

Draft

RESOLUTION ANNUAL GENERAL MEETING OF DHG PHARMA IN 2016

ANNUAL GENERAL MEETING OF DHG PHARMA IN 2015

- Based on the Charter of Organization and Operations issued by DHG Pharma;
- Based on the Statements and Reports of the Board of Directors and Supervisory Board submitted to the Annual General Meeting 2016 dated 04/18/2017;
- Base on the Minute No.003/2017/BB.ĐHĐCĐ of the Annual General Meeting 2016 of DHG Pharma dated 04/18/2017,

RESOLUTION

The Annual General Meeting 2016 of DHG Pharma reach a consensus on these contents below:

Article 1: Approved the reports by the BOD regarding business results of DHG Pharma in 2016; Activities and Remuneration of the BOD in 2016; Investment plan and revenue target in 2017; Report of the BS in 2016; Consolidated financial statement 2016 audited by Deloitte Vietnam Company Ltd.

No.	Items	Unit	2016
1.	Total assets as at 12/31/2016	VND bil.	3,946
2.	Owner's equity as at 12/31/2016	VND bil.	2,894
3.	Net sales	VND bil.	3,783
4.	Profit before tax	VND bil.	757
5.	Profit after tax	VND bil.	713
6.	Profit after tax of parent company's shareholders	VND bil.	710
7.	EPS (Earnings per share)	VND	6,993
8.	ROS (PAT/ Net sales)	%	18.85%
9.	ROA (PAT / Average total assets)	%	19.51%
10.	ROE (PAT / Average owner's equity)	%	26.34%

In 2017, the investment of fixed assets and leases, mergers and acquisitions, pledge, mortgage and selling assets must comply with the Charter and internal regulations of the Company.

Article 2: Consolidated business target in 2017:

Target	Year 2016	Plan 2017	+/- 2017/ 2016
Net sales	3,783 VND bil.	4,369 VND bil.	15.5%
PBT before deduction of Science & Technology Fund	757 VND bil.	820 VND bil.	8.4%
Deductive Science & Technology Fund		20 VND bil.	
PBT after deduction of Science & Technology Fund	757 VND bil.	800 VND bil.	5.7%

Article 3: Approve profit distribution 2016 and Balance of the funds after profit distribution 2016

Profit Distribution 2016:

Target	Appropriation rate 2016	Amount (VND)
Consolidated profit after tax of parent company's shareholders for attribution (1)		710,101,428,166
Dividends for 2016 (2)	35% nominal value (by cash)	305,075,155,000
Appropriating to bonus, welfare fund (3)	12% consolidated PAT of parent company's shareholders (*)	85,212,171,380
Remuneration for BOD, BS, and collaborators (4)	Following the plan	5,000,000,000
Bonus for BOD, BS, collaborators, Executive Board, key staffs (5)	Following the plan	6,070,021,247
The remaining profit will be added to the Investment & Development Fund (6) = (1-2-3-4-5)	The remaining	308,744,080,539

(*) In which: Additional of 2% consolidated PAT of parent company's shareholders to be used as a source of money to buy shares to reward managers, members assisting the BOD and key staffs and excellent individuals, ... under the purpose "Attract and Retain Talent". It also creates motivation to work effectively, to complete business targets 2016-2020 and to associate benefits with employees.

Balance of the funds after profit distribution 2016:

No.	Content	Balance at 12/31/2016	Profit distribution 2016	Balance after profit distribution 2016
1.	Bonus, welfare fund	27,749,019,305	85,212,171,380	112,961,190,685
	+ Added by parent	23,284,835,838	85,212,171,380	108,497,007,218

	<i>Company</i>			
	+ Added by subsidiaries 100% owned by DHG Pharma	4,464,183,467	-	4,464,183,467
2.	Remuneration, bonus Fund of the BOD, BS, BOM	6,862,390,429	14,068,884,894	20,931,275,323
	+ Added by parent Company	6,822,310,000	11,070,021,247	17,892,331,247
	+ Added by subsidiaries 100% owned by DHG Pharma	40,080,429	2,998,863,647	3,038,944,076
3.	Investment & Development Fund	1,204,418,584,654	308,744,080,539	1,513,162,665,193
	+ Added by parent Company	1,204,418,584,654	308,744,080,539	1,513,162,665,193
	+ Added by subsidiaries 100% owned by DHG Pharma	-	-	-

Balance of the funds does not include subsidiaries 51% owned by DHG Pharma (SH Pharma and Fuji Medic)

Article 4: Approve profit distribution plan of 2017:

Target	Estimated appropriation rate in 2017
Consolidated profit after tax of parent company's shareholders for attribution	
Dividends for 2017	30% nominal value (by cash)
Appropriating to the Bonus, welfare fund	10% consolidated PAT of parent company's shareholders
Remuneration for BOD, BS, and collaborators	5,000,000,000 dong
Bonus for BOD, BS, collaborators, Executive Board, key staffs in 2017	5% growth of consolidated PAT of parent company's shareholders
The remaining profit added to the Investment & Development fund	The remaining

Article 5: Authorize the Board of Directors in collaboration with the Board of Supervisory to select one of the following two audit firms to audit the financial statements in 2017 of DHG Pharma and its subsidiaries:

1. Deloitte Vietnam Company Ltd.
2. Pricewaterhouse Coopers Vietnam Ltd. (PwC)

Article 6: Approve the plan of rebuying of treasury shares for selling to employees at preferential price:

- Basis: Buy treasury shares to sell to employees at preferential price

- Condition for issuance: The Company must exceed the consolidated after-tax profit in 2017, 2018. This target was approved by the Board of Directors in accordance with Resolution No.004/2016/NQ.HDQT dated 04/05/2016 in the 5-year strategy (2016-2020) as follows:

Target	2017	2018
Consolidated PAT (billion VND)	768	857

- The number of shares per year: based on the completion rate of annual after-tax profit and no more than 500,000 shares per year.
- Preferential price for employees: not lower than the book value of the Company recorded in the closest audited financial statements.
- Issued subjects: Management staffs, assistances to the BOD, key staffs, excellent individuals, and other employees on the list approved by the BOD (including subsidiaries of DHG Pharma).
- Expected time: in 2018, 2019.
- Transfer limitation of each issuance: 03 years from the date when all selected members complete the payment of shares.
- Preferential source for employees to buy treasury shares: no more than 50% of after-tax profit exceeded the plan in 2017 and 2018.
- Funds for buying treasury shares including: selected members to make the payment, Capital surplus and Investment & Development fund.
- At the same time with this program, the Trade Union is allowed to use Bonus and Welfare fund and be a representative to buy shares for rewarding the above members.
- Authorize the Board of Directors:
 - + Develop regulations and implement the program.
 - + Decide on the quantity of shares, the buying price of treasury shares, the preferential selling price of the selected members and handling the difference of the shares' quantity.
 - + Decide selection criteria, distribution list, number of shares distributed to each member in each year.
 - + The regulation of share withdrawal in case of members allowed to sell bonus shares leaving jobs during the period of transfer restriction.
 - + In some cases, the Board of Directors may authorize the General Director to perform one or more of the above mentioned tasks.

Article 7: Approve the plan to issue shares to increase share capital from owners' equity. Issued rate: 2:1

- Name of issued share: DHG Pharmaceutical Joint Stock Company
- Stock ticker: DHG
- Type of shares: Common share

- Par value: VND 10,000/share (Ten thousand dong/share)
- Total issued shares: 87,164,330 shares
- Outstanding shares: 87,164,330 shares
- Number of treasury shares: 0 share
- Issued rate: 2:1 (shareholders holding two (02) shares of DHG on the last registration date will receive one (01) additional issued share)
- Total number of estimated shares to be issued: 43,582,165 shares
- Total estimated value to be issued by par value: VND 435,821,650,000 (Four hundred and thirty five billion, eight hundred and twenty one million, six hundred and fifty thousand dong)
- Estimated share capital (charter capital) after issuance of additional shares to existing shareholders: 1,307,464,950,000 (One thousand three hundred and seven billion, four hundred and sixty four million, nine hundred and fifty thousand dong)
- The number of additional shares will be rounded down to the tens and the odd shares will be canceled.
- Plan to solve odd shares: remaining Investment and Development fund
- Implemented capital: Investment and Development fund
- Issued purpose: increase share capital from owners' equity
- Estimated time: 2nd - 3rd Quarter/2017
- Depository, listing and registration for transaction: The number of bonus shares will be additionally deposited at HCM Vietnam Securities Depository and listed and registered for transaction at the HCM Stock Exchange.
- Implemented method: Assign the Board of Directors to complete the report to the State Securities Commission and implement the plan of additional share issuance, depository, listing and registration trading for existing shareholders to increase share capital of the Company in 2017.
- Authorize the Board of Directors to carry out the procedures for amending the Charter, the change of business registration corresponding to the new charter capital after the completion of additional issuance to existing shareholders.

Article 8: Approve the dismissal of Mrs. Dang Pham Minh Loan from 07/20/2016 and Mr. Shuhei Tabata from 03/24/2017 as a member of the Board of Directors in term III (2014 - 2018)

Article 9: Approve the additional election of **Mr. Jun Kuroda** as a member of the Board of Directors in term III (2014 - 2018).

Article 10: Approve opening up the foreign ownership limit at DHG Pharma to over 49% (FOL)

Authorize the Board of Directors and the Board of Management to set up a project team to deal with matter of foreign ownership limit in accordance with Vietnamese

law, exploiting opportunities and strengths, limiting the challenges and reducing the lowest impact on the strategic goals to 2020, vision - mission - core values and trademark of DHG Pharma.

Article 11: The Board of Directors, the General Director, the legal representative of DHG Pharma in term III (2014 - 2018) are responsible for implementing the contents approved at the Meeting in accordance with Charter of the Company and current Law. The Board of Supervisory in term III (2014 - 2018) is responsible for inspecting and supervising the implementation of the contents approved at the Meeting.

The resolution was approved by the Annual General Meeting 2016 of DHG Pharma on 04/18/2017 and is made in 04 (four) copies of equal value.

**ON BEHALF OF AGM 2016
CHAIRMAN**

Receivers:

- Member of BOD, BS;
- Shareholders of the Company;
- State Securities Commission;
- Ho Chi Minh Stock Exchange;
- Vietnam Securities Depository;
- DHG Pharma website;
- Mass media;
- Storing: BOD's secretary, AT.

Hoang Nguyen Hoc