

Cantho, 27th May, 2019

**MEETING AGENDA AND WORKING AND OPERATING REGULATIONS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018
OF DHG PHARMACEUTICAL JOINT STOCK COMPANY**

- Pursuant to Law on Enterprise No.68/2014/QH13 dated 26 Nov 2014;
- Pursuant to the Charter of Operation and Organization of DHG Pharma issued on 06 Aug 2018,

In order to ensure timely working schedule in line with the Annual General Meeting of Shareholders (AGM) agenda, the AGM organizer is pleased to announce the AGM agenda, working regulations and voting rules at the AGM as follows:

**I. MEETING AGENDA AT THE AGM 2018
DHG PHARMACEUTICAL JSC (STOCK STICKER: DHG)**

Time: 8:00am Tuesday, 11th June 2019

Venue: Hall - Head office of DHG Pharma

288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Cantho City

Time	Contents	Person in charge
08h00 – 08h20	Registration	Shareholder Eligibility Verification Committee
08h20 – 08h40	Welcoming performances	Organizing Board
08h40 – 08h50	Announcement of reasons for the event, introduction of delegations	Organizing Board
08h50 – 09h00	Report of the verification of shareholders eligibility	Shareholder Eligibility Verification Committee
09h00 – 09h15	<p>Introduction and approval of</p> <ul style="list-style-type: none"> – The Meeting agenda, working regulation and voting rule at the AGM – The Presidium: <ul style="list-style-type: none"> + Mr. Nguyen Chi Thanh – BOD Chairman Chairman + Mdm. Pham Thi Viet Nga – BOD member Member + Mr. Doan Dinh Duy Khuong – BOD member, Interim General Director Member + Mr. Jun Kuroda – BOD member Member 	Organizing Board

Time	Contents	Person in charge
	<p>– The Meeting Secretariat Committee: + Ms. Le Thi Hong Nhung – BOD Secretary, Head Finance Director + Mr. Vo Hoang Tam – Head of Legal Dept. Member</p> <p>– The Meeting Supervisory: + Mr. Tran Quoc Hung – Head of the BOS Head + Mr. Ho Buu Huan - Chief Accountant Member + Mr. Tran Duy Canh – Legal Dept. Member</p> <p>Invite 01 shareholder to participate in the Meeting Supervisory</p> <p>The Vote Counting and Election Committee at the AGM + Ms. Luong Thi Thai Hien – Vice head of Head Distribution center + Ms. Duong Kim Loan – Finance Dept. Member + Ms. Dinh Thi Bich Ngoc – Legal Dept. Member</p> <p>=> Consulting the Meeting – show of votes</p>	
	II. MEETING CONTENTS	Present at the Meeting
09h15 – 10h20	<ol style="list-style-type: none"> 1. Report of the Board of Directors (BOD) Term III (2014 – 2018) Part 1: Report on the Company's performance Term III (2014 – 2018) Part 2: Report on the Company's performance in 2018 Part 3: Business strategies and plans 2019 – 2023. Part 4: Business orientation and plans in 2019. 2. Report of the Board of Supervisory (BOS) Term III (2014 – 2018) 3. Audited consolidated financial statements FY 2018 4. Statement No.001/2019/TTr.ĐHĐCĐ regarding the profit distribution 2018 and the profit distribution plan 2019. 5. Statement No.002/2019/TTr.ĐHĐCĐ regarding the selection of an independent auditor for 2019 financial statements. 6. The resignation letter from the Supervisor position of Ms. Nguyen Phuong Thao since 25 Oct 2018. 7. Statement No.003/2019/TTr.ĐHĐCĐ regarding the amendments and supplements of DHG Pharma's business lines. 8. Statement No.004/2019/TTr.ĐHĐCĐ on changing organizational structure, management and control. Amending and supplementing the Charter; Internal Regulation on Corporate Governance from the BOS model to the Audit Committee model under the BOD of DHG Pharma. 	<p>Mr. Doan Dinh Duy Khuong – BOD member, Interim General Director</p> <p>Mr. Tran Quoc Hung – Head of the BOS</p> <p>Mr. Ho Buu Huan – Chief Accountant</p> <p>Mr. Ho Buu Huan – Chief Accountant</p> <p>Mr. Tran Trung Kien – Supervisor</p> <p>Mr. Tran Trung Kien – Supervisor</p> <p>Mr. Vo Hoang Tam – Head of Legal Dept.</p> <p>Mr. Vo Hoang Tam – Head of Legal Dept.</p>

Time	Contents	Person in charge
	<p>9. Statement No.005/2019/TTr.DHĐCĐ regarding the quantity and member structure of the BOD Term IV (2019 – 2023) => Consulting the Meeting – Show of votes</p>	Ms. Le Thi Hong Nhung – BOD Secretary, Finance Director
	<p>10. Nomination/candidacy list and curriculum vitae of candidates. => Consulting the Meeting – Show of votes</p>	Ms. Le Thi Hong Nhung – BOD Secretary, Finance Director
	<p>11. Approval of the Voting Rule => Consulting the Meeting – Show of votes</p>	Ms. Luong Thi Thai Hien – Head of Vote Counting Committee
10h20 – 10h50	Discussion + Q&A Section	
	III. VOTING AND ELECTION	
10h50 – 11h00	Announcement of % shareholders before voting	Shareholder Eligibility Verification Committee
	Voting on contents of the agenda and election	Vote Counting Committee
11h00 – 11h40	Tea break + Vote counting	
11h40 – 11h50	Announcement of the voting result: - Contents approved at the Meeting - The BOD election Term IV (2019 – 2023)	Vote Counting Committee
11h50 – 12h00	Introduction of the elected BOD members	BOD member
	Approval of the Meeting minutes	AGM Secretariat Committee
	Approval of the Meeting resolution	Mr. Doan Dinh Duy Khuong – BOD member, Interim General Director
12h00	IV. CLOSING	

A shareholder or group of shareholders holding five percent (5%) or more of the total number of common shares for a period of six (06) consecutive months 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 06 June 2019**. 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.

The person convening the meeting of 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 the ordinary shares for at least six (06) consecutive months;
- The recommended issue does not fall within the authority of the General Meeting of Shareholders to decide;
- Other cases as stipulated by the law and the Company's Charter.

II. WORKING REGULATION AT THE MEETING

1. Rights and obligations of a shareholder

- 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.
- Shareholders or valid representatives of a shareholder have to pay for their own accommodation and meals to attend the Meeting.
- Shareholders or authorized persons 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).
- 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).
- The meeting of the General Meeting of Shareholders **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 May 2019**. 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.
- The AGM **2018** presided over by the AGM Chairman 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 prompt manner in accordance with the provisions of the Company's Charter and applicable law.
- The Meeting shall discuss and vote on each issue in the Meeting agenda under the authority of shareholders.
- Shareholders attending the meeting would like to express their ideas, it is advisable to register with the Organizing Board or raise their hands, the Chairman

shall invite each shareholder to speak out. Shareholders are not allowed to express any contents unrelated to the Meeting content.

- The Meeting content shall be fully recorded in the minutes by the AGM Secretary. 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 – Investor Relations Section, the information disclosure system of the State Securities Commission and the Ho Chi Minh Stock Exchange.

2. Rights and obligations of Shareholder Eligibility Verification Committee (“SEVC”)

The SEVC is introduced by the Organizing Board, working under direct approval and supervision of the Supervisory Board will be responsible for:

- Making 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 number of shareholders attending the Meeting.
- Preparing the shareholder eligibility verification report and presenting the report at the Meeting.
- Handing out votes, voting ballots, election 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.

3. Rights and obligations of the Presidium, Meeting Secretary and the Vote Counting Committee

3.1 The Presidium

- Has the right to conduct the Meeting in a valid and orderly manner.
- Decides on issues related to the Meeting’s sequence, procedures or other arising issues at the Meeting.
- The Chairman of the Presidium may postpone the Meeting when reaching a consensus or request of the AGM which has sufficient attendees in accordance with Clause 8, Article 142 of the Law on Enterprises, if the Chairman 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.

3.2 The Secretariat Committee

Introduced by the Chairman and approved by the Meeting, the Meeting Secretary is responsible for assisting the Chairman.

- Fully and honestly recording the Meeting contents.
- Announcing draft Minutes and Resolution of the Meeting

3.3 The Vote Counting Committee

Introduced by the Presidium and approved by the Meeting, the Vote Counting Committee is responsible for:

- Supervising voting procedures of shareholders or proxies.
- Aggregating voting shares on each content.
- Preparing minutes of vote counting and getting it approved at the Meeting.
- The Vote Counting Committee is obliged to be trustworthy and careful when performing tasks and be responsible for the results of their performance.

III. VOTING RULES AT THE MEETING

1. 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, voting ballot, election 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, voting ballot and election ballot if the shareholder has an additional valid authorization that the Organizing Board did not aggregate in one.

2. Voting formality by voting ballot

- All 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”

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) 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” of DHG Pharma and stamped by the Company.
 - + “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 the Company’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.
- Abstention is the ballot handed over to shareholders at the Meeting, but is not returned to the Vote Counting Committee.

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) *abstention* 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.

3. Form of direct voting by a show of hands

- 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 in the Meeting.

4. 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 an authorized representative at the meeting of General Meeting of Shareholders for the following issues:
 - + The report of the BOD Term III (2014 - 2018).
 - + The report of the BOS Term III (2014 - 2018).
 - + The report of the Board of Management regarding the business and production activities in 2018.
 - + The audited consolidated financial statement FY 2018.
 - + The profit distribution 2018 and profit distribution plan 2019
 - + The selection of an independent auditor for financial statements FY 2019.
- 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 an authorized representative at the meeting of General Meeting of Shareholders.
- The election of BOD members for the term of 2019 - 2023 complies with the "Regulation on election of BOD members of DHG Pharma for the term of 2019 - 2023".

**ON BEHALF OF THE ORGANIZING BOARD
DEPUTY HEAD**

Doan Dinh Duy Khuong

[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.]