

**REFERENCE TABLE**  
**SUPPLEMENTS AND AMENDMENTS TO THE CHARTER OF DHG PHARMACEUTICAL JSC AT**  
**THE EXTRAORDINARY GENERAL MEETING IN THE FORM OF ABSENTEE VOTING 2017**

**I. Basis of supplements and amendments:**

1. The Law on Enterprises No. 68/2014/QH 13 dated 26 November 2014, takes effect from 01 July 2015 (shall be hereinafter referred to as LDN 2014);
2. The Decree No. 71/2017/NĐ-CP dated 06 June 2017, takes effect from 01 August 2017 (shall be hereinafter referred to as ND 71). Annulment of Circular No. 121/2012/TT-BTC dated 26 July 2012 of the Ministry of Finance on corporate governance regulation applied to public companies (shall be hereinafter referred to as TT 121/2010).

**II. Reference instruction**

1. ***Bold italic text: new supplements and amendments***
2. ~~Strikethrough text: supplemented and amended contents~~
3. *Italic text: content which is moved for an easy reference*

**III. Contents of supplements**

Current Charter dated 09 June 2017	Recommended contents for supplements and amendments	Interpretation
<b>Article 1. Scope and regulated entities</b>	<b>Article 1. Scope and regulated entities</b>	
This Charter is a basic document that regulates on the issues related to DHG Pharma’s organization, management and activities. Shareholders, members of the Board of Directors (BOD), Supervisors, General Director, and <del>other managers</del> , and all DHG Pharma’s employees must be responsible for respectation and execution of this Charter.	This Charter is a basic document that regulates on the issues related to organization, management and activities of <b><u>DHG Pharma (as defined in article 2 below)</u></b> . Shareholders, BOD members, Supervisors, General Director, <b><u>Managers and Enterprise Executives (as defined in article 2 below)</u></b> , and all DHG Pharma’s employees must be responsible for respectation and execution of this Charter.	

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<b>Article 2. Explanation of terms</b>	<b>Article 2. Explanation of terms</b>	
1. In this Charter, the terms below are construed as follows:	1. In this Charter, the terms below are construed as follows:	
<p><del>m. "Managers" are the General Director, Deputy General Director, Chief accountant, and other management positions in DHG Pharma approved by the BOD;</del></p>	<p><b><i>m. "Managers" are the Chairman of the BOD, members of the BOD, General Director, person who holds another managerial position are entitled to enter into DHG PHARMA's transactions on behalf of DHG PHARMA according to the Charter or the decisions of the AGM or decisions of the BOD of DHG PHARMA depending on the period (if any).</i></b></p>	<p>Clause 4 Article 2 ND 71 stipulates: the enterprise manager specified in Clause 18 Article 4 LDN.</p> <p>Clause 18 Article 4 LDN 2014 stipulates: Enterprise manager is the owner of a private enterprise, and member of a partnership, who is either the Chairperson of the Board of members, a member of the Board of members, the company's Chairman, the Chairperson of the BOD, a BOD member, the Director/General Director, or a person holding another managerial position who is entitled to enter into the company's transactions on behalf of the company according to the company's charter.</p> <p>The sample Charter of this Circular is attached to TT121 which stipulates the manager not including the people specified in Clause 18 Article 4 LDN 2014.</p> <p>Currently, ND 71 is accorded with LDN 2014 to ensure to separate clearly between the position of the Enterprise Executives and the Enterprise Managers.</p>

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	<p><b><u>n. “The Enterprise Executives” is the General Director, Deputy General Director, Chief accountant, Functional Director, and other positions within the appointed competence of the BOD.</u></b></p>	<p>This amendment is made to be in accordance with Clause 5 Article 2 ND71: the Enterprise Executive is the Director (General Director), Deputy Director (Deputy General Director), Chief accountant, and other Enterprise Executives prescribed by the company’s Charter.</p> <p>The former sample Charter is promulgated by TT 121/2010/TT-BTC which stipulates "Managers" is the Director (General Director), Deputy Director (Deputy General Director), Chief accountant, and other management positions in the Company approved by the BOD.</p> <p>Therefore, the Managers according to TT 121/2010 stipulated in ND 71 as Enterprise Executives, are not the Enterprise Managers specified in Clause 18 Article 4 LDN 2014.</p> <p>Currently, the Executive Board of DHG PHARMA includes the Board of Management (BOM) and Chief Accountant and other managers like Funtional Directors.</p> <p>As a result, the adjustment of the term “Managers” to “the Enterprise Executives” is</p>

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		suitable with ND71 and the current management status of DHG PHARMA and not contrary to LDN 2014.
n. "Related person" means any organization or individual that has a direct or indirect relationship with DHG PHARMA including the following cases prescribed by Clause 17, Article 4 of the Law on Enterprises.	o. "Related person" means any organization or individual that has a direct or indirect relationship with DHG PHARMA including the following cases prescribed by Clause 17, Article 4 <b><u>LDN 2014 and Clause 34 Article 6 the Law on Securities.</u></b>	This amendment is made to be in accordance with Clause 9 Article 2 ND71
q. "Non-executive members of the BOD" are members of the BOD that are not the General Director, Deputy General Director, Chief accountant and <del>other managers</del> designated by the BOD.	r. "Non-executive members of the BOD" are members of the BOD that are not the General Director, Deputy General Director, Chief accountant and <b><u>other titles</u></b> designated by the BOD.	This amendment is made to be in accordance with Clause 6 Article 2 ND71
r. <del>"Independent members of the BOD" are members of the BOD that satisfy the following conditions:</del>	<b><u>s. "Independent members of the BOD" are BOD members that satisfy the following standards and conditions:</u></b>	This amendment is made to be in accordance with Clause 7, Article 3 ND71 and Clause 2 Article 151 LDN 2014
<del>Being a non-executive member of the BOD and not related to the General Director, Deputy General Director, Chief accountant and other managers designated by BOD;</del>	<b><u>i. Not being a current employee of DHG PHARMA or its subsidiaries; Not being a person that used to work for DHG PHARMA or its subsidiaries over the previous 03 consecutive years;</u></b>	
<del>Not being a BOD member, the Director and Deputy Director of subsidiaries, associate companies, or companies that are hold more than 20% of votes by DHG PHARMA;</del>	<b><u>ii. Not being a person receiving salaries, wages from DHG PHARMA, except for the benefits to which BOD members are entitled in line with provisions;</u></b>	
<del>Not being a major shareholder or the representative of major shareholder, or relevant person of the major shareholder of the company</del>	<b><u>iii. Not being a spouse, birth parent or sibling being a major shareholder of DHG PHARMA, being a manager of DHG PHARMA or DHG PHARMA's subsidiaries;</u></b>	

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Not working for organizations that provide legal consulting or audit services for DHG Pharma within the previous two (02) years;	<i>iv. <u>Not directly or indirectly hold at least 1% of DHG PHARMA's voting shares</u></i>	
Not being the partner or the relevant person of the partner whose transaction value with the company account for 30% or more of the total revenue, or total value of goods and services purchased by the company within the previous two (02) years.	<i>v. <u>Not ever hold the position of BOD members, the BOS of DHG PHARMA for at least previous 05 consecutive years.</u></i>	
<b>Article 3. Name, form, head office, branches, representative offices and duration of operation</b>	<b>Article 3. Name, form, head office, branches, representative offices and duration of operation</b>	
1. Company's name:	1. Company's name:	
<del>Transaction name</del> <b>DHG PHARMACEUTICAL JOINT-STOCK COMPANY</b>	<b>- <u>English name:</u> DHG PHARMACEUTICAL JOINT-STOCK COMPANY</b>	This amendment is made to be in accordance with current Certificate of Business registration.
3. Registered head office of DHG PHARMA is	3. Registered head office of DHG PHARMA is	
- Tel: (84 – 710) 3891 433	- Tel: (+84 – <b>292</b> ) 3891 433	Updated the new area code of Can Tho city
- Fax: (84 – 710) 3895 209	- Fax : (+84 – <b>292</b> ) 3895 209	
<b>Article 15: Rights of shareholders</b>	<b>Article 15: Rights of shareholders</b>	
2. People holding common shares have the following rights:	2. People holding common shares have the following rights:	
	<i><b><u>a. The right to be treated equally. Each share of the same type gives its shareholders the equal rights, obligations and interests;</u></b></i> <i><b><u>b. The right to fully access the periodical and unscheduled information published by DHG PHARMA in accordance with regulations of law.</u></b></i>	This amendment is made to be in accordance with Article 4 ND71

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	<p><b><u>c. Shareholders have the right to protect their legal rights. In case the decision of the General Meeting violates the law or the Charter or the decision of the BOD in contrary to the provisions of law or the Charter causing damage to DHG PHARMA, shareholders have the right to propose the cancellation or suspension of the decision in accordance with the Law on Enterprises;</u></b></p>	
<p><b>Article 16. Obligations of shareholders</b></p>	<p><b>Article 16. Obligations of shareholders</b></p>	
<p>2.The organizations and individuals who become major shareholders of DHG Pharma, apart from the obligations prescribed by Clause 1 this Article must also fulfill obligations to report to DHG Pharma, the State Securities Commission and the Stock Exchange or <del>Securities trading centers</del> where stocks of DHG Pharma are listed within seven days after they become majority shareholders. A report on a majority shareholder's ownership covers the following contents:</p>	<p>2. The organizations and individuals who become major shareholders of DHG Pharma, apart from the obligations prescribed by Clause 1 this Article <b><u>and publish information in accordance with regulations of law</u></b> must also fulfill obligations to report to DHG Pharma, the State Securities Commission and the Stock Exchange where stocks of DHG Pharma are listed within seven days after they become majority shareholders. A report on a majority shareholder's ownership covers the following contents:</p>	<p>This amendment is made to be in accordance with Article 5 Clause 2 ND71</p>
	<p><b><u>4. Major shareholders must not take advantages of their influences to affect the rights and interests of the company and other shareholders in accordance with regulations of law and DHG PHARMA's Charter</u></b></p>	<p>This amendment is made to be in accordance with Article 5 Clause 1 ND71</p>
<p>4. The provisions of Clause 2 and 3 of this Article also apply to relevant persons who own 5% or more of DHG Pharma's voting shares.</p>	<p>5. The provisions of Clauses 2, 3 <b><u>and 4</u></b> of this Article also apply to relevant persons who own 5% or more of DHG Pharma's voting shares.</p>	
<p><b>Article 18. Rights and duties of the Annual General Meeting (AGM)</b></p>	<p><b>Article 18. Rights and duties of the AGM</b></p>	
<p>1. The AGM shall be held at least once a year and it is not held in the form of absentee voting. The AGM has the right to discuss and approve:</p>	<p>1. An AGM shall be held at least once a year and it is not held in the form of absentee voting of <b><u>shareholders</u></b>. The AGM has the right to discuss and approve:</p>	<p>This amendment is made for clarification</p>

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2. The AGM and Extraordinary General Meeting carry out the following issues:	2. The AGM and Extraordinary General Meeting carry out the following issues:	
p. Report of the Board of Supervisory (BOS) on self-assessment report of the BOS; the assessment results of the company's operation and finance; The results of the supervision over the BOD members, the General Director and other managers, the reports on the cooperation between the BOD, the Executive General Director and other managers;	p. Report of the BOS on: i. Report on performances of the BOS; ii. The assessment results of DHG PHARMA's operation and finance; iii. The results of the supervision over <b><u>the Enterprise managers</u></b> and <b><u>the Enterprise Executives</u></b> ; iv. The reports on the cooperation among the BOD, General Director, and <b><u>shareholders</u></b> .	These supplements and amendments are made to be in accordance with Clause 4, 5 Article 10 ND 71
	<b><u>t. Approving internal corporate governance principles of DHG PHARMA;</u></b>	This amendment is made to be in accordance with Clause 1 Article 7 ND 71
<b>Article 21. Convening AGMs, meeting agenda and giving notice to the AGMs</b>	<b>Article 21. Convening AGMs, meeting agenda and giving notice to the AGMs</b>	
2. The person who convenes the AGMs must carry out the following duties:	2. The person who convenes the AGMs must carry out the following duties:	
	<b><u>b. Publish information about the list of shareholders who have the right to participate in the AGMs in accordance with Clause a of this Article at least 20 days before the deadline of registration.</u></b>	This supplement is made to be in accordance with Clause 1, Article 8 ND 71
3. The notice of the AGM must include a meeting agenda and relevant information on issues to be discussed and voted on at the meeting, absentee ballots and forms of power of attorney.	3. The notice of the AGM must include a meeting agenda and relevant information on issues to be discussed and voted on at the meeting, absentee ballots and forms of power of attorney.	
a. <del>The notice is sent by a registered method to shareholder's address; Also shall be posted on the company's website and posted on central or local daily newspapers (if needed).</del>	<b><u>The notice is sent by a registered method to shareholder's address or posted on DHG Pharma's website</u></b>	

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<p><del>4. Auditor or the representative of independent audit firm may be invited to participate in the AGM to give opinions at the AGM on audit issues.</del></p>	<p><b><u>4. In cases where the audited financial statements of DHG PHARMA have significant exceptions, DHG PHARMA may invite representatives of independent auditing firm to attend the AGM.</u></b></p>	<p>This amendment is made to be in accordance with Clause 4 Article 8 ND 71</p>
<p><b>Article 24. Procedures for conducting the meeting and voting at the AGM</b></p>	<p><b>Article 24. Procedures for conducting the meeting and voting at the AGM</b></p>	
<p>1. On the day of the AGM, DHG PHARMA must perform the procedures for registration of shareholders and fulfill the registration until shareholders who are entitled to attend the meeting present and complete the registration.</p>	<p>1. On the day of the AGM, DHG PHARMA must perform the procedures for registration of shareholders and fulfill the registration until the shareholders entitled to attend the meeting complete the registration.</p>	
<p><b>Article 25. Approving the AGM's decisions</b></p>	<p><b>Article 25. Approving the AGM's decisions</b></p>	
<p><del>1. Unless cases specified in Clause 2 of this Article, decisions of the AGM on the following issues shall be passed by 65% or more of the total votes of the shareholders entitled to vote present or through an authorized representative at the AGM:</del></p>	<p><b><u>1. The AGM's decisions shall be adopted when they are approved by a number of shareholders that represents at least 51% of all votes of directly attending shareholders with the following issues:</u></b></p>	<p>Restructuring to be in accordance with Article 144.2 LDN 2014</p>
<p><del>a. Approval of annual financial statement; b. Short term and long term development plans of DHG PHARMA; c. Election, dismissal, removal and replacement of BOD members, the BOS and making report on the appointment of Executive General Director by the BOD. d. Other issues within the competence of the AGM which are not banned in Clause 2 of this Article.</del></p>	<p><b><u>a. Approval of annual financial statement;</u></b> <b><u>b. The annual dividend payment for each class of shares is consistent with the Law on Enterprises and the rights attached to that class of shares;</u></b> <b><u>c. Total remuneration of members of the BOD and the BOS and the remuneration report of the BOD and the BOS;</u></b> <b><u>d. Inspection and handling of violations of the BOD or the BOS causing damages to DHG PHARMA and shareholders of DHG PHARMA;</u></b></p>	



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	<p>e. <u>Business and production operation of DHG PHARMA;</u></p> <p>f. <u>Report of the BOD on the governance and performances of the BOD and each member of the BOD;</u></p> <p>g. <u>Report of the BOS on their performance; the assessment results of DHG PHARM's operation and finance; Supervisory results for members of the BOD, the BOM and the Enterprise Executives; A report evaluating the coordination of activities between the BOD, the General Director and Shareholders; and</u></p> <p>h. <u>Selection of audit firms.</u></p>	
<p><del>2. Decisions of the AGM regarding the amendment and supplement of the Charter, types of shares and number of shares offered for sale, merger, reorganization and dissolution of DHG PHARMA, sale of assets of DHG Pharma or its branches, or purchase transaction carried out by DHG PHARMA or its branches valued at 25% or more of the total value of assets of DHG PHARMA calculated in accordance with the most recent audited financial statements shall be released only. These decisions will be approved if there are 65% or more of the total number of voting shareholders present in person or through authorized representatives present at the AGM</del></p>	<p><b><u>2. Decisions of the AGM shall be adopted when 65% or more of the total number of votes of all voting shareholders agree on the following issues.</u></b></p>	<p>Restructuring the content to be in accordance with Article 144.1 LDN 2014</p>
	<p>a. <u>Approving development orientation of DHG Pharma;</u></p> <p>b. <u>Number of members of the BOD and the BOS;</u></p> <p>c. <u>Approve dismissal, removal and replacement of</u></p>	

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	<p><u>members of the BOD and the BOS;</u></p> <p>d. <u>Amendment and supplement of the Charter;</u></p> <p>e. <u>Class of shares and number of newly shares issued for each class of shares;</u></p> <p>f. <u>Re-organization, dissolution and insolvency of DHG PHARMA;</u></p> <p>g. <u>Decision on investment to projects, transactions of sale or purchase of assets of DHG PHARMA with a value of 25% or more of the total value of assets of DHG Pharma recorded in the most recent audited financial statements of DHG PHARMA;</u></p> <p>h. <u>Redemption of 10% or more of any one class of issued shares of DHG Pharma;</u></p> <p>i. <u>DHG PHARMA or subsidiaries of DHG PHARMA sign contracts with persons defined in Article 162.1 of the Law on Enterprise with a value of 25% or more of the total value of assets of DHG PHARMA recorded in the most recent audited financial statement and transactions specified in Clauses 3 and 4, Article 49 of this Charter;</u></p> <p>j. <u>Change of business lines;</u></p> <p>k. <u>Change in the organizational structure of DHG PHARMA under the provisions of Article 134 of the Law on Enterprises; and</u></p> <p>l. <u>Other matters (except for the contents in Clause 1 and Clause 3 of this Article) in accordance with the provisions of the law and/ or the Charter that shall be passed by the AGM.</u></p>	
	<p>3. <u>The AGM's decisions shall be ratified when they are approved by a number of shareholders that represents from 85% or more of votes of directly attending shareholders or via an authorized</u></p>	<p>Restructuring to be in accordance with Article 144.1 LDN 2014, while ensuring the maintenance and development</p>

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	<p><b><u>representative attend the Annual General Meeting with any change of DHG Pharma's current names (including Vietnamese name, English name and abbreviated name), trade names, domain names, brand names, trademarks, logos, designs, other signs of DHG or any deviation thereof (including but not limited to trade names, brand names, trademarks or logos using "DHG", "DHG Pharma")</u></b></p>	of DHG Pharma trademark.
<p><b>Article 26. Competence and procedures for opinion in the form of absentee voting to adopt the decision of the General Meeting</b></p>	<p><b>Article 26. Competence and procedures for opinion in the form of absentee voting to adopt the decision of the General Meeting</b></p>	
<p>The decisions of the General Meeting shall be ratified in the form of absentee voting when they are approved by a number of shareholders that represents at least 65% of the total approved shares with voting rights.</p>	<p><b>The decisions of the General Meeting shall be ratified in the form of absentee voting if the number of approved shares of shareholders represents at least: <u>(i) the issue was stipulated in Clause 1 Article 25 is 51% (ii) the issue was stipulated in Clause 2 Article 25 is 65% and (iii) the issue referred to Clause 3 article 25 is 85% of the total approved shares with voting rights.</u></b></p>	This amendment is made for clarification
<p><del>2. The BOD must prepare absentee ballots, draft decisions of the AGM and documents explaining the draft decisions. The absentee ballots attached to the draft decisions and explanatory documents must be sent by a registered method to registered permanent address or contact address of each shareholder;</del></p> <p>The BOD must ensure to send and disclose the documents for at least fifteen (15) days before the the deadline to receive absentee ballots.</p>	<p><b><u>2. The BOD must prepare absentee ballots, draft decisions of the AGM, documents explaining the draft decisions and send them to all shareholders with voting rights for at least 10 days before the deadline to re-send the absentee ballots. The list of shareholders sending absentee ballots shall be made according to Clause 1 and 2, Article 21 of this Regulation. The requirements and methods for sending absentee ballots and enclosed documents are complied with the provisions of Clause 3, Article 21 of this Regulation.</u></b></p>	This amendment is made to be in accordance with Clause 2 Article 145 LDN 2015
<p><del>4. Absentee ballots must be signed by shareholders being individuals or by the authorized representatives or the representatives at law of shareholders being</del></p>	<p><b><u>4. Shareholders may send completed absentee ballots to the company in the following manner:</u></b></p> <p><b><u>a) By postal mail. The completed absentee ballots</u></b></p>	This amendment is made to be in accordance with Clause 4 Article 145 LDN 2014

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<p>organizations.</p> <p>Absentee ballots sent to DHG Pharma must be put in sealed envelopes and no person shall be entitled to open before the vote counting. Absentee ballots sent to the company after the deadline written therein, or absentee ballots sent by post in envelopes that are opened, are all invalid.</p>	<p><b><u>must bear the signature of the shareholder if the shareholder is an individual, or signature of the authorized representative or legal representative if the shareholder is an organization. Every absentee ballot sent to the company must be put in sealed envelopes and no person shall be entitled to open before the vote counting;</u></b></p> <p><b><u>b) By fax or email. Absentee ballots sent by fax or email must be kept confidential until the vote counting time.</u></b></p> <p><b><u>Absentee ballots sent to the company after the deadline written therein, absentee ballots sent by post in envelopes that are opened, absentee ballots sent by fax or email that are revealed are all invalid. If an absentee ballot is not submitted, it will be excluded from voting;</u></b></p>	
<p><b>Article 29. Power and duties of the BOD</b></p>	<p><b>Article 29. Power and duties of the BOD</b></p>	
	<p><b><u>1. The BOD takes responsibility to the shareholders for DHG PHARMA's operations; Treat fairly all the shareholders and protect the interests of the persons whose interests are related to DHG PHARMA; Also, ensure the operations of the company in compliance with regulations of law and DHG PHARMA's Charter and internal regulations.</u></b></p>	<p>This supplement is made to be in accordance with Clause 1,2 and 3 Article 15 ND 71</p>
<p>2. Members of the BOD and relevant persons must report their <del>transactions of purchasing and selling share</del> to the State Securities Commission, the Stock Exchange/Securities trading center and publish the information of such transactions as prescribed by law.</p>	<p>3. Members of the BOD and relevant persons must report when <b><u>trading the shares of DHG PHARMA</u></b> to the State Securities Commission, the Stock Exchange and publish the information of such transactions as prescribed by law.</p>	<p>This amendment is made to be in accordance with Item d Clause 2 Article 14 ND 71</p>
<p>3. The BOD is responsible for supervising the General Director and other managers.</p>		<p>This Clause has been deleted because it is similar to Clause 4.b.x Article 29 of the current</p>

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		Charter.
4. The rights and obligations of the BOD shall be regulated by law, the Charter and the internal regulation of DHG PHARMA and the decision of the Annual General Meeting. Specifically, the BOD has the following powers and duties:	<i>4. The rights and obligations of the BOD shall be regulated by law, the Charter and the internal regulation of DHG PHARMA and the decision of the Annual General Meeting. Specifically, the BOD has the following powers and duties:</i>	Rearrangement for an easy reference
	<i>a. Rights to propose:</i>	
	<b><u>vii. Develop the internal regulations on corporate governance of DHG PHARMA and submit to the AGM for approval.</u></b>	This amendment is made to be in accordance with Clause 4 Article 15 ND 71
	<b><u>ix. Report on performances of the Board of Directors to the AGM;</u></b>	This supplement is made to be in accordance with Article 15.5 of ND 71
	<i>a. Rights to decide:</i>	
t. Supervise, direct the General Director and <del>other managers</del> to run the company's daily business operation;	<i>x. Supervise, direct the General Director and <b><u>Enterprise Executives</u></b> to run DHG PHARMA daily business operation;</i>	This amendment is made to be in accordance with <i>Item k Clause 2 Article 149 LDN 2014</i>
	<i>c. Rights to decide on personel:</i>	
p. Elect, dismiss the Chairman of the BOD; designate, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director or <del>other managers</del> or DHG PHARMA's representative, when the BOD assumes that it is for the supreme benefit of DHG PHARMA. The above dismissal shall not be contrary to the contractual rights of the dismissed people (if any);	<i>i. Elect, dismiss the Chairman of the BOD; designate, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director or <b><u>Enterprise Executives</u></b> or DHG PHARMA's representative, when the BOD assumes that it is for the supreme benefit of DHG PHARMA. The above discharge shall not be contrary to the contractual rights of the dismissed people (if any);</i>	Currently, the Enterprise executives of DHG Pharma is the funtional Directors who are designated by the BOD, the managers are designated by General Director.
j. Appointing and dismissing <del>the managers</del> of the Company at the request of the General Director and make decision on their salary rate;	<i>ii. Appointing and dismissing the <b><u>Enterprise Executives</u></b> of the Company at the request of the General Director and make decision on their salary rate;</i>	

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	<b><u>iii. Require the independent BOD Member to submit annual reports on performance of the BOD which can be published at the AGM;</u></b>	This supplement is made to be in accordance with Clause 3 Article 16 ND 71
6. The BOD must report to the AGM on its performances, in particular on the supervision of the BOD over the <del>General Director and other managers</del> in the financial year. The BOD's report on performance submitting to the AGM must include the following contents:	5. The BOD must report to the AGM on its performances, in particular on the supervision of the BOD over the <b><u>Enterprise Executives</u></b> in the financial year. The BOD's report on performance submitting to the AGM must include the following contents:	These amendment and supplement are made to be in accordance with <i>Clause 6,7 Article 9 ND 71 and the denification of the enterprise executives at Clause 5 Article 2 ND 71</i>
<del>–The assessment of the company's operation in the financial year;</del>	<b><u>a. Remuneration, operating costs and other interests of the BOD and each BOD member specified in Clause 3 Article 158 of the Law on enterprises and charter;</u></b>	
<del>–The operation of the BOD;</del>	<b><u>b. Summaries of the meetings and decisions of the BOD</u></b>	
	<b><u>c. Independent BOD members' opinions about the BOD (if any);</u></b>	
	<b><u>d. Acitivities of the Subcommittees under the BOD (if any);</u></b>	
<del>–The results of supervision over the General Director or the Executive General Director;</del>	<b><u>e. The results of supervision over the General Director;</u></b>	
<del>–The results of supervision over other managers;</del>	<b><u>f. The results of the supervision over Enterprise Executives;</u></b>	
<del>–The expected future plans.</del>	<b><u>g. The expected future plans.</u></b>	
<b>Article 31. Components and term of BOD members</b>	<b>Article 31. Components and term of BOD members</b>	
1. The number of BOD members is at least five (05) persons and eleven (11) persons. <i>In which, the</i>	1. The number of BOD members is at least five (05) persons and eleven (11) persons.	The Italic text has been separated into Clause 2 for an

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<p><i>independent BOD members must occupy at least one third (1/3) of the total number of BOD members. The minimum number of the independent BOD members is determined by the method of rounding down.</i></p>	<p><b><u>2. The composition of the BOD must be balanced in terms of the number of members having knowledge and experience in law, finance and business operations of DHG PHARMA and gender balance. Beside, must ensure that: (i) at least 1/3 of BOD members are independent BOD members; (ii) At least 1/3 of BOD members are non-executive members</u></b></p>	<p>easy reference</p> <p>This has been separated from Clause 1 Article 31 of the current Charter to for an easy reference and amended in accordance with Article 13 ND 71</p>
	<p><b><u>Must minimize the number of BOD members who concurrently hold several executive titles of the company to ensure independence of the BOD</u></b></p>	<p>These amendment and supplement are made to be in accordance with Article 13 ND 71</p>
	<p>The minimum number of independent BOD members and BOD members is determined by the method of rounding down.</p>	
	<p><b>Article 32. Candidacy and nomination of BOD members</b></p>	<p>This has been separated into an individual article for an easy reference</p>
	<p><b><i>1. The shareholders holding 5% of shares with voting rights in a continuous period of at least six (06) months may include the voting rights of each person together to nominate members to the BOD. Shareholder or group of shareholders holding 5% to less than 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to less than 30% entitled to nominate up to two (02) candidates; from 30% to less than 40% entitled to nominate three (03) candidates; from 40% to 50% entitled to nominate up to four (04) candidates; from 50% to less than 60% entitled to nominate up to five (05) candidates; from 60% to less than 70% entitled to nominate up to six (06) candidates; between 70% and 80% entitled to nominate up to (07) candidates; and from 80% to less</i></b></p>	<p>This has been moved from Clause 3 Article 31 in the current Charter.</p>

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	<i>than 90% entitled to nominate up to eight (08) candidates.</i>	
	<b><u>2. When the number of the candidates for the BOD through nomination fails to reach the minimum number, the incumbent BOD can introduce or nominate more candidates as specified in DHG PHARMA's charter and the internal regulations on corporate governance. The introduction of candidates by the BOD must be published clearly before the AGM votes for BOD members.</u></b>	These amendment and supplement are made to be in accordance with Clause 3 Article 11 ND 71
	<b><u>3. When the candidates for the BOD have been identified, the information related to them must be published at least ten (10) days before the opening day of the AGM on the website of DHG PHARMA so that shareholders can find out about the candidates before voting. The candidates for the BOD must have written commitments to provide truthful, accurate and reasonable information and to perform the tasks honestly, faithfully, cautiously and in the best interest of DHG PHARMA if elected as BOD members. Information related to the candidates for the BOD to be published must include at least:</u></b> <b><u>- Full name, date of birth;</u></b> <b><u>- Professional qualifications;</u></b> <b><u>- Work experience;</u></b> <b><u>- Name of the companies in which the candidates holds the position of BOD members and other management positions;</u></b> <b><u>- The related interests with DHG PHARMA (if any);</u></b> <b><u>- Other information (if any).</u></b>	This amendment is made to be in accordance with to Clause 1 Article 11 ND 71
Article 32. Standards, conditions, rights and obligations of BOD members	Article 33. Standards, conditions, rights and obligations of BOD members	



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1. Members of the BOD must have the following standards, conditions:	1. Members of the BOD must have the following standards, conditions:	
	<b><u>c. Members of the BOD can concurrently be a BOD member of another company, but not be a BOD member of over 05 other companies from 01 August 2019.</u></b>	This supplement is made to be in accordance with Article 151.1.b of LDN 2014, and Article 12.3, Article 36.2 and Article 37.3 of ND 71 stipulated that a BOD member can not concurrently be a BOD member of 05 another companies shall take effect from 01 August 2019.
2. Members of the BOD have the following rights and obligations:	2. Members of the BOD have the following rights and obligations:	
<del>– Fully participate in the meeting of the BOD to propose, vote and have clearly opinion at the meeting of the BOD in order to solve the issues under the authority of the BOD which is given to discuss.</del>	<b><u>c. Participate in all the meetings of the BOD and give clear opinions about the discussed issues</u></b>	This amendment is made to be in accordance with Clause 2.b Article 14 ND 71
	<b><u>d. Report adequately and promptly to the BOD on the remuneration they receive from subsidiaries, affiliated companies and other organizations in which they are the representatives of DHG PHARMA's capital contribution;</u></b>	This supplement is made to be in accordance with Clause 2.c Article 14 ND 71
<del>– It is entitled to request the General Director, Deputy General Director, the units' manager of DHG PHARMA to provide information and documents about the finance and operation of DHG PHARMA and the divisions of DHG PHARMA. Managers are required to provide complete and accurate information timely as requested by the BOD members.</del>	<b><u>e. Has the right to request the information specified in Article 30 of this Charter.</u></b>	This is similar to Article 30 of the current Charter.
<del>– Members of the BOD and relevant persons must</del>	<b><u>h. Members of the BOD and related persons must</u></b>	This amendment is made to be

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<p><del>report their transactions of <b>purchasing and selling of the company's shares</b> to the State Securities Commission, the Stock Exchange/Securities trading center and disclose the information of such transactions as prescribed by law.</del></p>	<p><b><u>report to the State Securities Commission and local stock exchange and publish information when trading DHG PHARMA's shares as prescribed by law.</u></b></p>	<p>in accordance with according to Clause 2.d Article 14 ND 71</p>
<p><b>Article 34. Chairman, Deputy Chairman of the BOD</b></p>	<p><b>Article 35. Chairman, Deputy Chairman of the BOD</b></p>	
<p>1. The BOD must select from among BOD members to elect a Chairman and a Deputy Chairman.</p>	<p>1. The BOD must select from among BOD members to elect a Chairman and a Deputy Chairman.</p>	
<p>Unless otherwise decided by the AGM, <del>the BOD Chairman does not concurrently hold the position of General Director.</del> If the BOD Chairman concurrently holds the Executive General Director, it must be approved annually at the AGM.</p>	<p><b><u>Unless otherwise decided by the AGM, that the BOD Chairman concurrently holds the position of General Director, it must be approved annually at the AGM.</u></b>  <b><u>From 01 August 2020, the Chairman of the BOD does not concurrently hold the post of General Director.</u></b></p>	<p>Article 12.2, Article 36.1 and Article 37.2 of ND 71 just restrain that the BOD Chairman must not take over the position as the General Director after 01 August 2020.  Also, this amendment is made to be in accordance with Clause 2 Article 41 of this Current Charter (Article 42 of the amended Charter)</p>
<p><b>Article 35. Meetings of the BOD</b></p>	<p><b>Article 36. Meetings of the BOD</b></p>	
<p>3. The extraordinary meetings: Chairman shall convene BOD's meetings, must not delay without plausible reason when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed:</p> <p>a. The General Director or at least other five (05) managers;</p>	<p>3. The extraordinary meetings: The Chairman shall convene BOD's meetings, must not delay without plausible reason when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed:</p> <p><b><u>a. The General Director or at least other five (05) Enterprise Executives;</u></b></p>	<p>Clause 4.b Article 153 LDN 2014</p>
<p>7. Notification and agenda: Notice of BOD's meetings must be sent to the BOD members at least <del>five days before the meeting.</del> The BOD members may deny the notice of meeting in writing. Notice of the BOD's</p>	<p>7. Notification and agenda: Notice of BOD's meetings must be sent to the members of the Board of Directors at least <b><u>three working days before the meeting date.</u></b> The BOD members may deny the notice of meeting in writing.</p>	<p>This amendment is made to be in accordance with Clause 6 Article 153 LDN 2014</p>

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meetings shall be made in Vietnamese and fully informed of the program, time and place of the meeting, together with the necessary documents on the matters to be discussed and voted on at the meeting and votes for the BOD members who are unable to attend the meeting.	Notice of BOD's meetings shall be made in Vietnamese and fully informed of the program, time and place of the meeting, together with the necessary documents on the matters to be discussed and voted on at the Board meeting and votes for the BOD members who are unable to attend the meeting.	
13. The persons are invited to attend: the other manager and the third party's experts may attend BOD's meetings according to the invitation of BOD but they cannot vote unless they have the right to vote by themselves as BOD members.	14. The persons are invited to attend: the Enterprise manager, <b><i>the Enterprise Executives</i></b> , the third party's experts, and other persons, enterprises may attend BOD meeting according to the invitation of BOD but they can't vote unless they have the right to vote by themselves as BOD members.	
<b>Article 36. Minutes of meetings of the BOD</b>	<b>Article 37. Minutes of meetings of the BOD</b>	
1. Meetings of the BOD shall be recorded in writing and audio recordings, or other electronic means. The minutes must be made in Vietnamese languages (additional foreign languages are permitted) and contain the following information:	1. Meetings of the <b>BOD <i>must be made by detailed and clear minutes</i></b> and audio recordings, or other electronic means. The minutes must be made in Vietnamese languages (additional foreign languages are permitted) and contain the following information:	This amendment is made to be in accordance with Clause 2 Article 16 of ND 71
i. <del>Full name, signature of all the member or the member's authorized representative;</del>	<b><i>i. Full name, signatures of of the chairperson of the meeting and the minutes maker (Secretary);</i></b>	This amendment is made to be in accordance with Clause 2 Article 16 of ND 71
2. The chairperson and <del>secretary</del> are jointly responsible for the truthfulness and accuracy of the meetings minutes' content. The Chairman of the BOD shall transfer the minutes of the BOD meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections on the content of the minutes within ten (10) days after transferring.	2. The chairperson and <b><i>the minutes maker (Secretary)</i></b> are jointly responsible for the truthfulness and accuracy of the meetings minutes' content. The Chairman of the BOD shall transfer the minutes of the Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections on the content of the minutes within ten (10) days after transferring.	This amendment is made to be in accordance with Clause 2 Article 16 of ND 71
<b>Article 37. The subcommittees of the BOD</b>	<b><i>Article 38. The subcommittees of the BOD</i></b>	

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<p>1. <del>As it deems necessary, the BOD may establish and authorize affiliated subcommittees to support its operation. The members of the subcommittees may include one or more members of the BOD and one or more external members as decided by the BOD.</del></p>	<p>1. As it deems necessary, <b><u>the BOD may propose the General Meeting</u></b> to approve the establishing of affiliated sub-committees to support its operation. <b><u>The BOD appoint a independent member of the BOD as the chiefs of the subcommittee of personnel and the subcommittee of salaries.</u></b> The members of the subcommittees may include one or more members of the BOD and one or more external members as decided by the BOD.</p>	<p>This amendment is made to be in accordance with Article 17.1 ND 17</p>
	<p>If DHG PHARMA does not establish <b><u>the subcommittee of personnel and the subcommittee of salaries,</u></b> then the BOD shall <b><u>designate independent members of the BOD to help the BOD carry out salaries, bonus and personnel issues.</u></b></p>	<p>This has been moved from Clause 4 Article 37 in the current Charter, and amended in accordance with Clause 2, Article 17 ND 71.</p>
	<p><b><u>Article 39. Person in charge of corporate governance of DHG PHARMA</u></b></p>	<p>This amendment is made to be in accordance with Article 18 ND 71.</p>
	<p><b><u>1. The BOD of the listed companies must nominate at least 1 person to be in charge of corporate governance; the person in charge of corporate governance can take over the position as the company secretary as specified in Article 40 of this Charter.</u></b></p> <p><b><u>2. The person in charge of corporate governance must be knowledgeable about law and not work for the independent auditing company performing audits of DHG PHARMA's financial statements</u></b></p> <p><b><u>3. A person in charge of corporate governance has the following rights and obligations:</u></b></p> <p><b><u>a. Advising the BOD on the organization of convening the AGM in compliance with regulations and law and the related work between DHG PHARMA and shareholders;</u></b></p>	

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	<ul style="list-style-type: none"> <li>b. <u>Preparing meetings of the BOD, BOS and AGM at the request of the BOD or the BOS;</u></li> <li>c. <u>Advising on the procedures of meetings;</u></li> <li>d. <u>Participating in meetings;</u></li> <li>e. <u>Advising on procedures for resolutions of the BOD in accordance with regulations of law;</u></li> <li>f. <u>Providing financial information, copies of meeting minutes of the BOD and other information for BOD members and Supervisors;</u></li> <li>g. <u>Monitoring and reporting to the BOD on the operation of publishing information of DHG PHARMA;</u></li> <li>h. <u>Ensuring the security of information in accordance with regulations of law and charter;</u></li> <li>i. <u>Other rights and obligations in accordance with regulations of law and the Charter.</u></li> </ul>	
<p><b>Article 39. Organization of management apparatus</b></p>	<p><b>Article 41. Organization of management apparatus</b></p>	
<p>DHG PHARMA promulgates the management apparatus system in which the BOM shall be responsible for and under the management of the BOD. The BOM of DHG PHARMA has a General Director and <del>some Deputy General Directors and a Chief accountant who are designated by the BOD.</del> The General Director and Deputy General Directors may concurrently hold the position of BOD members, that are designated or dismissed through a legitimate ratified resolution by the BOD.</p>	<p>DHG PHARMA promulgates the management apparatus system in which the BOM shall be responsible for and under the management of the BOD. The BOM of DHG PHARMA has a General Director, <u>some Deputy General Directors, a Chief accountant and the Enterprise Executives who are designated by the BOD.</u> The General Director and Deputy General Directors may concurrently hold the position of the members of the BOD, that are designated or dismissed through a legitimate ratified resolution by the BOD.</p>	<p>This amendment is made to be in accordance with Clause 5 Article 2 ND 71</p>
<p>Article 40. Managers</p>	<p><b><u>Article 42. Enterprise Executives</u></b></p>	<p>This amendment is made to be in accordance with Clause 5</p>

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		Article 2 ND 71
<p>1. At the request of the General Director and approval of the BOD, DHG PHARMA shall be permitted to recruit <del>managers</del> as needed with the quantity and quality consistent with the structure and practice of DHG PHARMA management proposed by the BOD from time to time. The <del>managers</del> must have the necessary diligence for the operations and organization of DHG PHARMA to achieve the objectives.</p>	<p>1. At the request of the General Director and approval of the BOD, DHG PHARMA shall be permitted to recruit the <b><u>Enterprise Executives</u></b> as needed with the quantity and quality consistent with the structure and practice of DHG PHARMA management proposed by the BOD from time to time. The <b><u>Enterprise Executives</u></b> must have the necessary diligence for the operations and organization of DHG PHARMA to achieve the objectives.</p>	<p>This amendment is made to be in accordance with Clause 5 Article 2 ND 71</p>
<p>2. Salary, remuneration, benefits and other terms of the labor contract with the General Director decided by the BOD and signing contracts with <del>other managers</del> will be decided by the BOD after consultation with the General Director.</p>	<p>2. Salary, remuneration, benefits and other terms of the labor contract with the General Director decided by the BOD and signing contracts with <b><u>the Enterprise Executives</u></b> decided by the BOD after consultation with the General Director.</p>	<p>This amendment is made to be in accordance with Clause 5 Article 2 ND 71</p>
<p><b>Article 41. The General Director</b></p>	<p><b>Article 43. The General Director</b></p>	
<p><del>4. Rights and obligations:</del> The General Director has the following rights and obligations:</p>	<p><b>4. The General Director has the following rights and obligations:</b></p>	
	<p>a. Propose/suggest to the BOD:</p>	<p>Restructuring for an easy reference</p>
<p>d. To propose the number and types of <del>managers</del> that the company needs to recruit for the appointment or dismissal of the BOD to implement good management activities as proposed by the BOD, and consultation for the BOD to make decision on salary, remuneration, benefits and other terms of the labor contract of <del>the managers</del>;</p>	<p><b>i. To propose the number and types of <u>Enterprise Executives</u> that the company needs to recruit for the appointment or dismissal of the BOD to implement good management activities as proposed by the BOD, and consultation for the BOD to make decision on salary, remuneration, benefits and other terms of the labor contract of the <u>Enterprise Executives</u>.</b></p>	
	<p>b. Decide important issues related to the company's everyday business without decision of the BOD:</p>	<p>Restructuring for an easy reference</p>
<p><del>b. To decide all issues without a resolution of the</del></p>	<p>ii. To sign the financial and commercial contracts on</p>	

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<del>BOD, including the signing on behalf of the company of financial and commercial contracts, the organization and operation of daily business activities of DHG PHARMA in accordance with the best management practices;</del>	behalf of DHG PHARMA, while organizing and operating daily business activities of DHG PHARMA in accordance with the best management practices;	
j. To perform all other activities under the provisions of this Charter and the regulations of DHG PHARMA and the resolutions of the BOD, the labor contracts of the General Director and the law;	v. To perform all other activities under the provisions of this Charter and the regulations of DHG PHARMA and the resolutions of <u>the Annual General Meeting</u> , the labor contract of the General Director and the law;	
<b>Article 42. The Deputy General Director</b>	<b>Article 44 The Deputy General Director</b>	
2. The Deputy General Director has the following rights and obligations:	<b>2. The Deputy General Director has the following rights and obligations:</b>	
e. To propose the General Director, the Chairman of the BOD to change, recruit, dismiss <del>the managers (deputy managers)</del> of Departments in DHG PHARMA;	<b>e. To propose the General Director, the Chairman of the BOD to change, recruit, dismiss <u>the Enterprise Managers, the Enterprise Executives</u>; head, deputy managers of Departments in DHG PHARMA;</b>	
<b>Article 43. The Chief Accountant</b>	<b>Article 45. The Chief Accountant</b>	
2. Chief Accountant has the following rights and obligations::	2. Chief Accountant has the following rights and obligations:	
b. Advising the Deputy General Director of Finance - Investment on financial policies and accounting regime related to business and investment of DHG PHARMA;	<b><u>b. Advising the BOM on financial policies and accounting regime related to business and investment of DHG PHARMA;</u></b>	This has been adjusted to be in accordance with the functions of Chief Accountant
Article 44. Responsible of prudence for BOD members, the General Director and other managers	<b>Article 46. Responsible of prudence for BOD members, the Supervisors, the General Director and the enterprise managers</b>	
Members of the BOD, <del>members of the BOS</del> , the General Director and <del>other managers</del> are responsible for the execution of their duties, including duties as the sub-committee members of the BOD,	Members of the BOD, <u>the Supervisors</u> , the General Director and the <u>enterprise executives</u> are responsible for the execution of their duties, including duties as the sub-committee members of the BOD, honestly for the	

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honestly for the best interests of DHG PHARMA and with the prudent level that a careful person must have upon taking on the same position and in similar circumstances.	best interests of DHG PHARMA and with the prudent level that a careful person must have upon taking on the same position and in similar circumstances.	
<b>Article 45. Responsibility to be honest and avoid conflicts of interests</b>	<b>Article 47. Responsibility to be honest and avoid conflicts of interests of Enterprise Executives</b>	This amendment is made to be in accordance with Article 24 ND 71. Article 160 of LDN 2014 also regulates the responsibilities of the Enterprise managers. Therefore, the term "managers" in this article should has correspondive adjustment to the term "Enterprise Manager" under LDN 2014 and Article 24 ND 71.
	<b><u>1. Members of the BOD, Supervisors, General Director and other Enterprise Executives must publish the related interests in compliance with regulations of Law on enterprises and other relevant law.</u></b>	
1. Members of the BOD, <del>members of the BOS</del> , the General Director and <del>other managers</del> are not allowed to use the business opportunities that are profitable to the company for the individual purpose, at the same time not permitted to use the information gained thanks to their position for personal benefit or to serve the interests of the organization or individual.	2. Members of the BOD, <b><u>Supervisors</u></b> , General Director, <b><u>Enterprise executives and their related people</u></b> must not take advantages of the information obtained by the influence of their own positions for personal purposes or in the interests of other individuals or organizations.	
2. Members of the BOD, <del>members of the BOS</del> , the General Director and <del>other managers</del> are obliged to inform the BOD of all interests that may conflict with the interests of the company that they can enjoy through the economic entity, transactions or other	<b><u>3. Members of the BOD, Supervisors, General Directors and Enterprise Executives have the obligation to inform the BOD and the BOS of the transactions between companies, subsidiaries and companies with 50% or more of charter capital</u></b>	



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individual. The above subjects can only utilize those opportunities when the BOD who has no relevant interests decided not to investigate the matter.	<b><u>controlled by a public company and themselves or their related persons in compliance with regulations of law. The public company must publish information about the transactions of the above mentioned persons which have been approved by the AGM or the BOD in accordance with the Securities law on information disclosure.</u></b>	
	<b><u>4. BOD members are not allowed to cast votes on the transactions that are beneficial for themselves or their related persons in compliance with the Law on enterprises and the Charter.</u></b>	
5. Members of the BOD, members of BOS, the General Director and <del>other managers</del> and the people related to the above members are not permitted to use the information that is not permitted for publication or disclosure to other people to carry out the relevant transactions.	5. Members of the BOD, members of BOS, the General Director and the <b><u>Enterprise Executives</u></b> and the people related to the above members are not permitted to use the information that is not permitted for publication or disclosure to other people to carry out the relevant transactions.	
	<b><u>Article 48. Transactions with the related persons</u></b> <b><u>1. When conducting transactions with the related persons, a public company must sign the written contracts equally and voluntarily.</u></b> <b><u>2. DHG PHARMA must implement the necessary measures to prevent the related persons from interfering in the operation of DHG PHARMA and harming the interests of DHG PHARMA through the control of transactions, sales and prices of both goods and services of DHG PHARMA.</u></b> <b><u>3. DHG PHARMA must implement the necessary measures to prevent shareholders and the related persons from carrying out transactions resulting in loss of capital, assets or other resources of DHG PHARMA</u></b>	This supplement is made to be in accordance with Article 25 ND 71

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	<b><u>Article 49. Transactions with shareholders, Enterprise managers and their related persons</u></b>	This has been amended, Clause 3, 4 Article 45 of the current Charter has been moved and supplemented to be in accordance with Article 26 ND 71 for an easy understanding
	<b><u>1. DHG PHARMA - A public company must not provide its shareholders that are individuals and the related persons that are individuals with loans or guarantee.</u></b>	
	<b><u>2. DHG PHARMA must not provide its shareholders that are organizations and their related persons that are individuals with loans or guarantee, unless the shareholder is a subsidiary whose share or stakes are not held by the State and has contributed capital or purchased the shares of the public company before 01 July 2015 as specified in Clause 6, Article 16 of the Decree No.96/2015/ND-CP dated 19 October 2015 of the government specifying a number of articles of the Law on enterprises.</u></b>	
	<b><u>3. DHG PHARMA must not provide its shareholders' related persons that are organizations with loans or guarantee, unless:</u></b> <b><u>a. DHG PHARMA and its shareholders' related persons are subsidiaries in the same company or companies operating under a group of companies including parent companies- subsidiaries, economic groups; the transaction must be approved by the AGM or the BOD in accordance with DHG PHARMA's charter;</u></b> <b><u>b. The law specifies otherwise.</u></b>	
	<b><u>4. DHG PHARMA must not make the following transactions unless they are approved by the AGM:</u></b>	

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	<p><b><u>a. Grant of loans or guarantees to the members of the BOD, Supervisors, General Director, other Enterprise managers and the individuals and organizations related to them, unless DHG PHARMA and organizations related to its shareholders are companies in the same group or companies operating in a group of companies including parent companies-subsidiaries, economic groups, and the relevant law specifies otherwise.</u></b></p>	
	<p><b><u>b. Any transaction that has the total value of 25% or more of the total value of assets recorded in the latest financial statement between DHG PHARMA and one of the following entities:</u></b></p>	
	<p><b><u>i. Members of the BOD, Supervisors, General Director, Enterprise managers and their related persons:</u></b></p>	
	<p><b><u>ii. Shareholders, authorized representatives of shareholders owning more than 10% of the common shares of the company and their related persons;</u></b></p>	
	<p><b><u>iii. Enterprises related to the subjects specified in Clause 2 Article 159 of the Law on enterprises</u></b></p>	
	<p><b><u>5. The BOD may approve the contracts and transactions specified in Point b Clause 3 of this Article which are valued at less than 25% of the total asset value inscribed in the most recent financial statement or a smaller percentage in accordance with DHG PHARMA's charter;</u></b></p>	
	<p><b><u>Article 50. Ensuring the legitimacy of the persons having the interests related to DHG PHARMA;</u></b></p>	<p>This supplement is made to be in accordance with Article 27 ND 71</p>

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	<u>1. DHG PHARMA must take responsibility to the community and to the persons having the interests related to DHG Pharma in compliance with the applicable laws and the Charter;</u>	
	<u>2. DHG PHARMA must comply with the laws on labor, environment and society.</u>	
<b>Article 46. Responsibilities for damage and compensation.</b>	<b>Article 51. Responsibilities for damage and compensation.</b>	
1. Responsibilities for damage: BOD members, BOS members, the General Director and other managers violate the obligation to act honestly, and fail to fulfill their obligations with caution, diligence and professional competence will be responsible for the damage caused by their violation.	1. Responsibilities for damage: BOD members, <b><u>Supervisors</u></b> , the General Director, <b><u>the Enterprise Managers and Enterprise Executive</u></b> violate the obligation to act honestly, and fail to fulfill their obligations with caution, diligence and professional competence will be responsible for the damage caused by their violation.	
2. Compensation: DHG PHARMA shall make compensation for those who have, are or may become parties involved in the complaints, lawsuits and prosecution that have been being or may be made including civil and administrative cases (and not the lawsuits initiated by the Company as the petitioner) if that persons were or are BOD members, managers, employees, or representatives authorized by DHG PHARMA (or subsidiaries of DHG PHARMA) that persons have been implementing at the request of DHG PHARMA (or subsidiaries of DHG PHARMA) as BOD members, managers, employees, or authorized representatives of the Company, Partner, association of companies, trustee, or other juridical person. The compensation expenses include accrued expenses (including attorneys fees), judgment expenses, fines, amounts	2. Compensation: DHG PHARMA shall make compensation for those who have, are or may become a party involved in the complaints, lawsuits and prosecution that have been being or may be made including civil and administrative cases (and not the lawsuits initiated by the Company as the petitioner) if that persons were or are BOD members, <b><u>Enterprise Managers, Enterprise Executives</u></b> employees, or representatives authorized by DHG PHARMA (or subsidiaries of DHG PHARMA) that persons have been implementing at the request of DHG PHARMA (or subsidiaries of DHG PHARMA) as BOD members, <b><u>Enterprise Managers, Enterprise Executives,</u></b> employees, or authorized representatives of the Company, Partner, association of companies, trustee or other juridical person. The compensation expenses include accrued expenses (including attorneys fees),	

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payable arising in reality or are considered to be reasonable when dealing with these cases in the framework of the law allowed, provided that they have acted honestly, prudently and diligently for the benefits without being against the highest interests of DHG PHARMA, on the basis of compliance with the law and there is no evidence to confirm that that persons have violated their responsibilities. DHG PHARMA can buy insurance for these people to avoid the compensation liability mentioned above.	judgment expenses, fines, amounts payable arising in reality or are considered to be reasonable when dealing with these cases in the framework of the law allowed, provided that they have acted honestly, prudently and diligently for the benefits without being against the highest interests of DHG PHARMA, on the basis of compliance with the law and there is no evidence to confirm that that persons have violated their responsibilities. DHG PHARMA can buy insurance for these people to avoid the compensation liability above mentioned.	
<b>Article 47. The Board of Supervisory</b>	<b>Article 52. The Board of Supervisory</b>	
1. The BOS has the following rights and responsibilities:	1. The BOS has the following rights and responsibilities:	
	<b><u>a. Proposing and recommending the AGM to grant approval for the independent audit firm organization to audit the financial statements of DHG PHARMA;</u></b>	These amendment and supplement are made to be in accordance with Article 22 ND 71
	<b><u>b. Taking responsibility towards shareholders for monitoring activities;</u></b>	
	<b><u>c. Monitoring the financial status of DHG PHARMA, legitimacy of the activities of BOD members, the General Director, enterprise executives, coordination in operation between the BOS and BOD, the General Director and shareholders;</u></b>	These amendment and supplement are made to be in accordance with Article 22 ND 71
	<b><u>d. In case of detecting violation against regulations of law or the charter committed by a member of the BOD, the General Director and enterprise executives, it must be notified in written text to the BOD within 48 hours and ask the offenders to</u></b>	This has been moved from Clause 1.i and Clause 6 of Article 47 in the current Charter. This has been amended and supplemented in accordance

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	<b><u>stop the violation and find solutions to tackle;</u></b>	with Article 22 ND 71. Clause 4 Article 22 ND 71 does not recommend to report to the State Securities Commission after 07 days requiring data recovery
	<b><u>e. Reporting to the AGM as specified in the Article 58 of this Charter.</u></b>	These amendment and supplement are made to be in accordance with Article 22 ND 71
4. The reports on the operation of the BOS at the AGM must include the following contents:	4. The reports on the operation of the Board of Supervisory at the Annual General Meeting must include the following contents:	
d. The results of supervision over the members of the BOD, members of the BOM, and managers;	d. The results of the supervision over the members of the BOD, members of the BOM, <b><u>Enterprise Managers and Enterprise Executives;</u></b>	
<b>Article 48. The members of BOS</b>	<b>Article 53. The Supervisors</b>	
1. The number of members of the Company's BOS is from three (3) to five (5) members. The BOS must have at least one (01) member who is accountant or auditor. Members of the BOS who are not in the financial accounting department of DHG PHARMA and not as a member or employee of the independent audit firm to perform the audit of the financial statements of DHG PHARMA. The BOS shall appoint one (01) member as its head. The Head of the BOS is the person having accounting profession. The Head of the BOS shall have the following rights and responsibilities:	<b><u>1. The number of supervisors is at least three (03) to five (05) persons. A supervisor is not required to be the shareholder of DHG PHARMA.</u></b>	This amendment is made to be in accordance with Clause 1 Article 20 ND 71

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	<p><b><u>2. The BOS shall appoint one of the supervisors as its head. The Head of the BOS must be a professional auditor or accountant working full time at the company. The Head of the BOS shall have the following rights and responsibilities:</u></b></p>	<p>This has been separated from Clause 1 of Article 48 in the Charter</p> <p>This amendment is made to be in accordance with Clause 4 Article 20 ND 71</p> <p>This amendment is made to be in accordance with Clause 2 Article 163 LDN 2014</p>
4. The Supervisors have the following standards and conditons:	4. The Supervisors have the following standards and conditons:	
Satisfy other standards and conditions prescribed by related law.	<p><b><u>d. Must not be in the following case:</u></b></p> <p><b><u>i. Work in the accounting and finance departments of DHG PHARMA;</u></b></p> <p><b><u>ii. Be a member or employee of the independent audit firm auditing the financial statements of the company over the last 3 years.</u></b></p>	<p>These amendment and supplement are made to be in accordance with Clause 2 Article 20 ND 71 and transferred from the last paragraph at Clause 1 of Article 48 in the current Charter</p>
	<b>Article 54. Candidacy and nomination of Supervisors</b>	<p>This content has been seperated from Clause 2, Article 48 of the current Charter for an easy reference, and is amended in accordance with Article 11, 19 ND 71</p>
	<p>1. <i>The shareholders have the right to include the number of votes for each person together to nominate candidates for the Supervisors. The shareholder or group of shareholders holding 5% to less than 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to less than 30% shall be entitled to nominate up to two</i></p>	<p>This content has been transferred from Clause 2, Article 48 of the current Charter.</p>

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	<p><i>(02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to 50% shall be entitled to nominate up to four (04) candidates; from 50% to less than 60% shall be entitled to nominate up to five (05) candidates.</i></p>	
	<p>2. <i>If the number of candidates are not enough after nomination and candidacy, the current BOS may nominate more candidates or organize the nomination in accordance with the management regulation of DHG PHARMA.</i></p>	
	<p>3. <b><u>When the candidates for the BOS have been identified, the information related to them must be published at least 10 days before the opening day of the AGM on the website of DHG PHARMA so that shareholders can find out about the candidates before voting. The candidates of the BOS must have written commitments to provide truthful, accurate and reasonable information and to perform the tasks honestly, faithfully, cautiously and in the best interest of DHG PHARMA if elected as members of the BOS. Information related to the candidates of the BOS to be published must include at least:</u></b></p> <ul style="list-style-type: none"> <li><b><u>- Name, date of birth</u></b></li> <li><b><u>- Professional qualifications;</u></b></li> <li><b><u>- Work experience;</u></b></li> <li><b><u>- Name of the companies in which the candidates hold the position of Supervisors and other Managers.</u></b></li> <li><b><u>- The related interests with DHG PHARMA (if any);</u></b></li> <li><b><u>- Other information (if any).</u></b></li> </ul>	



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	<b><u>Article 57. Meetings of the BOS</u></b>	This new supplement is made to be in accordance with Article 23 ND 71
	1. <b><u>The BOS must hold at least 2 meetings each year. At least 2/3 of the Supervisors must participate in the meetings. Minutes of the meetings of the BOS must be detailed and clear; be signed by the secretaries and Supervisors attending the meetings and retained to identify the responsibilities of each supervisor.</u></b>	
	2. <b><u>The BOS has the right to request the BOD members, the General Director and representatives of the independent auditing firm to answer the issues raised by the Supervisors.</u></b>	
	<b><u>Article 58. Report on the operation of the BOS to the AGM</u></b>	This contents has been seperated into a new article for an easy reference in accordance with Item d, dd of Clause 2 of Article 136 in enterprise Law 2014 and Article 10 ND 71
	1. <b><u>The BOS' report submitted to the AGM includes:</u></b>	
	a. <b><u>Report of the BOS on DHG PHARMA's business outcome, performance of the BOD, General Director;</u></b> b. <b><u>Self-assessment report of the BOS and each supervisor;</u></b>	
	2. <b><u>In addition, the BOS' report in Clause 1 of this Article must contain the following information:</u></b>	
	a. <b><u>Remuneration, operating costs and other</u></b>	

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	<p><u>interests of the BOS and each supervisor specified in Clause 3 Article 167 of the law on enterprises and the Charter;</u></p> <p>b. <u>Summaries of the meetings, conclusions and recommendations of the BOS;</u></p> <p>c. <u>Results of monitoring the company's financial status and operation;</u></p> <p>d. <u>Results of monitoring the BOD, General Director, Enterprise Managers and Enterprise Executives;</u></p> <p>e. <u>The results of monitoring the coordination of operation between the BOS and the BOD, the General Director and shareholders.</u></p>	
<b>Article 51. The right to access information and the independence of BOS members</b>	<b>Article 59. The right to access information and the independence of <u>Supervisors</u></b>	
1. <del>Members of the BOS</del> may access all the information and documents related to the company's operation. As follows:	<b><u>1. Supervisors</u></b> may access all the information and documents related to the company's operation. As follows:	
<b>Article 57. Retention of documents</b>	<b>Article 65. Retention of documents</b>	
1. DHG PHARMA's BOD must retain the following documents:	1. DHG PHARMA's BOD must retain the following documents:	
b. <del>Certificate of Business registration;</del> Certificate of industrial property rights; Certificate of product quality registration; other licenses and certificates;	<b><u>b. Certificate of Enterprise registration;</u></b> Certificate of industrial property rights; Certificate of product quality registration; other licenses and certificates;	
<b>Article 58. Right to inspect books and records</b>	<b>Article 66. Right to inspect books and records</b>	

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<p>2. Members of the BOD, Members of the BOS, General Director and managers have the right to check the book of shareholder registration of DHG PHARMA, the list of shareholders, other books and records of DHG PHARMA for purposes relating to their positions provided that such information must be kept confidential.</p>	<p>2. Members of the BOD, Members of the BOS, General Director, <b><u>Enterprise Executives</u></b> and <b><u>Enterprise Managers</u></b> have the right to check the book of shareholder registration of DHG PHARMA, the list of shareholders, other books and records of DHG PHARMA for purposes relating to their positions provided that such information must be kept confidential.</p>	
<p><b>Article 59. Information disclosure and announcement to the public</b></p>	<p><b>Article 67. Information disclosure and announcement to the public</b></p>	
	<p><b><u>2. Disclosing information about DHG PHARMA management</u></b></p>	<p>This supplement is made to be in accordance with Clause 2,3,4 Article 30 ND 71</p>
	<p><b><u>a. DHG PHARMA must disclose the information about the company management at the AGM and in the annual reports of DHG PHARMA in accordance with the securities law on information disclosure.</u></b></p> <p><b><u>b. DHG PHARMA must report every six (06) months and disclose the information about the company management in accordance with the securities law on information disclosure</u></b></p>	
	<p><b><u>3. Information publishing on the income of the General director</u></b></p> <p><b><u>The salary of the General director and enterprise managers must be shown separately in the annual</u></b></p>	<p>This supplement is made to be in accordance with Article 31 ND 71</p>

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	<u>financial statements of DHG PHARMA and reported at the AGM.</u>	
	<u>4. Responsibility for reporting and publishing information of members of the BOD, Supervisors and General directors</u>	This supplement is made to be in accordance with Article 32 ND 71
	<p><u>Apart from the responsibilities prescribed by the Article 47 of this Charter, members of the BOD, Supervisors, General directors must report to the BOD and the BOS on the following transactions:</u></p> <p><u>a. Transactions between DHG PHARMA and a company in which the above mentioned members are founding members or BOD members or the General directors over the last three years by the transaction time;</u></p> <p><u>b. Transactions between DHG PHARMA and a company in which related persons of the above mentioned members are members of the BOD, General directors or majority shareholders.</u></p>	
	5. Organization of information publishing .....	This content is transferred from Clause 2, Article 59 of the current Charter, and the content remains unchanged
Article 63. The subsidiaries are One-member limited liability companies	Article 71. The subsidiaries are One-member limited liability companies	

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2. DHG PHARMA's BOD performs the following rights and obligations with the subsidiaries:	2. DHG PHARMA's BOD performs the following rights and obligations with the subsidiaries:	
d. Decide the investment projects of which the values are equal to or higher than 50% of the total asset value written in the latest financial statement of the company, <del>or another smaller percentage prescribed by the company's charter.</del>	<i>d. Decide the investment projects of which the values are equal to or higher than 50% of the total asset value written in the latest financial statement of its subsidiaries;</i>	The content: "or another smaller percentage prescribed by the company's charter" has been deleted because it is not suitable.
e. Decide to increase the company's charter capital; transfer part of or all of the company's charter capital to other organizations and individuals. The transferring part of or all of the company's charter capital shall comply with the company's charter;	<i>e. Decide to increase the company's charter capital; transfer part of or all of the company's charter capital to other organizations and individuals. The transferring part of or all of the company's charter capital shall comply with <u>the subsidiary's</u> charter;</i>	This supplement is made for an easy understanding
g. Decide to sell assets of which the value is $\geq 50\%$ of total asset value according to the latest financial statement <del>or another smaller percentage prescribed by the company's charter;</del>	<i>g. Decide to sell assets of which the value is <math>\geq 50\%</math> of total asset value according to the latest financial statement by the subsidiary's charter;</i>	The content: "or another smaller percentage prescribed by the company's charter" has been deleted because it is not suitable.
i. Ratifying contracts for taking loans, granting loans, selling assets of which the value is $\geq 50\%$ of total asset value written in the latest financial statement <del>or another smaller percentage prescribed by the company's charter</del>	<i>i. Ratifying contracts for taking loans, granting loans, selling assets of which the value is <math>\geq 50\%</math> of total asset value written in the latest financial statement;</i>	The content: "or another smaller percentage prescribed by the company's charter" has been deleted because it is not suitable.
<b>Article 66. The Obligations of DHG PHARMA to subsidiaries, associates in DHG GROUP</b>	<b>Article 74. The Obligations of DHG PHARMA to subsidiaries, affiliates in DHG GROUP</b>	
Final paragraph of Clause 1:	Final paragraph of Clause 1:	This supplement is made because DHG Pharma has established subsidiaries, which are one-member

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DHG PHARMA shall perform its rights and obligations as a capital contributors, shareholder through representatives to manage DHG PHARMA's capital contributed to subsidiaries, affiliates to ensure effective capital investment and implementation of general development strategies of DHG GROUP;	DHG PHARMA shall perform its rights and obligations as <u><b>an owner</b></u> through representatives to manage DHG PHARMA's capital contributed to subsidiaries, affiliates to ensure effective capital investment and implementation of general development strategies of DHG GROUP;	limited liability companies.
<b>Article 68. Internal dispute settlement</b>	<b>Article 76. Internal dispute settlement</b>	
b. Shareholders with the BOD, BOS, General Director or <del>managers</del>	1.b. Shareholders with the BOD, BOS, General Director or <b><i>Enterprise Executives, Enterprise Managers of DHG PHARMA.</i></b>	
<b>Article 73. Effective date</b>	<b>Article 81. Effective date</b>	
1. This Charter including IX Chapters and 73 Articles, takes effect on 09 June 2017.	1. This Charter including IX <b><u>Chapters and 81 Articles,</u></b> <b><u>takes effect on ..... 2017</u></b>	

**GENERAL DIRECTOR**

**Pham Thi Viet Nga**

Cantho, 12 July 2017

**MANAGER OF LEGAL DEPARTMENT**

**Vo Hoang Tam**

[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.]