

NOTICE

REGARDING THE CANDIDACY AND NOMINATION OF AN ADDITIONAL INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS/ A SUPERVISOR OF DHG PHARMACEUTICAL JOINT STOCK COMPANY TERM III (2014 – 2018)

Kind Attn to: Shareholders of DHG Pharmaceutical JSC

- Pursuant to the Law on Enterprises No.68/2014/QH13 dated 26 Nov 2014 and other relevant regulations;
- Pursuant to Decree No.71/2017/NĐ-CP dated 06 Jun 2017 regarding a guidance on corporate governance for public companies effective from 01 Aug 2017;
- Pursuant to the Charter of Organization and Operation of DHG Pharmaceutical JSC (DHG Pharma) issued on 07 Feb 2018,

The Board of Directors (BOD) of DHG Pharma is pleased to inform shareholders about the candidacy and nomination of 01 additional independent member of the BOD and 01 supervisor term III (2014 – 2018) as follows:

1. Number and structure of the BOD members

- The number of BOD members of DHG Pharma approved by the General Meeting of Shareholders is 07 members. Specifically, one-third shall be independent members, equivalent to 02 independent members.
- The number of current independent member: 01 (one) independent member.
- The number of additional BOD member elected at this General Meeting of Shareholders: 01 independent member.

2. Number and structure of the supervisors

- The number of supervisors of DHG Pharma approved by the General Meeting of Shareholders is 03 supervisors.
- The number of current supervisors: 02 members.
- The number of an additional supervisor elected at this General Meeting of Shareholders: 01 member.

3. The rights to run for election or nomination of BOD members

According to the content of Article 32 in the Charter of organization and operation of DHG Pharma on candidacy and nomination for the BOD:

- Shareholders who are holding 5% or more of their voting shares for at least six consecutive months have the right to add up the number of voting rights of each

other to nominate candidates for the BOD. A shareholder or a group of shareholders who are holding from 5% to under 10% of the total number of voting shares shall be entitled to nominate one (01) candidate; from 10% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% shall be entitled to nominate up to four (04) candidates; from 50% to under 60% shall be entitled to nominate up to five (05) candidates; from 60% to under 70% shall be entitled to nominate up to six (06) candidates; from 70% to under 80% shall be entitled to nominate up to seven (07) candidates and from 80% to under 90% shall be entitled to nominate up to eight (08) candidates.

- When the number of the candidates for the BOD through nomination and candidacy fails to reach the minimum number, the incumbent BOD can introduce or nominate more candidates in accordance with this Charter and DHG PHARMA's regulation on internal governance. The introduction of candidates by the BOD must be published clearly before the General Meeting of Shareholders votes for members of the BOD.

4. Criteria and conditions to become the independent member of the BOD

According to the content of Article 33 in the Charter of Organization and Operation of DHG Pharma, a BOD member must meet the following criteria and conditions:

- + *Having full civil act capacity and not being banned from managing an enterprise under provisions of Clause 2, Article 18 of the Enterprise Law;*
- + *Qualified and experienced in business management of DHG PHARMA and not necessarily to be a shareholder of DHG PHARMA.*
- + *A BOD member may concurrently be a BOD member of other companies but may not be a BOD member of more than 5 other companies from 01 Aug 2019.*

According to the content of Article 2 in the Charter of Organization and Operation of DHG Pharma, an independent member of the BOD must meet the following criteria and conditions:

- + *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 three (03) consecutive years;*
- + *Not being a person receiving salaries, wages from DHG PHARMA, except for benefits to which BOD members are entitled in accordance with provisions;*
- + *Not having a spouse, birth parent or sibling being a major shareholder of DHG PHARMA; being an Enterprise Executive of DHG PHARMA or DHG PHARMA's subsidiaries;*
- + *Not directly or indirectly holding at least 1% of DHG PHARMA's voting shares;*
- + *Not ever holding the position of members of the BOD, the Board of Supervisory (BOS) of DHG PHARMA for at least previous five (05) consecutive years.*

5. The rights to run for election or nomination of supervisors

In accordance with Article 54 of the Charter of Organization and Operation of DHG Pharma on candidacy and nomination of a supervisor:

- The shareholders have the right to include the number of votes of each person together to nominate candidates for supervisors. The shareholder or a 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 (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to less than 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.
- If the number of candidates is not enough after nomination and candidacy, the incumbent BOS may nominate more candidates or organize the nomination in accordance with the corporate governance regulation of the Company.

6. Criteria and conditions to become a supervisor

- + *Having full civil act capacity and not being prohibited from establishing and managing enterprises under the provisions of this Law;*
- + *Not being a spouse, birth father, adoptive father, birth mother, adoptive mother, birth child, adoptive child or sibling of members of the Board of Directors, the General Director and Executives Managers;*
- + *Not holding managerial positions at DHG PHARMA; Not necessarily being a shareholder or employee of DHG PHARMA; and*
- + *Shall not be in the following cases:*
- + *Working in accounting and finance departments of DHG PHARMA;*
- + *Being a member or an employee of the independent audit firm audited for financial statements of DHG PHARMA over previous 03 consecutive years.*

7. Application for candidacy and nomination of the independent member of the BOD/supervisor:

A shareholder or a group of shareholders who are eligible to participate in the candidacy and nomination of the independent member of the BOD/the supervisor Term III (2014 - 2018) of DHG Pharma, please kindly send your application to:

Ms. Le Thi Hong Nhung – BOD Secretary of DHG Pharma

Address: 288 Bis Nguyen Van Cu, Ninh Kieu Dist., Cantho City,

Email: hongnhung@dhgpharma.com.vn

Tel: 02923 891433 (242) Fax: 02923 895209

Deadline for submission of application: **4:30pm, 23 March 2018.**

Application includes:

- + Application of candidacy and nomination of the independent member of the BOD/the supervisor.
- + Curriculum vitae and a copy of ID card/citizen identification/passport of the candidate/nominated person.
- + Declaration for the purpose of verifying independence (for candidates of the independent member of the BOD).

Best regards.

**ON BEHALF OF THE BOD
CHAIRMAN**

Recipients:

- As above;
- Archived: BOD Secretary.

Nguyen Chi Thanh

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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CANDIDATE/NOMINATION APPLICATION
TO BECOME AN INDEPENDENT MEMBER OF
THE BOARD OF DIRECTORS/A SUPERVISOR
OF DHG PHARMACEUTICAL JOINT STOCK COMPANY
TERM III (2014 – 2018)

Kind Attn to: The Board of Directors of DHG Pharmaceutical JSC

Pursuant to Notice No.002/2018/TB.DHĐCĐ dated 09 Mar 2018 of the Board of Directors (BOD) of DHG Pharmaceutical Joint Stock Company (DHG Pharma) on the nomination and candidacy for the additional independent member of the BOD/supervisor.

I/We are a shareholder/group of shareholders of DHG PHARMA own% of the total number of voting shares for at least 06 (six) consecutive months, including:

NO.	NAME OF SHAREHOLDER	OWNERSHIP REGISTRATION NUMBER	THE NUMBER OF DHG'S SHARES	% OF THE NUMBER OF DHG'S SHARES	SIGNATURE AND SEAL (*)
1.					
2.					
	TOTAL				

() If the shareholder is an organization*

After referring to Charter of Organization and Operation of DHG Pharma, I/We hereby nominate this member as a candidate for the independent member of the BOD/supervisor term III (2014 - 2018) of DHG Pharma as follows:

Information of nominee/candidate :

Mr./Ms.: DOB:.....

ID/Passport/Citizen identification No:..... issued on:.....at:

Permanent address:

Contact address:

(Enclosed are curriculum vitae and photo of ID/Passport/Citizen identification card of the nominee)

I/We certify that Mr./Ms. is fully qualified to become an independent member of the BOD/a supervisor of DHG Pharma. I/We are fully responsible for the accuracy, honesty and legality of this nomination.

Best regards.

..... 2018

A SHAREHOLDER/REPRESENTATIVE OF SHAREHOLDERS' GROUP

Signature, full name, seal (if any)

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4. **Current position:**

5. **Other positions held in other organizations:**

6. **Interests to the Company:**

- Number of shares held in DHG Pharma:
- Commitments held:
- Related parties holding shares of DHG Pharma:

No.	Name of individual	Relationship	ID Card/ Passport /Biz Registration	Issue date	Issue place	Number of DHG PHARMA's share owned
1.						
2.						
3.						

- Debts related to the Company:
- Interests related to the Company:
- Conflict of interests related to the Company:

I hereby certify all statements in this application are true and complete. I commit to perform my duties honestly, faithfully, cautiously and for the best interests of the Company if I am elected to be a member of the Board of Directors/a supervisor of the Company.

....., , 2018

APPLICANT

(Sign, full name)

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**Declaration for the purpose of verifying independence and
commitment of an independent BOD member of
DHG Pharmaceutical Joint Stock Company Term III (2014-2018)**

Full name:

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

Permanent address:

Contact address:

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

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

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

2.2.	Is the candidate a consultant or a joint-venture partner, an affiliated partner of DHG Pharma as well as a related person?			
3. Criteria for independence of ownership and economic relations				
3.1.	Is the candidate a direct or indirect owner of at least 1% of voting shares of DHG PHARMA?			
3.2.	Is the candidate a related person of the major shareholder of DHG PHARMA?			
3.3.	Is the candidate a partner or a related person of partner who has annual transaction with DHG Pharma, accounting for thirty percent (30%) or more of total revenue or total value of goods and service of the Company in the last two (02) years?			

I hereby verify that declaration for the purpose of verifying independence of the independent BOD member is completely honest, accurate and reasonable.

If I am elected as the independent BOD member Term III (2014 - 2018) of DHG Pharma, I hereby undertake that:

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

Best regards.

....., , 2018

APPLICANT

(signature and full name)

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