

**REFERENCE TABLE**

**AMENDING, SUPPLEMENTING THE INTERNAL REGULATION ON CORPORATE GOVERNANCE**

**AT THE GENERAL MEETING OF SHAREHOLDERS IN 2020**

**1. Reference guides**

The underlined texts: amended, supplemented contents

~~The strikethrough texts: contents proposed to remove~~

**2. Reference contents**

<b>CURRENT CONTENTS</b>	<b>AMENDED, SUPPLEMENTED CONTENTS</b>	<b>EXPLANATIONS</b>
<b>Name of the regulation: INTERNAL REGULATION ON CORPORATE GOVERNANCE</b>	<b>Keeping name of the regulation: INTERNAL REGULATION ON CORPORATE GOVERNANCE</b>	Point I, clause 2, Article 138 of the Law on Enterprises 2020 named this regulation “Internal Governance Regulation”. However, according to the Appendix II of Circular 116/2020/TT-BTC dated 31 December 2020 guiding the implementation of some Articles on corporate governance of public companies, etc. of the Minister of Finance, the model regulation named “Internal regulation on corporate governance”. So, we apply the Model Regulation to keep the name of the regulation.
<b>CHAPTER I. GENERAL PROVISIONS</b>	<b>CHAPTER I. GENERAL PROVISIONS</b>	

CURRENT CONTENTS	AMENDED, SUPPLEMENTED CONTENTS	EXPLANATIONS
<p><b>Article 1. Scope and regulated entities</b></p> <p>2. The regulation adjusts the following main contents: d. Establishment and operation of Committees under the Board of Directors;</p>	<p><b>Article 1. Scope and subject of application</b></p> <p>2. The regulation adjusts the following main contents: d. Establishment and operation of Committees under the Board of Directors;</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>
<p><b>Article 2. DHG PHARMA's principles of corporate governance</b></p> <p>2. To ensure the operational efficiency of the Board of Directors, affiliated Committees <del>or Subcommittees</del>;</p>	<p><b>Article 2. DHG PHARMA's principles of corporate governance</b></p> <p>2. To ensure the operational efficiency of the Board of Directors, and affiliated <u>Committees</u>;</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>
<p><b>CHAPTER II. THE SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</b></p>	<p><b>CHAPTER II. THE SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</b></p>	
<p><b>Article 5. Notice of closing the list of shareholders who have the right to attend the meeting of the General Meeting of Shareholders</b></p>	<p><b>Article 5. Notice of closing the list of shareholders who have the right to attend the General Meeting of Shareholders</b></p>	
<p>2. The convenor of the meeting of the General Meeting of Shareholders prepares the list of shareholders who are eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders is made <del>no earlier than</del> ten (10) working days before the date of sending the notice of invitation to the meeting of the General Meeting of Shareholders.</p>	<p>2. The convenor of the General Meeting of Shareholders prepares the list of shareholders who are eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is made <u>no later than</u> ten (10) days before the sending date of the meeting notice of the General Meeting of Shareholders.</p>	<p>Adding the texts in accordance with point a, clause 2 Article 18 of the Model Charter under Circular 116/2020/TT-BTC and clause 1 Article 141 of the Law on Enterprises 2020 for clarification.</p>

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<b>Article 6. The convocation notice of the General Meeting of Shareholders</b>	<b>Article 6. The convocation notice of the General Meeting of Shareholders</b>	
2. The convenor of the meeting of the General Meeting of Shareholders must carry out the following duties:	2. The convener of the General Meeting of Shareholders must carry out the following duties:	
	<u>Providing information and resolving complaints related to the list of shareholders;</u>	Adding the content in accordance with point b, clause 5, Article 140 of the Law on Enterprises 2020
4. The convenor of the meeting of the General Meeting of Shareholders must send the notice of meeting to all shareholders in the list of shareholders entitled to attend the meeting at least <del>fifteen (15) days</del> prior to the opening day of the meeting of the General Meeting of Shareholders, calculated from the date on which the notice is validly sent or delivered, the postal charge is paid, or the notice is put in the mailbox. The agenda of the meeting of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of DHG PHARMA. In the case where no document is attached with the notice of invitation to the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the link (on the website) in order to enable the shareholders to access such documents, including:	4. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders in the list of shareholders entitled to attend the meeting at least <u>twenty first (21) days</u> prior to the opening day of the General Meeting of Shareholders. It is calculated from the date on which the notice is validly sent or delivered, the postal charge is paid, or the notice is put in the mailbox. The meeting agenda of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders or/and published on the website of DHG PHARMA. In case where no document is attached with the meeting notice of the General Meeting of Shareholders, the meeting notice must specify the link (on website) for shareholders to access such documents, including:	Adding the content in accordance with clause 1, Article 143 of the Law on Enterprises 2020
<b>Article 7. The registration method to attend the General Meeting of Shareholders</b>	<b>Article 7. The registration method to attend the General Meeting of Shareholders</b>	

CURRENT CONTENTS	AMENDED, SUPPLEMENTED CONTENTS	EXPLANATIONS
<p>2. Shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with the law may authorize individuals, representative organizations to attend. In cases more than one (01) authorized representative is appointed, the number of shares and the number of votes of each representative must be specified. Shareholders may authorize the Board of Directors or depository institutions to represent them at the General Meeting of Shareholders. If the depository institutions are authorized by the shareholders to act as their representatives, the depository institutions shall have to publicize the contents entitled to vote. <del>Persons authorized to attend the General Meeting of Shareholders are not allowed to re-authorize the third party to attend the meeting.</del> Authorization made pursuant to Article 19 of the Company's Charter, must be made in writing in accordance with <del>the form of DHG PHARMA and must be signed and sealed (in case of organizations)</del> in accordance with the following provisions:</p> <p>a. <del>If an individual shareholder is a principal, the power of attorney must have the signature of such shareholder and the signature of the individual or the signature of the legal representative with seal of the organization authorized to attend the meeting;</del></p> <p>b. <del>If an organization shareholder is a principal, the power of attorney must be signed by the authorized</del></p>	<p>2. Shareholders entitled to attend the General Meeting of Shareholders in accordance with the law may authorize individuals, organizations to attend. In case more than one (01) authorized representative is appointed, the number of shares and the number of votes of each representative must be specified. Shareholders may authorize <u>a member</u> of the Board of Directors or depository institutions to represent them at the General Meeting of Shareholders. If the depository institutions are authorized by the shareholders to act as their representatives, the depository institutions shall have to publicize the contents entitled to vote. Authorization is made in accordance with Article 19 in the Company's Charter and it must be made in writing in accordance with the following provisions:</p> <p><u>The authorization shall be made into written documents in accordance with the civil law. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the number of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.</u></p> <p>The proxy must submit his/her power of attorney when registering at the Meeting.</p>	<p>Adding/ Explaining the content in accordance with clause 2, Article 144 of the Law on Enterprises 2020 and clause 2, Article 16 of the Model Charter under Circular 116/2020/TT-BTC for clarification.</p>

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<p><del>representative/legal representative of the organization shareholder, and the signature of the individual or legal representative with seal of the organization authorized to attend the meeting;</del></p> <p><del>c. In other cases, there must be the signature of the legal representative of the shareholder and the proxy to attend the meeting.</del></p> <p>Any proxy to attend the meeting of the General Meeting of Shareholders must submit the power of attorney before entering the meeting room.</p>	<p><u>In case of re-authorization, the meeting participant must present the original power of attorney of the shareholder or the authorized representative of organization shareholder (if it has not been registered with the Company before).</u></p>	
<p><b>Article 8. Method of voting</b></p>	<p><b>Article 8. Method of voting</b></p>	
<p>1. Shareholders exercise their voting rights in the manner indicated in the notice, including one of the ways stipulated in point g, Clause 1 Article 16 of the Company's Charter and Article 9 this Regulation, details are as follows:</p>	<p>1. Shareholders exercise their voting rights in the manner indicated in the notice, including one of the methods stipulated in point g, clause 1, Article 16 of the Company's Charter and Article 9 of this Regulation, details are as follows:</p>	
<p>c. To attend and vote via online meetings, electronic voting or other electronic forms;</p>	<p>c. To attend and vote via online meeting(s); cast electronic votes or <u>in other electronic modes according to the voting rules and the agenda of the General Meeting of Shareholders;</u></p>	<p>Adding in accordance with point c, clause 6, Article 13 of the Model Charter under Circular 116/2020/TT-BTC for easier implementation.</p>
<p><b>Article 10. Method of vote counting</b></p>	<p><b>Article 10. Method of vote counting</b></p>	
<p>2. The Vote Counting Committee's members are not:</p>	<p>2. The Vote Counting Committee's members are not:</p>	
<p>c. The persons related to the subjects mentioned at point a, b Clause 2 of this Article are determined according to the provisions of <del>Clause 34, Article 6 of the</del></p>	<p>c. The persons related to the subjects mentioned at point a, b clause 2 of this Article are determined according to the provisions of <u>clause 46, Article 4</u></p>	<p>Revising/ Updating the reference according to the Law on Enterprises 2020 and the Law on Securities 2019.</p>

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<del>Law on Securities and Clause 17, Article 4 of the Law on Enterprises.</del>	<u>of the Law on Securities and clause 23, Article 4 of the Law on Enterprises.</u>	
	<u>5. In case the Company applies modern technology to organize an online General Meeting of Shareholders, the Company is responsible for ensuring that shareholders attend, vote electronically in accordance with Article 144 of the Law on Enterprises and clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government elaborating some Articles of the Law on Securities.</u>	Adding the new contents in accordance with clause 10, Article 20 of the Model Charter under Circular 116/2020/TT-BTC and clause 3, Article 273 of Decree 155/2020/ND-CP to match the current situation.
<b>Article 16. Standards of the Board of Directors' members</b>	<b>Article 16. Standards of the Board of Directors' members</b>	
The Board of Directors' members must have the following standards and conditions under Clause 1, Article 34 of the Company's Charter as follows:		
1. Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, <del>Article 18</del> of the Law on Enterprises;	1. Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, <u>Article 17</u> of the Law on Enterprises;	Revising/ Updating the reference according to the Law on Enterprises 2020
3. A member of the Board of Directors can concurrently be a member of the Board of Directors of another company.  A member of the Board of Directors can not concurrently be a member of the Board of Directors of over five (05) other companies <del>from 01 August 2019.</del>	3. A member of the Board of Directors can concurrently be a member of the Board of Directors of another company.  A member of the Board of Directors can not concurrently be a member of the Board of Directors of over five (05) other companies.	Deleting/ Updating the content in accordance with point c clause 1 Article 155 of the Law on Enterprises 2020 and clause 3 Article 275 of Decree 155/2020/ND-CP.

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<b>Article 17. Shareholders, groups of shareholders stand for candidacy and nomination of members of the Board of Directors</b>	<b>Article 17. Shareholders, groups of shareholders stand for candidacy and nomination of members of the Board of Directors</b>	
<p>1. The shareholders holding 5% of shares with voting rights <del>in a consecutive period of at least six months</del> may include the voting rights of each person together to nominate members to the Board of Directors. Shareholder or group of shareholders holding 5% to under 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to under 30% entitled to nominate up to two (02) candidates; from 30% to under 40% entitled to nominate up to three (03) candidates; from 40% to under 50% entitled to nominate up to four (04) candidates; from 50% to under 60% entitled to nominate up to five (05) candidates; from 60% to under 70% entitled to nominate up to six (06) candidates; from 70% to under 80% entitled to nominate up to seven (07) candidates; and from 80% to under 90% entitled to nominate up to eight (08) candidates.</p>	<p>1. Shareholders who are holding 5% or more of their voting shares have the right to add up the number of voting rights of each other to nominate candidates for the Board of Directors. 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.</p>	<p>Deleting/ Updating the content in accordance with clause 5 Article 115 of the Law on Enterprises 2020 and clause 2 Article 25 of the Model Charter under Circular 116/2020/TT-BTC</p>
<b>Article 20. Notice on the election, dismissal and removal of members of the Board of Directors</b>	<b>Article 20. Notice on the election, dismissal and removal of members of the Board of Directors</b>	
Election, dismissal and removal of members of the Board of Directors must be noticed, published		

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information in accordance with the regulations of laws and the Company, specifically as follows:		
1. Periodic information disclosure in accordance with <del>Clause 2 &amp; 3, Article 8 of Decree No.155/2015/TT-BTC</del> in the Annual Report or in case members of the Board of Directors are elected by the General Meeting of Shareholders.	1. Disclosing periodic information in accordance with <u>clause 2 and clause 3, Article 10 of Circular No.96/2020/TT-BTC</u> in the Annual Report or in case members of the Board of Directors are elected by the General Meeting of Shareholders.	Revising/ Updating the reference in accordance with Circular 96/2020/TT-BTC and Article 109 of the Law on Enterprises 2020
2. Extraordinary information disclosure within twenty-four (24) hours in case the Company changes, appoints, re-appoints, or dismisses members of the Board of Directors in accordance with <del>point n, clause 1, Article 9 of Circular No.155/2015/TT-BTC.</del>	2. Disclosing extraordinary information within twenty-four (24) hours in case the Company changes, appoints, re-appoints, or dismisses members of the Board of Directors in accordance with <u>point I, clause 1, Article 11 of Circular No.96/2020/TT-BTC.</u>	Revising/ Updating the reference in accordance with Circular 96/2020/TT-BTC and point d, clause 1, Article 110 of the Law on Enterprises 2020.
<b>CHAPTER III. ORDER AND PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS</b>	<b>CHAPTER III. ORDER AND PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS</b>	
<b>Article 23. Conditions for holding a meeting of the Board of Directors</b>	<b>Article 23. Conditions for holding a meeting of the Board of Directors</b>	
	<u>5. In case the voting form is sent to the meeting by mail, it must be put in sealed envelopes and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening hour. The voting form shall only be opened in the presence of the meeting participants.</u>	Adding the content in accordance with clause 10, Article 157 of the Law on Enterprises 2020 and clause 10, Article 30 of the Model Charter under Circular 116/2020/TT-BTC
<b>Article 26. Making minutes of the Board of Directors' meeting</b>	<b>Article 26. Preparing minutes of the Board of Directors' meeting</b>	



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	<p><u>3. In case the Chairperson, the minutes preparer refuse to sign the minutes of meeting, the minutes of meeting shall be effective if it is signed by all other members of the Board of Directors attending the meeting and fully contains the contents as prescribed in point a, b, c, d, dd, e, g, and h of clause 1, Article 158 of the Law on Enterprises.</u></p>	<p>Adding the new content in accordance with point a, b, c, d, dd, e, g, and h, clause 1, Article 158 of the Law on Enterprises 2020.</p>
<p><b>CHAPTER IV. PROVISIONS ON THE ESTABLISHMENT AND ACTIVITIES OF COMMITTEES UNDER THE BOARD OF DIRECTORS</b></p>	<p><b>CHAPTER IV. PROVISIONS ON THE ESTABLISHMENT AND ACTIVITIES OF COMMITTEES UNDER THE BOARD OF DIRECTORS</b></p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>
<p><b>Article 27. Establishment, organizational structure and criteria for members of the Committees under the Board of Directors</b></p>	<p><b>Article 27. Establishment, organizational structure and criteria for members of the Committees under the Board of Directors</b></p>	
<p>1. Establishment of the Committees</p> <p><del>a. Pursuant to the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decide to establish affiliated Committees to support the activities of the Board of Directors, including:</del></p> <p><del>(i) Strategic Committee;</del></p> <p><del>(ii) Nomination Committee;</del></p> <p><del>(iii) Audit Committee;</del></p> <p><del>b. Pursuant to the approval of the General Meeting of Shareholders, the Board of Directors decide to establish other Committees if necessary;</del></p>	<p>1. Establishment of the Committees</p> <p>a. <u>Except for the Audit Committee approved by the General Meeting of Shareholders, the Board of Directors may establish an affiliated Committee to be in charge of development policies, personnel, salaries and bonuses, risk management, and other Committees if necessary.</u></p> <p>b. If DHG PHARMA has not established or shall not establish a Nomination Committee and a Strategic Committee, the Board of Directors shall designate an independent board member to help the Board of Directors carry out the nomination</p>	<p>Adding the content in accordance with Article 161 of the Law on Enterprises 2020 and clause 1 Article 31 of the Model Charter under Circular 116/2020/TT-BTC.</p> <p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>

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<p>c. If DHG PHARMA has not established or shall not establish the Nomination Committee and the Strategic Committee, the Board of Directors shall designate an independent Board of Directors' member to help the Board of Directors to carry out personnel, salary and bonus, planning and implementing the strategies;</p> <p>d. Term of Committees under the Board of Directors.</p>	<p>and remuneration activities and the strategic planning and implementation.</p> <p>c. Term of Committees under the Board of Directors follows the term of the Board of Directors.</p>	
<p>2. The structure of the Committees is in accordance with Clause 2, Article 39 of the Company's Charter, specifically as follows:</p> <p>a. The Board of Directors nominates and appoints members of the Committees. A Committee includes:</p> <p>(i) One (01) <del>Head</del> of the Committee, and</p> <p>(ii) Members of the Committee.</p> <p>b. The number of members of the Committee is decided by the Board of Directors, but there should be at least three (03) members including members of the Board of Directors and external members. Independent members of the Board of Directors/Non-Executive Members of the Board of Directors should account for the majority of the Committee and one of these members will be appointed as <del>Head</del> of the Committee decided by the Board of Directors.</p>	<p>2. The structure of the Committees is in accordance with clause 2, Article 39 of the Company's Charter, specifically as follows:</p> <p>a. The Board of Directors nominates and appoints members of the Committees. A Committee includes:</p> <p>(i) One (01) <u>Chairperson</u> of the Committee, and</p> <p>(ii) Members of the Committee.</p> <p>b. The number of members of the Committee is decided by the Board of Directors, but there should be at least three (03) members including members of the Board of Directors and external members. Independent Board Members/Non-Executive Members of the Board of Directors should account for the majority of the Committee and one of these members will be appointed as <u>the Chairperson</u> of the Committee decided by the Board of Directors.</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p> <p>Revising from the "Head of Committee" title to "Chairperson of Committee" title to be consistent with the change of Article 161 of the Law on Enterprises 2020.</p>

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<p>3. Criteria, conditions of the Committees' members specified in Regulation of organization and operation of the Committee, but basically must meet the following requirements:</p> <p>a. Having knowledge, experience and skills in the field of the Committee;</p>	<p>3. Criteria, conditions of the Committees' members are specified in the Regulation on organization and operation of the Committee, but basically must meet the following requirements:</p> <p>a. Having knowledge, experience, and skills in the field of the Committee;</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>
<p>4. <del>Head</del> of the Committee must satisfy all criteria and conditions as follows:</p> <p>c. Be good at managing and coordinating the work of the Committee;</p>	<p>4. The <u>Chairperson</u> of the Committee must satisfy all criteria and conditions as follows:</p> <p>c. Having the ability to manage and coordinate the works of the Committee;</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p> <p>The Head of the Committee shall be called Chairperson of Committee to be consistent with the change of Article 161 of the Law on Enterprises 2020.</p>
<p><b>Article 28. Operating principles and responsibilities of Committees and responsibilities of the Committee's members</b></p>	<p><b>Article 28. Operating principles and responsibilities of Committees and responsibilities of the Committee's members</b></p>	
<p>1. The operation of the committees shall comply with the following principles:</p> <p>a. The Committees of the Board of Directors organize and operate in accordance with the principle of majority. Resolution of the Committees is only valid when the majority of the members vote "for". The voting can be directly implemented at the meeting, or through collecting shareholders' opinions by solicitation of written consent.</p>	<p>1. The operation of the committees shall comply with the following principles:</p> <p>a. The Committees of the Board of Directors organize and operate in accordance with the principle of majority. Resolution of the Committees is only valid when the majority of the members vote "for". The voting can be directly implemented at the meeting, or through collecting shareholders' opinions by solicitation of written consent.</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>

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<p>b. Resolution and all activities of the Committees must comply with resolution, guidance of the Board of Directors, the General Meeting of Shareholders, the Charter, the internal regulation of the Company and laws.</p> <p>c. In all activities, the Committees must protect and maximize the legitimate rights and interests of the Company.</p>	<p>b. Resolutions and all activities of the Committees must comply with resolutions, guidances of the Board of Directors, the General Meeting of Shareholders, the Charter, the internal regulation of the Company and laws.</p> <p>c. In all activities, the Committees must protect and maximize the legitimate rights and interests of the Company.</p>	
<p>2. Responsibilities of the Committees</p> <p>c. Developing the organizational structure, assigning the tasks suitably to each member, coordinating well with the Board of Directors, other Committees, Executive apparatus to fulfill the tasks assigned by the Board of Directors;</p> <p>f. Other responsibilities in accordance with organization and operation regulation of the Committee.</p>	<p>2. Responsibilities of the Committees</p> <p>c. Developing the organizational structure, assigning the tasks suitably to each member, coordinating well with the Board of Directors, other Committees, Executive apparatus to fulfill the tasks assigned by the Board of Directors;</p> <p>f. Other responsibilities in accordance with organization and operation regulation of the Committee.</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>
<p>3. Responsibilities of members of the Committee:</p> <p>a. Perform the tasks assigned by the Committee with all the capacity, dedication, ensuring quality and progress;</p> <p>c. Make sure to be present at the meeting, express opinions and vote, give comments in writing</p>	<p>3. Responsibilities of members of the Committees:</p> <p>a. Perform the tasks assigned by the Committee with all the capacity, dedication, ensuring quality and progress;</p> <p>c. Make sure to be available at the meeting, express opinions and vote, give comments in</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p> <p>The Head of the Committee shall be called Chairperson of Committee to be consistent with the change of Article 161 of the Law on Enterprises 2020.</p>

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<p>according to the notice or request of <del>the Head</del> of the Committee;</p> <p>d. Be responsible for discussing, explaining, consulting, proposing solutions to <del>the Head</del> of the Committee on professional issues when required;</p> <p>e. Report to <del>the Head</del> of the Committee when no longer meeting the standards and conditions of members of the Committee in accordance with the laws, the Charter, internal regulation of the Company.</p> <p>f. Other powers and responsibilities in accordance with the organizational and operational regulations of the Committee.</p>	<p>writing according to the notice or request of <u>the Chairperson</u> of the Committee;</p> <p>d. Be responsible for discussing, explaining, consulting, proposing solutions to <u>the Chairperson</u> of the Committee on professional issues when required;</p> <p>e. Report to <u>the Chairperson</u> of the Committee when no longer meeting the standards and conditions of members of the Committee in accordance with the laws, the Charter, and the internal regulation of the Company.</p> <p>f. Other powers and responsibilities in accordance with the organizational and operational regulations of the Committee.</p>	
<p>4. Responsibilities of <del>the Head</del> of the Committee: In addition to the responsibilities mentioned in Clause 3 of this Article, <del>the Head</del> of the Committee shall have the following responsibilities:</p> <p>a. Manage and coordinate the work of the Committee, promptly provide information on resolutions and directions of the Board of Directors to members of the Committee;</p> <p>b. Convene and run the meetings, organize to collect opinions in writing to handle the work of the Committee.</p>	<p>4. Responsibilities of <u>the Chairperson</u> of the Committee: In addition to the responsibilities mentioned in clause 3 of this Article, <u>the Chairperson</u> of the Committee shall have the following responsibilities:</p> <p>a. Manage and coordinate the work of the Committee, promptly provide information on resolutions and directions of the Board of Directors to members of the Committee;</p> <p>b. Convene and run the meetings, organize to collect opinions in writing to handle the work of the Committee.</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p> <p>The Head of the Committee shall be called Chairperson of Committee to be consistent with the change of Article 161 of the Law on Enterprises 2020.</p>

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c. On behalf of the Committee, sign resolutions, meeting minutes, appointment letters, invitation letters, voting ballots by written consent and other documents of the Committee.	c. On behalf of the Committee, sign resolutions, meeting minutes, appointment letters, invitation letters, voting ballots by written consent and other documents of the Committee.	
<b>Article 29. Meetings of the Committee</b>	<b>Article 29. Meetings of the Committees</b>	
<p>1. Meetings:</p> <p>a. Periodic meetings: The Committee organizes quarterly meetings on the first month of each quarter;</p> <p>b. Extraordinary meetings in case unexpected requests from the Board of Directors or <del>the Head</del> of the Committee are deemed necessary to resolve the Company's tasks.</p>	<p>1. Meetings:</p> <p>a. Periodic meetings: The Committee organizes quarterly meetings on the first month of each quarter;</p> <p>b. Organize extraordinary meetings in case receiving unexpected requests from the Board of Directors or <u>the Chairperson</u> of the Committee deems it is necessary to resolve the Company's tasks.</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p> <p>The Head of the Committee shall be called Chairperson of Committee to be consistent with the change of Article 161 of the Law on Enterprises 2020.</p>
<p>2. Contents of the meeting: The Committee discusses and finds solutions to implement the resolutions and directions of the Board of Directors, the organization and operation of the Committee and other tasks related to production and business of the Company.</p>	<p>2. Contents of the meeting: The Committee discusses and finds solutions to implement the resolutions and directions of the Board of Directors, the organization and operation of the Committee and other tasks related to production and business of the Company.</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p>
<p>3. Notice of the meeting: <del>The Head</del> of Committee shall send the notice, documents and related contents to members no later than three (03) working days before the meeting. In case of necessity, <del>the Head</del> of the Committee may consult</p>	<p>3. Notice of the meeting: <u>The Chairperson</u> of Committee shall send the notice, documents and related contents to members no later than three (03) working days before the meeting. In case of necessity, <u>the Chairperson</u> of the Committee may consult members to organize</p>	<p>The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.</p> <p>The Head of the Committee shall be called Chairperson of Committee to be consistent</p>

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members to organize the meeting sooner if approved by all members of the Committee.	the meeting sooner if approved by all members of the Committee.	with the change of Article 161 of the Law on Enterprises 2020.
4. Form of the meeting: The meeting can be held in the form of direct or indirect meeting via online connection. Discussion, expressing opinions and voting at the meeting via online connection is valid as direct meeting. The meeting is eligible to be held when the majority of members of the Committee attend.	4. Form of the meeting: The meeting can be held in the form of direct or indirect meeting via online connection. Discussion, expressing opinions and voting at the meeting via online connection is valid as direct meeting. The meeting is eligible to be held when the majority of members of the Committee attend.	The Vietnamese name of the Committees is revised to unify the names of the Committees under the Board of Directors.
5. In addition to having meetings to resolve the tasks, <del>the Head</del> of the Committee can collect members' opinions by solicitation of written consent. In case the matters need to be decided by the collective, collecting opinions by solicitation of written consent may replace voting at the meeting prescribed in Clause 4 of this Article. The deadline of collecting opinions by solicitation of written consent is at least three (03) working days from the time of sending notice in writing to the members.	5. In addition to having meetings to resolve the tasks, <u>the Chairperson</u> of the Committee can collect members' opinions by solicitation of written consent. In case the matters need to be decided by the collective, collecting opinions by solicitation of written consent may replace voting at the meeting prescribed in Clause 4 of this Article. The deadline of collecting opinions by solicitation of written consent is at least three (03) working days from the time of sending notice in writing to the members.	The Head of the Committee shall be called Chairperson of Committee to be consistent with the change of Article 161 of the Law on Enterprises 2020.
<b>Article 30: The Audit Committee</b>	<b>Article 30: Audit Committee</b>	
1. The Audit Committee is <del>Audit Committee</del> under the Board of Directors according to <del>Point b, Clause 1, Article 134</del> of the Law on Enterprises;	1. Audit Committee is <u>a specialized body</u> under the Board of Directors according to <u>clause 1, Article 161</u> of the Law on Enterprises;	Adding the content in accordance with Article 161 of the Law on Enterprises 2020 and clause 1 Article 31 of the Model Charter under Circular 116/2020/TT-BTC
2. The Audit Committee has three (03) to five (05) members who are assigned, appointed and signed	2. The Audit Committee has three (03) to five (05) members who are assigned, appointed	The Vietnamese name of the Committee is revised to be in accordance with Article 161

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labor contracts by the Board of Directors in accordance with the proposal of the General Director. The term of the Audit Committee is the same as that of the Board of Directors;	and signed labor contracts by the Board of Directors in accordance with the proposal of the General Director. The term of the Audit Committee is the same as that of the Board of Directors;	of the Law on Enterprises 2020 and clause 1 Article 31 of the Model Charter under Circular 116/2020/TT-BTC
3. Members of the Audit Committee must satisfy the following standards, conditions:	3. Members of Audit Committee must satisfy the following standards, conditions:	The Vietnamese name of the Committee is revised to be in accordance with Article 161 of the Law on Enterprises 2020 and clause 1 Article 31 of the Model Charter under Circular 116/2020/TT-BTC
4. <del>The Head</del> of the Audit Committee is appointed and nominated by the Board of Directors. <del>The Head</del> of Audit Committee must satisfy the following standards and conditions:	4. <u>The Chairperson</u> of Audit Committee is appointed and nominated by the Board of Directors. <u>The Chairperson</u> must satisfy the following standards and conditions:	Revising from the “Head of Audit Committee” title to “Chairperson of Audit Committee” title to be consistent with the change of Article 161 of the Law on Enterprises 2020.
5. Powers and responsibilities of the Audit Committee are implemented in accordance with Article 41 of the Company’s Charter.	5. Powers and responsibilities of Audit Committee are implemented in accordance with Article 41 of the Company’s Charter.	Changing the Vietnamese name of Audit Committee to be in accordance with Article 161 of the Law on Enterprises 2020 and clause 1 Article 31 of the Model Charter under Circular 116/2020/TT-BTC
6. The meetings of the Audit Committee shall comply with Article 29 of this Regulation. Other tasks of the Audit Committee are carried out in accordance with the directions of the Board of Directors, the Charter, provisions, regulations of the Company and laws.	6. Meetings of Audit Committee shall comply with Article 29 of this Regulation. Other tasks of Audit Committee are carried out in accordance with the directions of the Board of Directors, the Charter, provisions, regulations of the Company, and laws.	Changing the Vietnamese name of Audit Committee to be in accordance with Article 161 of the Law on Enterprises 2020 and clause 1 Article 31 of the Model Charter under Circular 116/2020/TT-BTC



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<b>CHAPTER V. SELECTION, APPOINTMENT, REMOVAL AND DISMISSAL OF THE COMPANY'S ENTERPRISE EXECUTIVES</b>	<b>CHAPTER V. SELECTION, APPOINTMENT, REMOVAL AND DISMISSAL OF THE COMPANY'S ENTERPRISE EXECUTIVES</b>	
<b>Article 31. Criteria of the Enterprise Executives</b>	<b>Article 31. Criteria of the <u>Company's</u> Enterprise Executive</b>	
The Company's Enterprise Executives as stipulated in point n, Clause 1, Article 2 of the Company's Charter shall include: The General Director, Deputy General Director, Chief Accountant, and other Enterprise Executives (including Functional Directors and other equivalent titles) of DHG PHARMA appointed, removed, dismissed by the Board of Directors.	The Company's Enterprise Executives as stipulated in point n, clause 1, Article 2 of the Company's Charter shall include General Director, <u>Chief Operating Officer</u> , Deputy General Director(s), Chief Accountant, and other executive <u>positions</u> (including Functional Directors and other equivalent titles) of DHG PHARMA appointed, removed, dismissed by the Board of Directors.	Adding in accordance with the Company's reality
1. Criteria and conditions of the appointment of the General Director and Deputy General Director in accordance with Clause 3, Article 46 of the Company's Charter, as follows:  Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, <del>Article 18</del> of the Law on Enterprises;  Having professional qualifications and experience in business administration of DHG PHARMA.	1. Appointment criteria and conditions for General Director, <u>Chief Operating Officer</u> , and Deputy General Director(s) follow clause 3, Article 46 of the Company's Charter. Specifically as follows:  Having full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of clause 2, <u>Article 17</u> of the Law on Enterprises;  Having professional qualifications and experience in the business management of DHG PHARMA.	Adding the content to be consistent with the Company's reality. Revising/Updating the reference in accordance with the Law on Enterprises 2020
3. Criteria and conditions for appointment of other Enterprise Executives:	3. Appointment criteria and conditions for other Enterprise Executives:	Revising/Updating the reference in accordance with the Law on Enterprises 2020

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<p>Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, <del>Article 18</del> of the Law on Enterprises;</p> <p>Having professional qualifications and experience in business administration that is relevant to the field to be in charge of.</p>	<p>Having full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of clause 2, <u>Article 17</u> of the Law on Enterprises;</p> <p>Having professional qualifications and experience in business management that is relevant to the field to be in charge of.</p>	
<p><b>Article 32. Appointment of the Enterprise Executives</b></p>	<p><b>Article 32. Appointment of Enterprise Executives</b></p>	
<p>3. The Board of Directors shall appoint the Deputy General Director, Chief Accountant and other Enterprise Executives. The application file of the appointment shall be the same as that prescribed in Clause 2 of this Article.</p>	<p>3. The Board of Directors shall appoint <u>Chief Operating Officer</u>, Deputy General Director(s), Chief Accountant, and other Enterprise Executives. The appointment application file shall be the same as prescribed in clause 2 of this Article.</p>	<p>Adding the content to be consistent with the Company's reality</p>
<p>4. The term of the General Director, Deputy General Director, Chief Accountant and other Enterprise Executives (including Functional Directors and equivalent titles) of DHG PHARMA is implemented in accordance with the Board of Directors' decisions and shall be reappointed. The appointment shall be terminated in accordance with the provisions of the labor contract.</p>	<p>4. The term of General Director, <u>Chief Operating Officer</u>, Deputy General Director(s), Chief Accountant, and other Enterprise Executives (including Functional Directors and equivalent titles) of DHG PHARMA is implemented in accordance with the Board of Directors' decisions and shall be reappointed. The appointment shall be terminated in accordance with the provisions of labor contracts.</p>	<p>Adding the content to be consistent with the Company's reality</p>
<p><b>Article 33. Signing labor contracts with the Enterprise Executives</b></p>	<p><b>Article 33. Signing labor contracts with Enterprise Executives</b></p>	

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<p>1. After the decision on the appointment of the Board of Directors is made in accordance with the provisions of Article 32 of this Regulation, the Board of Directors shall sign a labor contract with the General Director. The General Director shall sign a labor contract with the Enterprise Executives including from Deputy General Directors downwards (including the appendix of the labor contracts).</p>	<p>1. After the appointment decision of the Board of Directors is made in accordance with the provisions of Article 32 of this Regulation, the Chairperson of the Board of Directors shall sign a labor contract with the General Director. The General Director shall sign labor contracts with the Enterprise Executives including <u>Chief Operating Officer</u>, Deputy General Director(s) and lower level (including the appendix of the labor contracts).</p>	<p>Adding the content to be consistent with the Company's reality</p>
<p><b>CHAPTER VI. COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR</b></p>	<p><b>CHAPTER VI. COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR</b></p>	
<p><b>Article 39. Coordination of control, administration and supervision among members of the Board of Directors and the General Director</b></p>	<p><b>Article 39. Coordination of control, administration and supervision among members of the Board of Directors and the General Director</b></p>	
<p>8. The General Director, the Deputy General Director, the Chief Accountant and other Enterprises Executives must provide sufficient and timely information and documents of DHG PHARMA's business activities at the request of the Board of Directors.</p>	<p>8. General Director, <u>Chief Operating Officer</u>, Deputy General Director(s), Chief Accountant, and other Enterprises Executives must provide sufficient and timely information and documents of DHG PHARMA's business activities at the request of the Board of Directors.</p>	<p>Adding the content to be consistent with the Company's reality</p>
<p><b>Article 43. Rights and obligations of the person in charge of DHG PHARMA's corporate governance</b></p> <p>The person in charge of DHG PHARMA's corporate governance has the following powers and obligations:</p>	<p><b>Article 43. Rights and obligations of the person in charge of DHG PHARMA's corporate governance</b></p>	

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	The person in charge of DHG PHARMA's corporate governance has the following powers and obligations:	
	<u>9. Being the contact person between parties with relevant interests:</u>	Adding the content in accordance with point h, clause 3, Article 32 of the Model Charter under Circular 116/2020/TT-BTC and point h, clause 3, Article 281 of Decree 155/2020/ND-CP.
<b>CHAPTER VII: TERMS OF EXECUTION</b>	<b>CHAPTER VII: TERMS OF EXECUTION</b>	
<b>Article 45. Effect and implementation</b>	<b>Article 45. Effect and implementation</b>	
1. this Regulation takes effect since the General Meeting of Shareholders approves in accordance with the Resolution No. <del>001/2019/NQ-DHDCD</del> dated 14 June 2019.	1. This Regulation takes effect since the General Meeting of Shareholders approves in accordance with the Resolution No. ... dated ...	Updating number, date of issuance of the Resolution of the Annual General Meeting of Shareholders 2020

Cantho, ..... 2021

**GENERAL DIRECTOR**

**MANAGER OF LEGAL DEPARTMENT**

**Masashi Nakaura**

**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.]