secretarial Committee

- + Ms. Le Thi Hong Nhung – Board Secretary, Finance Director - Head
- + Mr. Vo Hoang Tam – Head of Legal Department - Member

AGM Supervisory Committee

- + Mr. Tran Quoc Hung – Head of the Board of Supervisory - Head
- + Mr. Ho Buu Huan – Chief Accountant - Member
- + Mr. Tran Duy Canh – Specialist from Legal Department - Member
- + Ms. Tang Ngoc Nga (Shareholder's code: A0314, Ms. Tang Ngoc Nga owns 14,500 shares, accounted for 0.011% of ownership ratio) represents shareholders to supervise the AGM Supervisory Committee.

Vote Counting Committee

- + Ms. Luong Thi Thai Hien – Deputy Head of Distribution Center - Head
- + Ms. Duong Kim Loan – Finance Department - Member
- + Ms. Dinh Thi Bich Ngoc – Legal Department - Member

- ⇒ **Voting percentage by way of showing votes: 100%** of shareholders attending the Meeting unanimously pass the Presidium, the Secretarial Committee, the Supervisory Committee and the Vote Counting Committee.
2. Mr. Phan Luong Khai Hoan – on behalf of the organizing board presents the Meeting agenda, working regulation and voting regulation at the AGM 2018.
⇒ **Voting percentage by way of showing votes: 100%** of shareholders attending the Meeting unanimously pass the Meeting agenda, working regulation and voting regulation at the Meeting.
 3. Mr. Doan Dinh Duy Khuong – Member of the BOD, Interim General Director presents “Report of the BOD regarding the Company's performance Term III (2014 – 2018); Report on the Company's performance in 2018; Business strategies and plans 2019 – 2023; Business orientations and plans in 2019” (Report No. 001/2019/BC.ĐHĐCĐ dated 27 May 2019 enclosed).
 4. Mr. Tran Quoc Hung – Head of the BOS presents “the BOS's report Term III (2014 – 2018)” (Report No.002/2019/BC.ĐHĐCĐ dated 27 May 2019 enclosed).
 5. Mr. Ho Buu Huan – Chief Accountant of the Company presents “the audited consolidated financial statement in 2018” (Report No.003/2019/BC.ĐHĐCĐ dated 27 May 2019 enclosed) and “the Statement on profit distribution 2018 and the profit distribution plan 2019” (Statement No.001/2019/TTr.ĐHĐCĐ dated 27 May 2019 enclosed).
 6. Mr. Tran Trung Kien – Supervisor presents “Statement on the selection of independent auditor for financial statements FY 2019 of DHG Pharma” (Statement No.002/2019/TTr.ĐHĐCĐ dated 27 May 2019 enclosed) and the resignation letter as a Supervisor of Ms. Nguyen Phuong Thao since 25 Oct 2018 (the resignation letter enclosed).

7. Mr. Vo Hoang Tam – Head of Legal Department presents “Statement amending and supplementing the business lines of DHG Pharma” (Statement No.003/2019/TTr.ĐHĐCĐ dated 27 May 2019 enclosed).
8. Mr. Vo Hoang Tam – Head of Legal Department presents “Statement changing the organizational structure, management and control of DHG Pharma from the BOS model to the Internal Audit Committee model under the BOD of DHG Pharma” (Statement No.004/2019/TTr.ĐHĐCĐ dated 27 May 2019 enclosed).
9. Ms. Le Thi Hong Nhung – Finance Director, BOD’s secretary presents “Statement regarding the number and member structure of the BOD Term IV (2019 – 2023)”. (Statement No.005/2019/TTr.ĐHĐCĐ dated 31 May 2019 enclosed).
 - ⇒ **Voting percentage by way of showing votes: 100%** of shareholders attending the Meeting unanimously pass Statement No.005/2019/TTr.ĐHĐCĐ dated 31 May 2019.
10. Ms. Le Thi Hong Nhung – Finance Director, BOD’s secretary presents “the list of nominees/candidates and resumes of candidates”. (Statement No.006/2019/TTr.ĐHĐCĐ dated 31 May 2019 enclosed).

List of 7 candidates for the BOD is as follows:

1. Ms. Dang Thi Thu Ha
 2. Mr. Doan Dinh Duy Khuong
 3. Mr. Jun Kuroda
 4. Mr. Masashi Nakaura
 5. Mr. Maki Kamijo
 6. Mr. Phan Minh Tien (candidate for independent BOD member)
 7. Mr. Đo Le Hung (candidate for independent BOD member)
- ⇒ **Voting percentage by way of showing votes: 100%** of shareholders attending the Meeting unanimously pass the list of 7 candidates for the BOD Term IV (2019 – 2023).
11. Ms. Luong Thi Thai Hien – Head of the Vote Counting Committee presents the Election Regulation of the Board of Directors Term IV (2019 – 2023) (Regulation enclosed).
 - ⇒ **Voting percentage by way of showing votes: 100%** of shareholders attending the Meeting unanimously pass the Election Regulation Term IV (2019 – 2023).
 12. Discussion, questions from shareholders and answers from the Presidium about the Meeting contents

Questions and opinions of shareholders	Answers from the Presidium
1. According to the 2019 forecast, the revenue only witnessed a rise of 1.6%, the profit only	- Mr. Doan Dinh Duy Khuong: The net revenue plan of DHG in-house goods in 2019 increased by 12.3% while the pharmaceutical

Questions and opinions of shareholders	Answers from the Presidium
<p>experienced an increase of 3%. As such, the growth of this year is not as high as of previous years.</p>	<p>industry only witnessed a growth of 8%. Sales of Others decreased by 46% is the reason making the total net revenue only rose by 1.6% (From 2019 onwards, DHG Pharma will not continue to distribute for MSD and Mega due to the impact of FOL Lifting. This is the reason for the profit growth in 2019 not as high as in previous years).</p>
<p>2. I really want to know what DHG Pharma's 5-year specific plan is in order to decide whether or not to continue investing in DHG Pharma's share (According to the Meeting material, this content will be presented at the next AGM)? How will Taisho contribute to DHG Pharma?</p>	<p>- Mr. Doan Dinh Duy Khuong:</p> <p>As mentioned in the Meeting materials, I would like to reiterate and clarify DHG Pharma's strategies and Taisho's contributions for the next 5-year period (2019-2023) as follows:</p> <ul style="list-style-type: none"> + Strategy 1: DHG completely upgraded the effervescent tablet and powder production lines to PIC/S Malaysia standard and the tablet production line to PMDA standard. With these 02 standards, DHG Pharma can maximize its competitive advantages in bidding and has received the first export orders. + Strategy 2: Being an OEM for international groups to increase sales. + Strategy 3: Simultaneously exporting products of DHG Pharma and Taisho + Strategy 4: Technology transfer with Taisho and Taisho's existing partners to ensure N2 bidding package. + Strategy 5: Exclusive distribution of dietary supplements for partners of DHG Pharma and Taisho. + Strategy 6: Product selection to invest in EU standard. + Strategy 7: Secondary packaging of products to increase DHG Pharma's brand recognition in the export market. + Strategy 8: Learning, exchanging

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	<p>experiences on production and R&D with Taisho.</p> <p>The above strategic contents were surveyed, discussed and carried out with Taisho in the past 2 years. It is projected to be successful and to start generating revenue from 2020 onwards.</p> <ul style="list-style-type: none"> - Mr. Jun Kuroda: I'd like to add more information to Mr. Doan Dinh Duy Khuong's response regarding DHG Pharma's long-term strategic direction in the next 5 - 10 years. DHG Pharma has been the largest enterprise in Vietnam for many years. Taisho wishes to take DHG Pharma to new heights, making DHG Pharma become a multinational pharmaceutical company as well as enhancing DHG Pharma's competitiveness not only with domestic players but also with regional players. - Mr. Nguyen Chi Thanh: regarding the 5-year plan, the BOD set out strategies and orientations as mentioned in the meeting materials and in the recent presentations of Mr. Doan Dinh Duy Khuong and Mr. Jun Kuroda. The BOD of the current term has not yet given specific figures for the next 5-year business plan due to the following reasons: <ul style="list-style-type: none"> + It is possible to point out the leading position of DHG Pharma in the last term of office as follows: the market capitalization increased by 1.4 times - VND 10,329 billion as of 28 Dec 2018, and increased by 2.6 times - VND 15,297 billion as of 19 Mar 2019; Profit after tax/Net revenue remained at the highest level in the market from 14% to 18%. Revenue and profit of DHG Pharma are equal to those of the next two largest businesses combined; Dividends are always paid at 30% - 35%; DHG Pharma's market share and

Questions and opinions of shareholders	Answers from the Presidium
	<p>distribution channel always hold the leading position; DHG Pharma's production meets PIC/S and PMDA standards.</p> <p>+ With the above foundation, the BOD of the new term not only takes the successive and maintenance role but also proposes solutions and plans for further development in the region and the world.</p>
<p>3. Please further explain why 7% of the profit after tax was previously allocated to the Bonus and Welfare Fund, but it is now recorded as an expense and 3% of the profit after tax was allocated to the Bonus and Welfare Fund. It is necessary to clearly define what types of expenses are included in the cost, what type of expenses are used for the Bonus and Welfare fund?</p>	<ul style="list-style-type: none"> - Mr. Nguyen Chi Thanh invites Mr. Le Chanh Dao – Deputy General Director to contribute opinions on this question. Mr. Le Chanh Dao answers as follows: the BOD and the Board of Executive proposed the fund allocation based on not only the benefits of employees but also the compliance with tax regulations. - Mr. Nguyen Chi Thanh confirmed that the allocation ratio of the Bonus fund in 2018 still ensures 10% of the profit after tax. Values are not changed, only the accounting method is changed in order to bring efficiency to the business, to ensure the ratio for employees and to comply with applicable law. - Decision-making authority on the allocation of the Bonus and Welfare goes to the Board of Executive.
<p>4. Besides production and trading as the main tasks, the Company should be interested in utilizing land assets. How does DHG plan to utilize the business premise at the Head office (Nguyen Van Cu street)?</p>	<ul style="list-style-type: none"> - Mr. Nguyen Chi Thanh: Currently, DHG Pharma's assets have not been centralized, leading to ineffective utilization. However, when putting into development and investment, DHG Pharma needs to consider and ensure the rights and interests of shareholders as well as compliance with the planning policy of Cantho City People's Committee. <p>The BOD of the new term will look for appropriate investors, who meet the city's</p>

Questions and opinions of shareholders	Answers from the Presidium
	planning requirements and DHG Pharma's benefits in order to effectively utilize this land property and report at the next AGM.

13. Ms. **Ong Thanh Kieu** – Head of Shareholder Eligibility Verification Committee reports to the Meeting the report on the shareholder eligibility verification by the time of casting “voting ballot” and election ballot as follows:

No.	Shareholders attending the AGM	Number of shareholders	Number of shares	Percentage (%) of voting shares
1.	The total of voting shares in accordance with the list of shareholders dated 15 May 2019.	3,570	130,746,071	100.00%
2.	The number of absent shareholders without authorizing any parties to attend the Meeting	2,838	5,143,304	3.93%
3.	The number of shareholders attending the Meeting <i>(Including shareholders officially attending the Meeting and shareholders authorizing their attendances at the Meeting).</i>	732	125,602,767	96.07%

14. Shareholders conduct voting on the Meeting contents by “Voting ballot” and election of the members of the BOD Term IV (2019 – 2023).
15. Announcement of the voting result for the Meeting contents voted by the “voting ballot” and election result of the BOD members Term IV (2019 – 2023).

Pursuant to the minutes of Vote Counting No.002/2019/BB.ĐHĐCĐ dated 11 June 2019 announced at the Meeting by Ms. Luong Thi Thai Hien:

- 15.1. The voting results are as follows:

No.	Voting contents	For	%	Against	%	Abstain	%
01	Report No. 001/2019/BC.ĐHĐCĐ of the BOD Term III (2014 – 2018). Part 1: Report on the Company's performance Term III (2014 – 2018).	125,593,927	99.99%	0	0.00%	8,840	0,01%
02	Report No. 001/2019/BC.ĐHĐCĐ of the BOD Term III (2014 – 2018). Part 2: Report on the Company's performance in 2018	125,593,887	99.99%	0	0.00%	8,880	0,01%

No.	Voting contents	For	%	Against	%	Abstain	%
03	Report No. 001/2019/BC.ĐHĐCĐ of the BOD Term III (2014 – 2018). Part 3: Business strategies and plans 2019 – 2023	125,593,917	99.99%	0	0.00%	8,850	0,01%
04	Report No. 001/2019/BC.ĐHĐCĐ of the BOD Term III (2014 – 2018). Part 4: Business orientation and plans in 2019.	125,593,887	99.99%	0	0.00%	8,880	0,01%
05	Report No.002/2019/BC.ĐHĐCĐ of the BOS Term III (2014 – 2018).	125,593,852	99.99%	0	0.00%	8,915	0,01%
06	Report No.003/2019/BC.ĐHĐCĐ regarding the audited consolidated financial statements FY 2018	125,593,812	99.99%	0	0.00%	8,955	0,01%
07	Statement No. 001/2019/TTr.ĐHĐCĐ regarding Part 1: profit distribution in 2018	125,593,887	99.99%	0	0.00%	8,880	0,01%
08	Statement No. 001/2019/TTr.ĐHĐCĐ regarding Part 2: profit distribution plan 2019	125,574,880	99.98%	9,761	0.01%	18,126	0,01%
09	Statement No. 002/2019/TTr.ĐHĐCĐ regarding the selection of an independent auditor for 2019 financial statements.	125,592,852	99.99%	0	0.00%	9,915	0,01%
10	The resignation letter from the Supervisor position of Ms. Nguyen Phuong Thao since 25 Oct 2018.	125,592,927	99.99%	0	0.00%	9,840	0,01%
11	Statement No.003/2019/TTr.ĐHĐCĐ regarding the amendments and supplements of DHG Pharma's business lines.	124,470,588	99.10%	1,122,339	0.89%	9,840	0,01%
12	Statement No.004/2019/TTr.ĐHĐCĐ on changing the organizational structure from the BOS model to the Internal Audit Committee model under the BOD of DHG Pharma, management and control.	125,592,927	99.99%	0	0.00%	9,840	0,01%
13	Amendments and supplements of the Charter of DHG Pharma	125,592,887	99.99%	0	0.00%	9,880	0,01%
14	Amendments and supplements of the Internal Regulation on Corporate Governance of DHG Pharma	125,592,597	99.99%	0	0.00%	10,170	0,01%

As such, the contents voted by “voting ballot” have been validly passed at the Meeting because the voting percentage for each issue ensures the minimum voting percentage passed by the Resolution as stipulated in Article 25 of the Company Charter.

15.2. Announcement of the election ballot counting result of the BOD members Term IV (2019 - 2023) of DHG Pharma.

List and results of elected BOD members Term IV (2019 – 2023):

No.	Full name	Total shares of election	Win ratio
1.	Ms. Dang Thi Thu Ha	140,934,233	112.21%
2.	Mr. Jun Kuroda	140,390,036	111.77%
3.	Mr. Doan Dinh Duy Khuong	132,100,397	105.17%
4.	Mr. Masashi Nakaura	116,457,536	92.72%
5.	Mr. Maki Kamijo	116,441,687	92.71%
6.	Mr. Phan Minh Tien	116,406,423	92.68%
7.	Mr. Do Le Hung	116,413,245	92.68%

16. Ms. **Le Thi Hong Nhung** – Finance Director, the BOD’s secretary reports the minutes of the AGM 2018.

⇒ **Voting percentage by way of showing votes: 100%** of shareholders attending the Meeting unanimously pass the minutes of the AGM 2018.

17. Mr. **Doan Dinh Duy Khuong** – Interim General Director reports the Resolution of the AGM 2018.

⇒ **Voting percentage by way of showing votes: 100%** of shareholders attending the Meeting unanimously pass the resolution of the AGM 2018.

The Meeting of the AGM 2018 of DHG Pharma ends at 12:15pm on the same date.

The contents that have been passed at the Meeting shall be included in the Resolution of the AGM 2018 dated 11 June 2019 of DHG Pharma.

The minutes of the Meeting is made in 02 (two) original copies with equal legal force. The BOD’s secretary and the Company’s Administration Department keep the material.

SECRETARIAL COMMITTEE

Le Thi Hong Nhung

Vo Hoang Tam

**CHAIRMAN OF THE
ANNUAL GENERAL MEETING OF
SHAREHOLDERS 2018 OF
DHG PHARMACEUTICAL JSC**

**Nguyen Chi Thanh
CHAIRMAN OF THE BOD**

[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.]