

Cantho, 25<sup>th</sup> February 2022

**REGULATION ON  
ORGANIZING THE GENERAL MEETING OF SHAREHOLDERS 2021 AT  
DHG PHARMACEUTICAL JOINT STOCK COMPANY**

- 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 19 Apr 2021;
- Pursuant to the Internal Regulation on Corporate Governance issued on 19 Apr 2021,

The Board of Directors (BOD) of DHG Pharma promulgates the Regulation on organizing the Annual General Meeting of Shareholders (AGM) 2021 as follows:

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope**

This Regulation stipulates the organization of the AGM 2021 of DHG Pharma and simultaneously specifies the conditions and procedures for conducting the meeting, rights, and obligations of the parties attending the meeting, principles, and methods of voting on the contents in the meeting agenda.

**Article 2. Subjects of application**

Shareholders or proxies of shareholders, and parties entitled to attend the AGM are responsible for complying with the provisions of this Regulation.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF THE PARTIES ATTENDING THE MEETING**

**Article 3. Rights and obligations of shareholders**

1. All shareholders or valid representatives of a shareholder have the rights to attend the Meeting, contribute ideas and vote on issues mentioned in the content of the Meeting.

2. Shareholders or valid representatives of a shareholder have to pay for their own costs of travel, meals and accommodation to attend the Meeting.

3. Shareholders or proxies who attend the Meeting are advised to bring: (1) Notice of invitation; (2) Original ID card/Citizen Identification/Passport; (3) Power of attorney (in case of being authorized to attend the Meeting).

4. Any shareholder or proxy who arrives after the opening of the meeting shall be registered immediately and shall have the right to participate and vote at the Meeting, but shall not have the right to vote on previous approved contents when the

shareholders are not present (ie, the effectiveness of any voting which has already been conducted before the late shareholders attend shall not be affected).

5. A shareholder or a group of shareholders holding five percent (5%) or more of the total number of common shares is entitled to make recommendations in the AGM agenda. Recommendations must be made in writing and must be sent to DHG Pharma before **4:00PM on 14 Mar 2022**. Recommendations must include full name of the shareholder, permanent address, nationality, Citizen Identification/ID card/Passport or other personal identification to those who are individual shareholders; names, business code or establishment decision, address of head office to those who are organization shareholders; number and classes of shares held by shareholders, and the issues recommended to be included in the agenda.

6. The person convening the AGM shall have the right to refuse any recommendation in the following cases:

- The recommendation is sent in inappropriate time, or with insufficient and inappropriate content;
- At the time of the recommendation, the shareholder or group of shareholders do not own five percent (5%) or more of common shares;
- The recommended issue does not fall within the authority of the General Meeting of Shareholders;
- Other cases as stipulated by the law and the Company's Charter.

#### **Article 4. Conditions for conducting the AGM**

1. The AGM **shall be conducted** when the number of shareholders attending the meeting represents **at least sixty-five percent (65%) of the voting shares** according to the list of shareholders attending the meeting dated **15 Feb 2022**. In case the number of delegates does not reach the sufficient quorum to conduct the meeting, please refer to Article 23 of the Company's Charter for implementation.

2. The AGM **2021** presided over by the AGM Chair that is approved at the Meeting. Shareholders must follow the Chair's direction and approve the voting results of the AGM which is conducted in a valid manner in order for the meeting to be carried out smoothly in accordance with the provisions of the Company's Charter and applicable law.

#### **Article 5. Discussion at the AGM**

1. The Meeting shall discuss and vote on each issue in the Meeting agenda under the authority of shareholders.

2. Shareholders attending the meeting would like to express ideas, it is advisable that they register with the Organizing Board or raise their hands, the Chair shall invite each shareholder to speak out. Shareholders are not allowed to express any contents unrelated to the Meeting contents.

#### **Article 6. Approval of the Meeting minutes and resolution**

The Meeting content shall be fully recorded in a minutes by the Meeting Secretary. The minutes and resolution of the AGM shall be read and approved before closing, archived at

the Company, disclosed within 24 hours on the Company's website [www.dhgpharma.com.vn](http://www.dhgpharma.com.vn) – Investor Relations Section, the information disclosure system of the State Securities Commission and the Ho Chi Minh Stock Exchange.

### **Article 7. Rights and obligations of the Shareholder Eligibility Verification Committee (“SEVC”)**

The SEVC will be responsible for:

- Preparing the shareholder list attending the Meeting and posting the list up at the Meeting venue.
- Receiving and checking ID card/Citizen Identification/Passport, power of attorney (if any).
- Checking the composition and number of shareholders attending the Meeting.
- Preparing the shareholder eligibility verification report and presenting the report at the Meeting.
- Handing out votes and voting ballots to shareholders prior to the Meeting.
- The SEVC is obliged to be trustworthy and careful when performing its duties and be responsible for the results of their performance.

### **Article 8. Rights and obligations of the AGM Chair, the Meeting Secretary and the Vote Counting Committee**

#### **1. The AGM Chair**

- The BOD Chair shall act as the AGM Chair. Several other members will assist the Chair to conduct the meeting.
- The AGM Chair has the right to conduct the Meeting in a valid and orderly manner.
- The AGM Chair decides on issues related to the Meeting’s sequence, procedures or other arising issues at the Meeting.
- The Chair of the Meeting may delay the Meeting when reaching a consensus or request of the AGM which has sufficient attendees in accordance with Clause 8, Article 146 of the Enterprise Law, if the AGM Chair considers that:
  - + The venue of the meeting fails to provide convenient seats for all attendees;
  - + The media at the venue of the meeting does not guarantee participating shareholders to participate, discuss, and vote;
  - + There are attendees who obstruct and disturb the order at the meeting, causing a risk that the meeting is not conducted in a fair and legal manner.
- The maximum time for any adjournment shall not be more than three (03) days from the planned opening date of the Meeting. The Meeting will only consider remaining contents that should have been legally resolved at the previous delayed Meeting.

#### **2. The Secretariat Committee**

The Secretariat Committee is responsible for assisting the AGM Chair:

- Recording fully and honestly all happenings of the AGM and issues approved or noted by shareholders or their proxies at the Meeting.

- Summarizing opinions of shareholders during the AGM and sending them to the AGM Chair.
- Announcing the draft Minutes and Resolution of the Meeting.
- Performing other tasks as assigned by the AGM Chair.

### **3. The Vote Counting Committee**

The Vote Counting Committee is introduced by the Chair and approved by the Meeting, the Vote Counting Committee is responsible for:

- Counting voting ballots.
- Supervising voting procedures of shareholders or proxies attending the Meeting.
- Aggregating voting shares on each content.
- Preparing the minutes of vote counting and presenting it at the Meeting.
- Handing over the minutes of vote counting and all sealed voting ballots to the Organizing Board of the AGM.
- The Vote Counting Committee is obliged to be trustworthy and careful when performing tasks and be responsible for the results of its performance.

## **CHAPTER III**

### **ORGANIZATION OF THE MEETING AND VOTING RULES FOR APPROVING CONTENTS AT THE MEETING**

#### **Article 9. General rules on voting**

- Each share owns or represents ownership with one voting unit.
- The Shareholder Eligibility Verification Committee shall give each shareholder or proxy, to be known as the shareholder attending the Meeting a vote and voting ballot with a registration number, name (full name as an individual) of the shareholder, name (full name as an individual) of the proxy, number of voting shares and stamped by DHG Pharma.
- A shareholder can receive more than one vote and voting ballot if the shareholder has an additional valid authorization that the Organizing Board did not aggregate in one.

#### **Article 10. Voting formality by voting ballot**

- Contents falling under decision of the AGM shall be adopted by voting in the form of secret ballots of all shareholders attending the Meeting by **voting ballot**.
- Shareholders shall make one of the following decisions in respect of each content on the voting ballot submitted to the AGM.
  - + “For”
  - + “Against”
  - + “Abstain”

## **Article 11. Vote Checking Principle with regards to voting by voting ballot**

- With regards to each voting content prescribed on the voting ballot, the shareholder/proxy selects one (01) out of the three (03) voting status by marking (X) or (✓) on the voting status. In case of making changes, it is required to cross over the marked column, sign next to the crossed box and mark on the box the shareholder/proxy wants to select.
- A valid voting ballot:
  - + Follows the “voting ballot” format of DHG Pharma and stamped by DHG Pharma.
  - + “Voting ballot” is not torn, erased, scratched.
  - + Marks only one (01) out of (03) voting options “for”, “against” or “abstain” towards each voting content.
- An invalid voting ballot is a ballot that does not meet one of the criteria of the valid voting ballot.
  - + Does not follow the “voting ballot” format of DHG Pharma, does not have DHG Pharma’s stamp on it.
  - + “Voting ballot” is torn, erased, scratched.
  - + “Voting ballot” does not vote on any voting content.
  - + Marks two (02) or three (03) voting status “For”, “Against” or “Abstain” to each voting content.
- Blank vote is the ballot handed over to shareholders at the Meeting, but is not returned to the Vote Counting Committee.

## **Article 12. Checking and summarizing results**

- A voting ballot after being collected will be checked for its validity.
- A voting ballot after being checked and each voting content after being inputted into the voting software system shall be recorded to determine voting results and to compose into minutes of vote counting. The minutes must clearly clarify the number of voting shares for each voting content and voting rate.
- When recording results, a voting ballot that is: (1) *invalid*; (2) *marking “abstain”*; (3) *blank vote* shall be recorded as “**abstain**”.
- Voting results will be determined in accordance with each voting content and calculated as a percentage (%) rounded to two (02) decimal numbers.

## **Article 13. Form of direct voting by a show of votes**

- A direct voting is applicable to cases where the voting by voting ballots is not applied. In case of direct voting at the meeting, shareholders make decisions by showing VOTES to give opinion:
  - + “For” in respect of each content submitted to the AGM
  - + “Against” in respect of each content submitted to the AGM
  - + “Abstain” in respect of each content submitted to the AGM

- The Vote Counting Committee shall record the number of “for”, “against”, or “abstain” votes in writing and announce the voting result at the Meeting.

**Article 14. Minimum voting rate for approving the contents submitted to the AGM**

- Voting contents shall be adopted when it is approved by a number of shareholders with voting rights that represent fifty-one percent (51%) or more of all votes of shareholders who are present in person or by a proxy at the General Meeting of Shareholders for the following issues:
  - + Report of the BOD: (1) Report on the Company's performance in 2021 and (2) Performance and remuneration of the BOD in 2021.
  - + Report on the performance of Independent Board Members in the Audit Committee (Report of the Audit Committee in 2021).
  - + Audited consolidated financial statements FY 2021.
  - + Profit distribution 2021 and profit distribution plan 2022.
  - + Selection of an independent auditor for financial statements FY 2022.
- Other contents shall be adopted when it is approved by the number of shareholders with voting rights that represent sixty-five percent (65%) or more of all votes of shareholders who are present in person or by a proxy at the General Meeting of Shareholders.

**OBO. THE ORGANIZING BOARD  
DEPUTY HEAD**

**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.]