

**STATEMENT SUBMITTED TO THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020**

***(RE: Dismissal of an Independent Board Member and
Election of an Independent Board Member as a replacement
for the remaining time of Term IV (2019 - 2023) at DHG Pharma)***

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

- Pursuant to Enterprise Law No.59/2020/QH14 dated 17 Jun 2020;
- Pursuant to the Charter of DHG Pharmaceutical Joint Stock Company (DHG Pharma) issued on 06 Jul 2020;
- Pursuant to the Internal Regulation on the Corporate Governance issued on 29 Jul 2019,

The Board of Directors (BOD) of DHG Pharma respectfully submits to the General Meeting of Shareholders for consideration and approval of the following issues:

1. Dismissal of an Independent Board Member:

Mr. Phan Minh Tien is dismissed from the position as an Independent Board Member Term IV (2019 - 2023) from the end of the Annual General Meeting of Shareholders (AGM) on 19 Apr 2021.

Reason: On 19 Mar 2021, Mr. Phan Minh Tien submitted his resignation letter from the Independent Board Member position to the BOD of DHG Pharma (his resignation letter has been enclosed).

2. Election of an Independent Board Member as a replacement

- Pursuant to Notice No.001/2021/TB.DHĐCĐ dated 26 Mar 2021 on the election of an Independent Board Member of DHG Pharma as a replacement, the BOD requested shareholders to perform the candidacy and nomination of the Independent Board Member.
- As at 4:30pm on 05 Apr 2021, the BOD of DHG Pharma did not receive any candidacy or nomination of shareholders/ groups of shareholders.
- Pursuant to the law and Article 33, Charter of DHG Pharma on candidacy and nomination of members of the Board of Directors:

“When the number of the candidates for the Board of Directors through nomination and candidacy fails to reach the minimum number, the incumbent Board of Directors can introduce or nominate more candidates in accordance with this Charter and the internal regulation on corporate governance. The introduction

of candidates by the Board of Directors must be published clearly before the General Meeting of Shareholders votes for the Board of Directors' members”

The BOD of DHG Pharma introduces to the General Meeting of Shareholders a candidate joining as an Independent Board Member of DHG Pharma for the remaining time of Term IV (2019 – 2023), specifically as follows:



Full name of the candidate: NGUYEN THI VIET THANH

Gender: Female

Date of birth: 12 Jun 1979

Place of birth: Hanoi, Vietnam

- + Professional qualification: Bachelor of Economics – Foreign Trade University
- + Professional/working experience:

Time	Position	Name of organizations
Mar/2011 – Now	Founder & Executive Director	Anphabe JSC
Oct/2008 - Mar/2011	Founder & Executive Director	Caravat JSC – Navigos Group's subsidiary
Jan/2005 - Sep/2008	Brand Manager – Southeast Asia	Unilever Southeast Asia
Apr/2003 - Dec/2004	Brand Manager	Unilever Vietnam
Oct/2001 - Mar/2003	Assistant of Brand Manager	Unilever Vietnam

- + Current position: Founder & Executive Director of Anphabe Joint-stock Company
- + Number of shares held in DHG Pharma: Nil

(The declaration of information proving the independence of the candidate has been enclosed)

Kindly submit to the AGM for consideration and election for the Independent Board Member of DHG Pharma as a replacement by the method of cumulative voting.

Best regards./.

Recipients:

- As kind attn;
- Archived: BOD secretary.

**OBO. THE BOARD OF DIRECTORS
BOD MEMBER, GENERAL DIRECTOR**

Masashi Nakaura

[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.]

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RESIGNATION LETTER

**Kind Attn to: - The General Meeting of Shareholders of DHG Pharmaceutical JSC
- The Board of Directors of DHG Pharmaceutical JSC**

Pursuant to the Charter of Organization and Operation of DHG Pharmaceutical JSC,

My name is Phan Minh Tien. Currently, I am the Independent Board Member of DHG Pharmaceutical JSC (the Company).

Please kindly accept my resignation from the position of Independent Board Member of the Company.

Reason:

Effective time: since when the General Meeting of Shareholders approves this resignation letter.

Respectfully submit to the General Meeting of Shareholders and the Board of Directors for approving my resignation letter.

Best regards,

Ha Noi, 19th March 2021

Applicant

(signed)

Phan Minh Tien

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**Declaration for the purpose of verifying independence and
commitment of an Independent Board Member of
DHG Pharmaceutical Joint Stock Company Term IV (2019 - 2023)**

Full name: NGUYEN THI VIET THANH

ID/Passport No.: _____ issue on: _____ at: _____

Permanent address: _____

Contact address: _____

In order to provide adequate information for completion of the Independent Board Member profile and to improve transparent information for DHG Pharmaceutical Joint Stock Company (DHG Pharma) as well as all shareholders of the Company, I kindly provide relevant information related to the independence as follows:

(Guidance for declaration: the candidate marks "X" in the "Yes" or "No" and writes relevant information in the "Detailed content" if marking "Yes").

No.	Requirements for the independence	Yes	No	Detailed contents
1. Criteria for the independence of employee relations				
1.1.	Does the candidate hold a position as General Director, Deputy General Director, Chief Accountant and other titles appointed by the Board of Directors?		x	
1.2	Is the candidate working for DHG PHARMA or DHG PHARMA's subsidiaries?		x	
1.3	Was the candidate an employee at DHG PHARMA or DHG PHARMA's subsidiaries for at least three (03) consecutive years?		x	
1.4	Is the candidate being paid salary and remuneration from DHG PHARMA except for allowances for a member of the Board of Directors in accordance with regulations?		x	
1.5.	Is the candidate a related person with the Enterprise Executive of DHG PHARMA or DHG PHARMA's subsidiaries?		x	
1.6	Has the candidate been a member of the Board of Directors, the Board of Supervisory of DHG PHARMA for at least five (05) consecutive years?		x	
2. Criteria for the independence of audit relation and consultancy				
2.1.	At the present and in the last two (02) years, has the applicant had direct or indirect ownership interests or has he/she been an employee of a current or former legal consulting and audit firm of DHG Pharma or a related person?		x	

No.	Requirements for the independence	Yes	No	Detailed contents
2.2.	Is the candidate a consultant or a joint-venture partner, an affiliated partner of DHG Pharma as well as a related person?		x	
3. Criteria for the independence of ownership and economic relations				
3.1.	Is the candidate a direct or indirect owner of at least 1% of voting shares of DHG PHARMA?		x	
3.2.	Is the candidate a related person of the major shareholder of DHG PHARMA?		x	
3.3.	Is the candidate a partner or a related person of partner who has annual transaction with DHG Pharma, accounting for thirty percent (30%) or more of the total sales or total value of goods and service of the Company in the last two (02) years?		x	

I hereby verify that the declaration for the purpose of verifying the independence for the Independent Board Member position is completely honest, accurate and reasonable.

If I am elected as the Independent Board Member of DHG Pharma, I hereby undertake that:

- I shall remain the independence during the term or shall report to the Board of Directors once the independence has not been guaranteed.
- I shall fulfill responsibilities and authorities of the Independent Board Member in accordance with the Company's Charter, the Internal Regulation on Corporate Governance and other tasks assigned by the Board of Directors.

Best regards.

Ho Chi Minh, 06th April 2021

APPLICANT

(signed)

NGUYEN THI VIET THANH

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