

## REFERENCE TABLE

### AMENDMENTS AND SUPPLEMENTS OF THE CHARTER OF DHG PHARMACEUTICAL JSC AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018

#### 1. Reference instruction

Italic text: new supplements and amendments.

~~Strikethrough text: content which is recommended to eliminate.~~

#### 2. Contents of supplements and amendments

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This Charter has been approved in accordance with Resolution No. <del>001/2018/DHDCD of the AGM 2017, dated 28 March 2018 and Resolution No. 008/2018/NQ.HDQT dated 15 June 2018 and Resolution No. 009/2018/NQ.HDQT dated 28 June 2018.</del>	<b>INTRODUCTION</b> This Charter has been approved in accordance with Resolution No...	Updated the number and issued date of the resolution in accordance with the new version.
<b>Chapter I: GENERAL PROVISION</b>	<b>Chapter I: GENERAL PROVISION</b>	
<b>Article 2. Interpretation of term</b> 1. In this Charter, the terms below are construed as follows:	<b>Article 2. Interpretation of term</b> 1. In this Charter, the terms below are construed as follows:	
	t. Audit Committee is Audit Committee under the Board of Directors (BOD) in accordance with point b, clause 1, Article 134 of the Law on Enterprises.	The name was changed similar to other Committees under the Board of Directors.
<b>Article 5. Operational objectives of DHG PHARMA</b> 1. DHG PHARMA's business lines are:	<b>Article 5. Operational objectives of DHG PHARMA</b> 1. DHG PHARMA's business lines are:	

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10	<del>Electrical installation activities. In detail: Electrical installation and repair.</del>	<del>4321</del>				- This business line was removed as the Company shall no longer need to run this business line.
11	<del>Plumbing, heating and air-conditioning system installation activities. In detail: Electrical refrigeration installation and repair.</del>	<del>4322</del>				- This business line was removed as the Company shall no longer need to run this business line.
12	<del>Other manufacturing n.e.c. In detail: Electrical and refrigeration manufacture.</del>	<del>3290</del>				- This business line was removed as the Company shall no longer need to run this business line.
13	<del>Manufacture of other special purpose machinery. In detail: Manufacture of manufacture equipment of self-made drug.</del>	<del>2829</del>				- This business line was removed as the Company shall no longer need to run this business line.
17	<del>Computer programming.</del>	<del>6201</del>				- This business line was removed as the Company shall no longer need to run this business line.
18	<del>Computer consultancy and system administration.</del>	<del>6202</del>				
19	<del>Computer consultancy and system administration.</del>	<del>6209</del>				
20	<del>Repair of computers and peripheral equipment.</del>	<del>9511</del>				
21	<del>Software publishing.</del>	<del>5820</del>				
			<u>21</u>	<u>Retail sale of pharmaceuticals, medical</u>	<u>4772</u>	- The business line was supplemented in accordance with the Company's reality.

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		<u>goods, cosmetics and toilet articles in specialized stores.</u> <u>In detail: Retail sale of cosmetics.</u>	
	22	<u>Retail sale of food products in specialized stores.</u> <u>In detail: Retail sale of dietary supplements (health supplements).</u>	4722
<b>Article 8. Seal</b> 1. DHG PHARMA has one (01) seal, and this seal is the property of DHG PHARMA. The Board of Directors decides the form, number, and contents of the official seal of DHG PHARMA and DHG PHARMA’s subordinate units.	<b>Article 8. Seal</b> 1. DHG PHARMA has one (01) seal, and this seal is the property of DHG PHARMA. The Board of Directors decides the form, number, and contents of the official seal of DHG PHARMA and <u>the official seal of</u> DHG PHARMA’s subordinate units.		Words are supplemented accordingly.
<b>Chapter II: CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS</b>	<b>Chapter II: CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS</b>		
<b>Chapter III: ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL</b>	<b>Chapter III: ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL</b>		
<b>Article 14. Organizational structure, management, and control</b> The organizational structure, management, governance and control of DHG PHARMA include: 1. The General Meeting of Shareholders; 2. The Board of Directors;	<b>Article 14. Organizational structure, management, and control</b> The organizational structure, management, governance and control of DHG PHARMA include: 1. The General Meeting of Shareholders; 2. The Board of Directors;		

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<del>3. The Board of Supervisory;</del>	3. <u>Audit Committee under the Board of Directors</u> (hereinafter referred to the Audit Committee);	Article 134.1b of the Law on Enterprises.
4. The General Director.	4. The General Director.	
<b>Section A: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>Section A: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS</b>	
<b>Article 15. Rights of shareholders</b>	<b>Article 15. Rights of shareholders</b>	
3. A shareholder or a group of shareholders holding five percent (5%) or more of the total number of ordinary shares for at least six (06) consecutive months or more shall have the following rights:	3. A shareholder or a group of shareholders holding <u>five percent (5%)</u> or more of the total number of ordinary shares for at least <u>six (06)</u> consecutive months or more shall have the following rights:	
a. To nominate members to the Board of Directors <del>or the Board of Supervisory</del> according to the respective provisions of Clause 1 of Article 33 <del>and Clause 1 of Article 55</del> of this Charter.	a. To nominate members to the Board of Directors according to the respective provisions of Clause 1 of Article 33 of this Charter.	Content related to the Board of Supervisory was removed.
d. To request <del>the Board of Supervisory</del> to inspect each particular issue related to the management and operation of DHG PHARMA whenever necessary. The request must be made in writing; and must contain the full name, permanent address, nationality, number of citizen identification/identification card/ passport, or other lawful personal identification in respect of a shareholder being an individual; or the name, business code or number of establishment	d. To request <u>the Board of Directors</u> to inspect each particular issue related to the management and operation of DHG PHARMA whenever necessary. The request must be made in writing; and must contain the full name, permanent address, nationality, number of citizen identification/identification card/ passport, or other lawful personal identification in respect of a shareholder being an individual; or the name, business code or number of establishment	"The Board of Supervisory" was replaced by "the Board of Directors" because the Audit Committee is under the Board of Directors and complies with the direction of the Board of Directors.

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<p>decision, address of head office in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership of the total number of shares of DHG PHARMA; issues to be inspected and purpose of the inspection;</p> <p>e. Other rights stipulated in the law and this Charter.</p>	<p>decision, address of head office in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership of the total number of shares of DHG PHARMA; issues to be inspected and purpose of the inspection;</p> <p>e. Other rights stipulated in the law and this Charter.</p>	
<p><b>Article 17. The General Meeting of Shareholders</b></p>	<p><b>Article 17. The General Meeting of Shareholders</b></p>	
<p>3. The Board of Directors must convene the Extraordinary General Meeting of Shareholders in the following cases:</p>	<p>3. The Board of Directors must convene the Extraordinary General Meeting of Shareholders in the following cases:</p>	
<p>c. The number of the Board of Directors' members, independent Board of Directors' members, <del>Supervisors</del> are less than the number of members required by law or the number of the Board of Directors' members are reduced by more than one-third (1/3) compared to the number of members stipulated in Clause 2 Article 32 of this Charter;</p>	<p>c. The number of the Board of Directors' members, independent Board of Directors' members are less than the number of members required by law or the number of the Board of Directors' members are reduced by more than one-third (1/3) compared to the number of members stipulated in Clause 2 Article 32 of this Charter;</p>	<p>Removed "Supervisors".</p>
<p><del>f. The Board of Supervisory requests the convening of a meeting if the Board of Supervisory has reason to believe that the Board of Directors' members or members of the</del></p>		<p>Point f was removed because the new model shall not have "the Board of Supervisory". This issue shall be handled at the meetings of the Board of Directors and independent members</p>

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<del>Executive Board seriously violate their obligations under Article 160 of the Law on Enterprises or the Board of Directors has acted or intended to act outside its jurisdiction;</del>		of the Board of Directors suggested that the Board of Directors shall convene the meetings of the Board of Directors.
<p>4. To convene an extraordinary meeting of the General Meeting of Shareholders:</p> <p>a. The Board of Directors must convene the meeting of the General Meeting of Shareholders within thirty (30) days from the date when the member of Board of Directors, independent Board of Directors' member, <del>Supervisors</del> remained as stipulated at Clause 3(c,d) of this Article or from the date of receipt of a request stated in Clause 3(e, f) of this Article. If the Board of Directors does not convene the meeting of the General Meeting of Shareholders as prescribed, then the Chairman of the Board of Directors shall be responsible before the law and must compensate to DHG PHARMA for damages arising.</p>	<p>4. To convene an extraordinary meeting of the General Meeting of Shareholders:</p> <p>a. The Board of Directors must convene the meeting of the General Meeting of Shareholders within thirty (30) days from the date when the member of Board of Directors, independent Board of Directors' member remained as stipulated at Clause 3 (c,d) of this Article or from the date of receipt of a request stated in Clause 3(e, f) of this Article. If the Board of Directors does not convene the meeting of the General Meeting of Shareholders as prescribed, then the Chairman of the Board of Directors shall be responsible before the law and must compensate to DHG PHARMA for damages arising.</p>	Removed "Supervisors".
<p>b. If the Board of Directors fails to convene the meeting of the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the next thirty (30) days, <del>the Board of Supervisory shall replace the Board of Directors to convene the next meeting of the General Meeting of Shareholders as stipulated in</del></p>	<p>b. <u>If the Board of Directors</u> fails to convene the meeting of the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the next thirty (30) days, <u>a shareholder or a group of shareholders as stipulated in Point e, Clause 3 of this Article</u> shall have the right to replace the Board of Directors</p>	It was modified because the new model shall not have "the Board of Supervisory".

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<p>Clause 5, Article 136 of the Law on Enterprises. <del>Where the Board of Supervisory fails to convene the General Meeting of Shareholders as prescribed, the Head of the Board of Supervisory shall be responsible before the law and shall pay compensation for damages incurred to DHG PHARMA.</del></p>	<p>to convene the meeting of the General Meeting of Shareholders. <u>In this case, a shareholder or a group of shareholders convening the meeting of the General Meeting of Shareholders shall have the right to request the Business Registration Authority to supervise the convening and conduct the meeting if necessary.</u></p>	
<p><del>e. In case the Board of Supervisory fails to convene the meeting of the General Meeting of Shareholders in conformity with Clause 4 (b) of this Article, then within the next thirty (30) days, the requesting shareholder or groups of shareholders as stipulated in Clause 3 (e) of this Article shall replace the Board of Directors and the Board of Supervisory to convene the meeting of the General Meeting of Shareholders in accordance with Clause 6 Article 136 of the Law on Enterprises. In this case, the shareholder or group of shareholders convening the meeting of the General Meeting of Shareholders shall have the right to request the Authority issuing the Business Registration Certificate to supervise the convening and conducting the meeting if necessary.</del></p>		<p>Point e was removed because the new model shall not have "the Board of Supervisory".</p>
<p><b>Article 18. Rights and duties of the General Meeting of Shareholders</b> 1. The Annual General Meeting of Shareholders shall be held at least once (01) a year and it is not held by way of collecting shareholders' opinions</p>	<p><b>Article 18. Rights and duties of the General Meeting of Shareholders</b> 1. The Annual General Meeting of Shareholders shall be held at least once (01) a year and it is not held by way of collecting shareholders' opinions</p>	

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by solicitation of written consent. The Annual General Meeting of Shareholders has the right to discuss and approve:	by solicitation of written consent. The Annual General Meeting of Shareholders has the right to discuss and approve:	
<del>e. Report of the Board of Supervisory on the management of DHG PHARMA by the Board of Directors, and the General Director;</del>		Point e was removed because the new model shall not have "the Board of Supervisory".
d. Number of members of the Board of Directors <del>and the Board of Supervisory;</del>	d. Number of members of the Board of Directors;	Removed "The Board of Supervisory".
e. Election, dismissal, removal, and replacement of members of the Board of Directors <del>and Supervisors;</del>	e. Election, dismissal, removal, and replacement of members of the Board of Directors;	Removed "Supervisors".
k. Examine and handle violations of the Board of Directors <del>or the Board of Supervisory</del> that may cause damage to DHG PHARMA and DHG PHARMA's shareholders;	k. Examine and handle violations of the Board of Directors that may cause damage to DHG PHARMA and DHG PHARMA's shareholders;	Removed "The Board of Supervisory".
p. Report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors;	p. Report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors, <u>results of internal audit of the Audit Committee;</u>	Report of the Audit Committee shall be supplemented to the report of the Board of Directors.
<del>q. Report of the Board of Supervisory on: (i) Report on performances of the Board of Supervisory; (ii) Assessment results of DHG PHARMA's operation and finance;</del>		Point q was removed because the new model shall not have "the Board of Supervisory".



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<p><del>(iii) Results of the supervision over the Enterprise Managers and the Enterprise Executives;</del></p> <p><del>(iv) Report on the cooperation among the Board of Directors, the General Director, and shareholders;</del></p>		
<p><b>Article 21. Convening, agenda and notice of the meeting of the General Meeting of Shareholders</b></p> <p>2. The person who convenes the meeting of the General Meeting of Shareholders must carry out the following duties:</p>	<p><b>Article 21. Convening, agenda and notice of the meeting of the General Meeting of Shareholders</b></p> <p>2. The person who convenes the meeting of the General Meeting of Shareholders must carry out the following duties:</p>	
<p>a. Prepare a list of all shareholders entitled to attend the meeting of the General Meeting of Shareholders no earlier than <del>five (05)</del> days before the date of sending the notice of the meeting of the General Meeting of Shareholders;</p>	<p>a. Prepare a list of all shareholders entitled to attend the meeting of the General Meeting of Shareholders no earlier than <u>ten (10) working</u> days before the date of sending the notice of the meeting of the General Meeting of Shareholders;</p>	<p>Modified in accordance with DHG PHARMA's reality and Article 137, Clause 1 of the Law on Enterprises.</p>
<p><b>Article 25. Approving the decisions of the General Meeting of Shareholders</b></p> <p>1. The decisions of the General Meeting of Shareholders 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:</p>	<p><b>Article 25. Approving the decisions of the General Meeting of Shareholders</b></p> <p>1. The decisions of the General Meeting of Shareholders 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:</p>	

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c. Total remuneration of members of the Board of Directors <del>and the Board of Supervisory</del> and the remuneration report of the Board of Directors <del>and the Board of Supervisory</del> ;	c. Total remuneration of members of the Board of Directors and the remuneration report of the Board of Directors;	Removed “The Board of Supervisory”.
d. Inspection and handling of violations of the Board of Directors <del>or the Board of Supervisory</del> causing damages to DHG PHARMA and shareholders of DHG PHARMA;	d. Inspection and handling of violations of the Board of Directors causing damages to DHG PHARMA and shareholders of DHG PHARMA;	Removed “The Board of Supervisory”.
g. Report of <del>the Board of Supervisory</del> on their performance; the assessment results of DHG PHARM’s operation and finance; supervisory results over the members of the Board of Directors, the Board of Management and Enterprise Executives; Report evaluating the coordination of activities between the Board of Directors, the General Director and shareholders; and	g. Report of <u>the Audit Committee</u> on the assessment results of DHG PHARM’s operation and finance; supervisory results over the members of the Board of Directors, the Board of Management and Enterprise Executives; Report evaluating the coordination of activities between the Board of Directors, the General Director and shareholders; and	Modified in the direction of not having "The Board of Supervisory".
b. Number of members of the Board of Directors <del>and the Board of Supervisory</del> ;	b. Number of members of the Board of Directors;	Removed “The Board of Supervisory”.
c. Election, dismissal, removal, and replacement of members of the Board of Directors <del>and Supervisors</del> ;	c. Election, dismissal, removal, and replacement of members of the Board of Directors;	Removed “Supervisors”.
i. DHG PHARMA or subsidiaries of DHG PHARMA sign contracts with persons defined in Clause 1 Article 162 of the Law on Enterprise with a value of twenty-five percent (25%) or more of the total value of DHG PHARMA’s	i. DHG PHARMA or subsidiaries of DHG PHARMA sign contracts with persons defined in Clause 1 Article 162 of the Law on Enterprise with a value of twenty-five percent (25%) or more of the total value of DHG PHARMA’s	Referring for accuracy

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<p>assets recorded in the most recent audited financial statement and transactions specified in Clauses 3 and 4, <del>Article 49</del> of this Charter;</p>	<p>assets recorded in the most recent audited financial statement and transactions specified in Clauses 3 and 4, <u>Article 52</u> of this Charter;</p>	
<p>4. Voting to elect members of the Board of Directors and <del>the Supervisors</del> must be implemented by the method of cumulative voting. Accordingly, each shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Directors <del>and the Board of Supervisory</del>, and each shareholder shall have the right to accumulate all of his or her votes for one or more candidates. Elected members of the Board of Directors, <del>the Supervisors</del> shall be determined in accordance with the number of votes from high to low. It is starting from the candidate with the highest number of votes until there are sufficient members as stipulated in the Company's Charter. In case where two (02) or more candidates have the same votes for the position of the last member of the Board of Directors, <del>the Supervisors</del>, it shall be re-elected among candidates who have the same votes or be selected in accordance with criteria of regulation/electoral rules.</p>	<p>4. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting. Accordingly, each shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder shall have the right to accumulate all of his or her votes for one or more candidates. Elected members of the Board of Directors shall be determined in accordance with the number of votes from high to low. It is starting from the candidate with the highest number of votes until there are sufficient members as stipulated in the Company's Charter. In case where two (02) or more candidates have the same votes for the position of the last member of the Board of Directors, it shall be re-elected among candidates who have the same votes or be selected in accordance with criteria of regulation/electoral rules.</p>	<p>Modified in the direction of not having "The Board of Supervisory".</p>

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<b>Article 26. Competence and procedures for collecting shareholders' opinions by solicitation of written consent to adopt the resolution of the General Meeting of Shareholders</b>	<b>Article 26. Competence and procedures for collecting shareholders' opinions by solicitation of written consent to adopt the resolution of the General Meeting of Shareholders</b>	
6. The Board of Directors shall count the votes and make a minutes of vote counting in the presence of <del>the Board of Supervisory</del> or the shareholders who are not the Enterprise Managers, Enterprise Executives of DHG PHARMA. The minutes of vote counting must contain the following principal contents:	6. The Board of Directors shall count the votes and make a minutes of vote counting in the presence of <u>independent member of the Board of Directors and the representatives</u> of the shareholders who are not the Enterprise Managers, Enterprise Executives of DHG PHARMA. The minutes of vote counting must contain the following principal contents:	Replaced "The Board of Supervisory" to "independent members of the Board of directors".  Revised "or shareholders" to "and shareholder representatives" to ensure objectivity in the vote counting process.  Supplemented the word "the representatives" to be more suitable.
<b>Section B: THE BOARD OF DIRECTORS</b>	<b>Section B: THE BOARD OF DIRECTORS</b>	
<b>Article 29. Powers and obligations of the Board of Directors</b>	<b>Article 29. Powers and obligations of the Board of Directors</b>	
4. The rights and obligations of the Board of Directors shall be regulated by the law, the Charter and the internal regulations of DHG PHARMA and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: b. Rights to decide:	4. The rights and obligations of the Board of Directors shall be regulated by the law, the Charter and the internal regulations of DHG PHARMA and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: b. Rights to decide:	
(viii) To exercise the rights and obligations of DHG PHARMA at its subsidiaries and	(viii) To exercise the rights and obligations of DHG PHARMA at its subsidiaries and	Referring in accordance with the new circular.

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associates which DHG PHARMA owned 100% equity or had dominant shares and contributed capital as stipulated in <del>Articles 73, 74 and 75</del> of this Charter.	associates which DHG PHARMA owned 100% equity or had dominant shares and contributed capital as stipulated in <u>Articles 67, Article 68, Article 69 and Article 70</u> of this Charter.	
<b>Article 34. Standards, conditions, rights, and obligations of the Board of Directors' members</b> 1. Members of the Board of Directors must have the following standards and conditions:	<b>Article 34. Standards, conditions, rights, and obligations of the Board of Directors' members</b>	
	<u>d. In addition to the above standards, conditions, independent members of the Board of Directors have to satisfy the provision at Point s, Clause 1 Article 2 of this Charter.</u>	Supplemented the regulation on independent members of the Board of Directors.
	<u>3. In addition to the powers and duties mentioned in Clause 2 of this Article, independent members of the Board of Directors in charge of the Audit Committee must also supervise and control the management of the Company. The mechanism for implementing this function is stipulated in the Internal Regulation on Corporate Governance.</u>	Supplemented the mechanism for independent members of the Board of Directors to perform the functions left by the Board of Supervisory.
<b>Article 37. Meetings of the Board of Directors</b>	<b>Article 37. Meetings of the Board of Directors</b>	
2. The Chairman of the Board of Directors must convene periodic meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least <del>seven (07)</del> working days before	2. The Chairman of the Board of Directors must convene <u>periodic and extraordinary</u> meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least <u>five (05) working</u> days before the	Modified in accordance with Article 30.2 of the Sample Charter, Circular 95/2017/TT-BKHDT and in accordance with the reality of the Company.

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the meeting date. The Chairman may convene a meeting whenever necessary, but there must be at least one (01) meeting every quarter.	meeting date. The Chairman may convene a meeting whenever necessary, but there must be at least one (01) meeting every quarter.	
3. The extraordinary meetings: The Chairman must convene the Board of Directors' 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:	3. The extraordinary meetings: The Chairman must convene the Board of Directors' 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:	
a. <del>The Board of Supervisory;</del>		Removed point a because the new model does not have the Board of Supervisory
7. Notice of meetings of the Board of Directors must be sent to the members of the Board of Directors at least <del>three (03)</del> working days before the meeting date. A member of the Board of Directors may deny the notice of meeting in writing, this refusal may be changed or canceled in writing by such member of the Board of Directors. Notice of meetings of the Board of Directors shall be made in Vietnamese (English versions may be prepared) and fully informed of the time, place of the meeting, agenda, contents of issues to be conferred, together with the necessary documents on the matters to be conferred and voted at the meeting and votes of the members.	7. Notice of meetings of the Board of Directors must be sent to the members of the Board of Directors at least <u>five (05)</u> working days before the meeting date. A member of the Board of Directors may deny the notice of meeting in writing, this refusal may be changed or canceled in writing by such member of the Board of Directors. Notice of meetings of the Board of Directors shall be made in Vietnamese (English versions may be prepared) and fully informed of the time, place of the meeting, agenda, contents of issues to be conferred, together with the necessary documents on the matters to be conferred and voted at the meeting and votes of the members.	In accordance with Clause 2 of this Article.

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	<u>In necessary cases, if all the members of the Board of Directors approve (by email, writing or other similar forms), Chairman of the Board of Directors could notify the meeting at least five (05) working days before the meeting.</u>	Creating a mechanism for the Board of Directors to be more flexible at work. Applied the same mechanism of Article 22.2 of this Charter.
The notice of invitation shall be sent by letter, fax, electronic mail or other methods guaranteed to reach the contact address of each member of the Board of Directors, <del>Supervisors</del> as registered with DHG PHARMA. <del>Supervisors</del> and the General Director who are not members of the Board of Directors have right to attend the meetings of the Board of Directors and have right to discuss but cannot vote.	The notice of invitation shall be sent by letter, fax, electronic mail or other methods guaranteed to reach the contact address of each member of the Board of Directors as registered with DHG PHARMA. The General Director who are not members of the Board of Directors have right to attend the meetings of the Board of Directors and have right to discuss but cannot vote.	Removed “Supervisors”.
<b>Article 39. The Committees of the Board of Directors</b> 1. <del>As it deems necessary, the Board of Directors may propose the General Meeting of Shareholders to approve</del> the establishment of affiliated Committees to support the operations of the Board of Directors, including: Strategic Committee, Nomination & <del>Remuneration</del> Committee, Audit and Risk Management Committee, and other committees if it deems necessary.	<b>Article 39. The Committees of the Board of Directors</b> 1. <u>Pursuant to the approval of General Meeting of Shareholders, the Board of Directors</u> establish the Committees including: Strategic Committee, Nomination Committee, Audit Committee, and other committees if it deems necessary.	Supplemented in accordance with the new organizational chart and sentences based on the reference to Article 16, Clause 1 of Decree 71/2017/ND-CP.
2. The number of members of the committee is decided by the Board of Directors, but there	2. The number of members of the committee is decided by the Board of Directors, but there	This content has been specified in Article 40

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<p>should be at least three (03) members including members of the Board of Directors and external members. Independent Board of Directors' members/non-executive members of the Board of Directors should occupy a majority in the committees and one of these members shall be appointed as Head of the committees under the decisions of the Board of Directors. <del>The Audit and Risk Management Committee must have at least one (01) member who is a specialist in accounting and is not a person working in the finance &amp; accounting department of DHG PHARMA.</del></p>	<p>should be at least three (03) members including members of the Board of Directors and external members. Independent Board of Directors' members/non-executive members of the Board of Directors should occupy a majority in the committees and one of these members shall be appointed as Head of the committees under the decisions of the Board of Directors.</p> <p>Standards of members of the Audit Committee are stipulated in Article 40 of this Charter.</p>	
	<p><b><u>Article 40. Audit Committee</u></b></p> <p><u>1. Pursuant to the Resolution of the General Meeting of Shareholders about the organizational structure of the Company, the Board of Directors shall decide to establish Audit Committee and promulgate Internal Audit Regulation of the Company. The Audit Committee has 03 to 05 members appointed by the Board of Directors.</u></p> <p><u>2. Members of the Audit Committee must satisfy the following standards, conditions:</u></p> <p><u>a. Having bachelor degrees or higher degrees of appropriate profession in accordance with audit requirements, having adequate knowledge and</u></p>	<p>Supplemented regulations on the Audit Committee in accordance with the new organizational structure.</p>



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	<p><u>being always updated on the assigned fields to perform the internal audit.</u></p> <p><u>b. Having at least 05-year experience related to professional degrees or at least 03 years working in accounting or audit fields.</u></p> <p><u>c. Having knowledge, general understanding about law and Company’ activities; being good at collecting, analyzing, evaluating and synthesizing information; having knowledge and good skills on the internal audit.</u></p> <p><u>d. Not being disciplined at the warning level or more due to violations in economic management, finance, accounting or not being in the period of being disciplined.</u></p> <p><u>3. The Head of the Audit Committee is appointed and nominated by the Board of Directors. The Head of Audit Committee must satisfy the following standards and conditions:</u></p> <p><u>a. Standards, conditions in Clause 2 of this Article;</u></p> <p><u>b. Must be an independent member of the Board of Director of the Company;</u></p> <p><u>c. Has ever held one of the positions as Chief Accountant, Finance Director, Head of the Board of Supervisory, Head of Audit Committee, Head of Internal Control Committee or equivalent positions in accounting and auditing for at least 03 years.</u></p>	

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	<p><b><u>Article 41. Powers and responsibilities of Audit Committee</u></b></p> <p><u>1. Powers and responsibilities</u></p> <p><u>a. Checking the appropriateness, validity and effectiveness of the internal control system;</u></p> <p><u>b. Checking and confirming the quality and reliability of economic and financial information on the financial statements, management accounting reports before submitting for approval;</u></p> <p><u>c. Checking the compliance with the operation principles, management, laws, financial regime, accounting, policies, resolutions and decisions of the Company and its subordinates;</u></p> <p><u>d. Detecting loopholes, weaknesses, frauds of managing and protecting the units' assets; suggesting solutions to improve the management and operation system of DHG PHARMA and its subordinates;</u></p>	<p>Article 39.4 Applicable Accounting Law</p>
	<p><u>e. The Audit Committee must report, explain the issues as required by the Board of Directors. The inspection of the Audit Committee stipulated in this Clause shall not interfere with the usual operation, shall not interrupt the operation of the Company;</u></p> <p><u>f. Developing mechanisms of receiving feedbacks and complaints of employees in the</u></p>	<p>Basing on the functions and duties of the Board of Supervisory and eliminating the functions and tasks under the authority of the Board of Directors.</p>

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	<p><u>Company in terms of violations, shortcomings in the management, business administration, risk management, internal control. This mechanism must ensure the confidentiality and protection of the legal rights of those who reflect and complain, as well as regulations on independent investigation and subsequent handling steps.</u></p> <p><u>g. When detecting members of the Board of Directors or General Director violated the obligations of the Company's Enterprise Managers stipulated in Article 160 of the Law on Enterprises, Article 49 and Article 50 of this Charter, the violator must be requested to terminate the violation, and simultaneously written notice must be immediately sent to the Board of Directors to handle;</u></p> <p><u>h. Checking the rationality, legality, honesty and prudence in management and administration of business activities, accounting, statistics and preparing financial statements;</u></p> <p><u>i. Reviewing accounting records and other records of the Company, the management and administration of the Company' activities in accordance with the decisions of the General Meeting of Shareholders or at the request of the Board of Directors;</u></p>	

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	<p><u>k. Proposing the measures to amend, supplement and improve the organizational structure of the Company to the Board of Directors;</u></p> <p><u>l. Appraising the reports on business situation, annual, interim and quarterly financial statements of the Company. Preparing this appraisal content in the report of the Board of Directors to submit to the General Meeting of Shareholders at the annual meeting.</u></p> <p><u>m. In case of hiring the independent auditor, the Audit Committee is responsible for the audit and accounting activities of the Company as follows:</u></p> <p><u>(i) Proposing the selection of the independent auditor, audit fees and all relevant issues to the Board of Directors to submit to the General Meeting of Shareholders for approval in accordance with the procedure at Point h, Clause 1, Article 25 of this Charter;</u></p> <p><u>(ii). Discussing with the independent auditor in terms of the nature and scope of audit before starting the audit;</u></p> <p><u>(iii). Discussing difficulties and shortcomings detected from mid-term or final-term audit results as well as all issues that the independent auditor wants to discuss;</u></p> <p><u>(iv). Reviewing management letter of the independent auditor;</u></p>	

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	<p><u>(v). Supervising the independence and objectivity of the independent auditor.</u></p> <p><u>n. Other powers and responsibilities in accordance with this Charter, Internal Regulation on Corporate Governance, Internal Audit Regulation, other regulations and regulations of the Company and laws.</u></p> <p><u>2. The Audit Committee is entitled to utilize the independent consultant to perform the assigned tasks.</u></p> <p><u>3. Members of the Board of Directors, General Director and other Enterprise Executives must provide all information and documents related to the Company's operations requested by the Audit Committee.</u></p>	
<p><b>Article 40. Person in charge of corporate governance of DHG PHARMA</b></p> <p>3. The person in charge of corporate governance of DHG PHARMA has the following powers and obligations:</p> <p>a. Advising the Board of Directors on the organization of convening the meeting of the General Meeting of Shareholders in compliance with regulations and the related work between DHG PHARMA and shareholders;</p>	<p><b>Article 42. Person in charge of corporate governance of DHG PHARMA</b></p> <p>3. The person in charge of corporate governance of DHG PHARMA has the following powers and obligations:</p> <p>a. Advising the Board of Directors on the organization of convening the meeting of the General Meeting of Shareholders in compliance with regulations and the related work between DHG PHARMA and shareholders;</p>	

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b. Preparing meetings of the Board of Directors, <del>the Board of Supervisory</del> and the General Meeting of Shareholders at the request of the Board of Directors <del>or the Board of Supervisory;</del>	b. Preparing meetings of the Board of Directors, and the General Meeting of Shareholders at the request of the Board of Directors;	Removed “The Board of Supervisory”.
f. Providing financial information, copies of minutes of the Board of Directors’ meetings and other information for members of the Board of Directors <del>and Supervisors;</del>	f. Providing financial information, copies of minutes of the Board of Directors’ meetings and other information for members of the Board of Directors;	Removed “Supervisors”.
h. Ensuring the security of information in accordance with provisions of law and the Charter of DHG PHARMA;	h. Ensuring the security of information in accordance with provisions of law, the Charter and <u>other provisions of DHG PHARMA;</u>	Supplemented to suit the information management situation of the Company.
<b>Article 41. Secretary of DHG PHARMA</b> 2. 2. Roles and duties of the Secretary include:	<b>Article 43. Secretary of DHG PHARMA</b> 2. Roles and duties of the Secretary include:	
g. Other powers and obligations in accordance with the provisions of the law and DHG PHARMA’s Charter.	g. Other powers and obligations in accordance with the provisions of the law, the Charter and <u>other provisions of DHG PHARMA.</u>	Supplemented to comply with the Company’s regulations.
<b>Section C: EXECUTIVE BOARD</b>	<b>Section C: EXECUTIVE BOARD</b>	
<b>Article 44. The General Director</b> 4. The General Director has the following powers and obligations: a. Propose/suggest to the Board of Directors:	<b>Article 46. The General Director</b> 4. The General Director has the following powers and obligations: a. Propose/suggest to the Board of Directors:	
(ix) Refusing to execute decisions of the Board of Directors if they find these contrary to the law, the Charter, and the resolutions of the General Meeting of Shareholders. <del>At the same time, he/she is responsible for reporting to the Board of Supervisory immediately;</del>	(ix) Refusing to execute decisions of the Board of Directors if they find these contrary to the law, the Charter, and the resolutions of the General Meeting of Shareholders.	Removed the regulation related to "the Board of Supervisory".

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<p><b>Section D: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, <del>SUPERVISORS</del>, GENERAL DIRECTOR AND ENTERPRISE EXECUTIVES</b></p>	<p><b>Section D: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND ENTERPRISE EXECUTIVES</b></p>	<p>Removed “Supervisors”.</p>
<p><b>Article 47. Responsibility to be prudent</b> Members of the Board of Directors, the General Director and the entrusted Enterprise Executives are responsible for the execution of their duties, <del>including duties</del> as the members of committees of the Board of Directors, 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 situation.</p>	<p><b>Article 49. Responsibility to be prudent</b> Members of the Board of Directors, the General Director and the entrusted Enterprise Executives are responsible for the execution of their duties, <u>and</u> the members of committees of the Board of Directors, 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 situation.</p>	<p>Modified words to suit the reality of the Company.</p>
<p><b>Article 48. Responsibility to be honest and avoid conflicts of interests</b> 1. Members of the Board of Directors, <del>Supervisors</del>, the General Director and Enterprise Executives must publish the related interests in compliance with regulations of the Law on Enterprises and other relevant laws.</p>	<p><b>Article 50. Responsibility to be honest and avoid conflicts of interests</b> 1. Members of the Board of Directors, the General Director, <u>members of the Committees under the Board of Directors</u> and Enterprise Executives must publish the related interests in compliance with regulations of the Law on Enterprises and other relevant laws.</p>	<p>“Supervisors” was removed and “members of the Committees under the Board of Directors” was supplemented.</p>
<p>2. <del>Members of the Board of Directors, Supervisors, the General Director, Enterprise Executives</del> and their related persons are not allowed to utilize opportunities that may benefit</p>	<p>2. <u>Individuals in Clause 1 of this Article</u> and their related persons are not allowed to utilize opportunities that may benefit DHG PHARMA for personal purposes; as well as must not take</p>	<p>Removed “The Board of Supervisory”. Presented information briefly.</p>

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DHG PHARMA for personal purposes; as well as 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.	advantages of the information obtained by the influence of their own positions for personal purposes or in the interests of other individuals or organizations.	
3. Members of the Board of Directors, <del>Supervisors</del> , the General Directors and other Enterprise Executives have the obligation to inform the Board of Directors and the <del>Board of Supervisory</del> of the transactions between DHG PHARMA, subsidiaries of DHG PHARMA and companies with fifty percent (50%) or more of charter capital controlled by DHG PHARMA with the above members or their related persons in compliance with provisions of law. DHG PHARMA must publish information about the transactions of the above-mentioned persons which have been approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Securities Law on information disclosure.	3. Members of the Board of Directors, <u>members of the Committees under the Board of Directors</u> the General Directors and other Enterprise Executives have the obligation to inform the Board of Directors of the transactions between DHG PHARMA, subsidiaries of DHG PHARMA and companies with fifty percent (50%) or more of charter capital controlled by DHG PHARMA with the above members or their related persons in compliance with provisions of law. DHG PHARMA must publish information about the transactions of the above-mentioned persons which have been approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Securities Law on information disclosure.	Removed “The Board of Supervisory”. Supplemented according to Clause 1.
4. Members of the Board of Directors 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 this Charter.	4. Members of the Board of Directors 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 this Charter.	



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<p>5. Members of the Board of Directors, <del>the Supervisors</del>, the General Director, the Enterprise Executives and the related persons to the above members shall not use information that is not permitted for publication of DHG PHARMA or disclosure to other people to carry out the relevant transactions.</p>	<p>5. Members of the Board of Directors, <u>members of Committees under the Board of Directors</u>, the General Director, the Enterprise Executives and the related persons to the above members shall not use information that is not permitted for publication of DHG PHARMA or disclosure to other people to carry out the relevant transactions.</p>	<p>Removed “The Board of Supervisory”. Supplemented according to Clause 1.</p>
<p><b>Article 50. Transactions with shareholders, Enterprise Managers, Enterprise Executives and their related persons</b></p>	<p><b>Article 52. Transactions with shareholders, Enterprise Managers, Enterprise Executives and their related persons</b></p>	
<p>4. DHG PHARMA must not make the following transactions unless they are approved by the General Meeting of Shareholders:</p>	<p>4. DHG PHARMA must not make the following transactions unless they are approved by the General Meeting of Shareholders:</p>	
<p>a. Grant of loans or guarantees to the members of the Board of Directors, <del>Supervisors</del>, General Director, Enterprise Managers, Enterprise Executives 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.</p>	<p>a. Grant of loans or guarantees to the members of the Board of Directors, <u>members of the Committees under the Board of Directors</u>, General Director, Enterprise Managers, Enterprise Executives 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.</p>	<p>Removed “Supervisors”. Supplemented “members of the Committees under the Board of Directors”.</p>

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(i) Members of the Board of Directors, <del>Supervisors</del> , General Director, Enterprise Managers, Enterprise Executives and their related persons;	(i) Members of the Board of Directors, <u>members of the Committees under the Board of Directors</u> , General Director, Enterprise Managers, Enterprise Executives and their related persons;	Removed “Supervisors”.
<p><b>Article 52. Responsibilities for damage and compensation</b></p> <p>1. Responsibilities for damage: Members of the Board of Directors, <del>Supervisors</del>, the General Director, the Enterprise Managers and Enterprise Executives that 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.</p>	<p><b>Article 54. Responsibilities for damage and compensation</b></p> <p>1. Responsibilities for damage: Members of the Board of Directors, the General Director, the Enterprise Managers and Enterprise Executives that 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.</p>	Removed “Supervisors”.
<b><del>Section E: THE BOARD OF SUPERVISORY</del></b>		Removed this item
<p><b><del>Article 53. The Board of Supervisory</del></b></p> <p><del>1. The Board of Supervisory has the powers, obligations, and responsibilities stipulated in Article 165 of the Law on Enterprises, related laws, this Charter, including, but not limited to the following powers, obligations and responsibilities:</del></p> <p><del>a. Proposing and recommending the General Meeting of Shareholders to grant approval for the independent audit firm to audit the financial statements of DHG PHARMA;</del></p>		

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<p>b. <del>Taking responsibility towards shareholders for monitoring activities;</del></p> <p>e. <del>Monitoring the financial status of DHG PHARMA, legitimacy of the activities of members of the Board of Directors, the General Director, Enterprise Managers, Enterprise Executives; coordination in operation between the Board of Supervisory and the Board of Directors, the General Director, Enterprise Managers, Enterprise Executives, and shareholders;</del></p> <p>d. <del>In case of detecting violation against regulations of the law or this Charter committed by members of the Board of Directors, the General Director, and Enterprise Managers, Enterprise Executives, it must be notified in written text to the Board of Directors within forty eight (48) hours and ask the offenders to stop the violation and find solutions to tackle;</del></p> <p>e. <del>Reporting to the General Meeting of Shareholders specified in the Article 59 of this Charter.</del></p> <p>f. <del>The Board of Supervisory oversees the Board of Directors, the General Director in the management and operation of DHG PHARMA.</del></p> <p>g. <del>Checking the rationality, legality, truthfulness, and prudence in the management and operation of business activities; systematism, consistency;</del></p>		

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<p><del>and appropriation of accounting, statistics and preparing the financial statements.</del></p> <p><del>h. Assessing the sufficiency, legality, and truthfulness of business performance report, annual financial statements and six-month (06) financial statements of DHG PHARMA, reports on the management of the Board of Directors and submitting the assessment report at the annual meeting of the General Meeting of Shareholders.</del></p> <p><del>i. Reviewing, checking and evaluating the validity and effectiveness of DHG PHARMA's internal control, internal audit, risk management and early warning system.</del></p> <p><del>j. Reviewing the accounting books, accounting records and other documents of DHG PHARMA, the management and operation of DHG PHARMA when it is necessary or pursuant to the resolution of the General Meeting of Shareholders or pursuant to the request of a shareholder or a group of shareholders stipulated in Clause 3, Article 15 of this Charter.</del></p> <p><del>k. At the request of a shareholder or a group of shareholders as provided in Clause 3, Article 15 of this Charter, the Board of Supervisory shall carry out the inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days after the end of inspection, the Board of Supervisory shall have</del></p>		

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<p><del>to explain the requested issues to the Board of Directors and shareholder or a group of shareholders.</del></p> <p><del>l. The inspection of the Board of Supervisory stipulated in this Clause must not interfere with the normal operation of the Board of Directors and not interrupt the business operation of DHG PHARMA.</del></p> <p><del>m. Recommending the Board of Directors or the General Meeting of Shareholders about the amendment, supplement, and improvement of the organizational structure, supervising and running the business activities of DHG PHARMA.</del></p> <p><del>n. Having the right to attend and participate in discussions at the meeting of the General Meeting of Shareholders, meetings of the Board of Directors and other meetings of DHG PHARMA.</del></p> <p><del>o. Having the right to select independent consultant, internal control department of the Company to carry out the assigned tasks.</del></p> <p><del>p. The Board of Supervisory may consult the Board of Directors before submitting reports, conclusion, and recommendation to the General Meeting of Shareholders.</del></p> <p><del>q. Exercising other rights and obligations in accordance with the provision of this Charter and</del></p>		

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<p><del>resolution of the General Meeting of Shareholders.</del></p> <p><del>2. After consulting the Board of Directors, the Board of Supervisory may promulgate the regulations on meetings of the Board of Supervisory and the way that the Board of Supervisory operates. The Board of Supervisory's meetings must be held at least twice (02) a year and the number of attendances must be at least two third (2/3) of the Supervisors. The minutes of the Board of Supervisory's meetings shall be detailed and clear. The Secretary and Supervisors must sign the meeting minutes. The minutes of the Board of Supervisory's meetings must be kept as important documents of DHG PHARMA in order to determine responsibilities of each Supervisor for the resolutions of the Board of Supervisory.</del></p> <p><del>3. During the meetings of the Board of Supervisory, the Board of Supervisory may request members of the Board of Directors, the General Director, Enterprise Executives, Internal Audit members and independent auditors to participate and respond to the issues that the Board of Supervisory concerns.</del></p> <p><del>4. The reports on the operation of the Board of Supervisory submitted to the General Meeting of</del></p>		

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<p><del>Shareholders must have at least the following contents:</del></p> <p><del>a. Activities of the Board of Supervisory;</del></p> <p><del>b. Summary of meetings and decisions of the Board of Supervisory;</del></p> <p><del>e. Monitoring result of operation and financial situation of DHG PHARMA;</del></p> <p><del>d. The results of the supervision over the members of the Board of Directors, the General Director, Enterprise Managers and Enterprise Executives;</del></p> <p><del>e. The assessment report of the collaboration between the Board of Supervisory and the Board of Directors, the General Director, the Enterprise Managers, Enterprise Executives, and shareholders.</del></p> <p><del>5. The total remuneration of Supervisors is decided by the General Meeting of Shareholders every year. The remuneration may be higher according to the decision of the General Meeting of Shareholders. The Supervisors will also be paid the travel expenses, costs of meals, accommodation, and reasonable expenses when they attend meetings of the Board of Supervisory or meetings related to the business activities of DHG PHARMA.</del></p>		
<b>Article 54. The Supervisors</b>		

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<p>1. The number of Supervisors is at least three (03) to five (05) persons. A Supervisor may not be a shareholder of DHG PHARMA.</p> <p>2. The Supervisors elect one (01) member amongst them to act as the Head by a majority vote. The Head of the Board of Supervisory must be a professional accountant or auditor and must work full time at DHG PHARMA. The Head of the Board of Supervisory has the following powers and responsibilities:</p> <p>a. Convening meetings of the Board of Supervisory and acting as the Head of the Board of Supervisory;</p> <p>b. Requesting the Board of Directors, the General Director, Enterprise Managers and Enterprise Executives to provide relevant information to report to the members of the Board of Supervisory;</p> <p>c. Preparing and signing the reports of the Board of Supervisory after consulting the Board of Directors to submit to the General Meeting of Shareholders.</p> <p>3. The Supervisors are elected by the General Meeting of Shareholders and the term of the Supervisors is five (05) years; The Supervisors may be re-elected at each General Meeting of Shareholders with unlimited terms by accumulative voting.</p>		



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<p><del>4. The Supervisors have the following standards and conditions:</del></p> <p><del>a. Having full civil act capacity and not being prohibited from establishing and managing enterprises under the provisions of Law on Enterprises;</del></p> <p><del>b. 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 Enterprise Managers;</del></p> <p><del>e. Not holding managerial positions at DHG PHARMA; Not necessarily being a shareholder or employee of DHG PHARMA; and</del></p> <p><del>d. Must not be in the following cases:</del></p> <p><del>(i) Working in the accounting and finance departments of DHG PHARMA;</del></p> <p><del>(ii) Being a member or an employee of the independent audit firm audited the financial statements of DHG PHARMA over the last three (03) consecutive years.</del></p>		
<p><del><b>Article 55. Candidacy and nomination of Supervisors</b></del></p> <p><del>1. The shareholders have the right to include the number of votes of each person together to nominate candidates for the Supervisors. The shareholder or a group of shareholders holding</del></p>		

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<p><del>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.</del></p> <p><del>2. If the number of candidates for the Board of Supervisory is not enough after nomination and candidacy, the incumbent Board of Supervisory may nominate more candidates or organize the nomination in accordance with corporate governance regulations of DHG PHARMA.</del></p> <p><del>3. When the candidates for the Board of Supervisory have been identified, the information related to them must be published at least ten (10) days before the opening day of the meeting of the General Meeting of Shareholders on the website of DHG PHARMA so that shareholders can find out about the candidates before voting. The candidates of the Board of Supervisory 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</del></p>		

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<p><del>DHG PHARMA if elected as the Supervisors. Information related to the candidates of the Board of Supervisory to be published must include at least:</del></p> <ul style="list-style-type: none"> <li><del>a. Full name, date of birth;</del></li> <li><del>b. Professional qualifications;</del></li> <li><del>e. Work experience;</del></li> <li><del>d. Name of the companies in which the candidates hold the position of Supervisors and other managerial positions;</del></li> <li><del>e. The related interests with DHG PHARMA (if any);</del></li> <li><del>f. Other information (if any).</del></li> </ul>		
<p><del><b>Article 56. Removal and dismissal of the Supervisors</b></del></p> <p><del>1. The Supervisors shall be dismissed in the following cases:</del></p> <ul style="list-style-type: none"> <li><del>a. No longer meeting the standards and conditions of the Supervisors as provided in Article 164 of the Law on Enterprises;</del></li> <li><del>b. Not exercising their rights and obligations for six (06) consecutive months, except for force majeure;</del></li> <li><del>e. Submitting the resignation letters and getting approval;</del></li> <li><del>d. Other cases stipulated in this Charter.</del></li> </ul>		

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<p><del>2. The Supervisors shall be removed in the following cases:</del></p> <p><del>a. Not completing the assigned duties and tasks;</del></p> <p><del>b. Serious or repeated violations of obligations of the Supervisors stipulated in the Law of Enterprises and this Charter;</del></p> <p><del>e. Pursuant to the decision of the General Meeting of Shareholders.</del></p>		
<p><b>Article 57. Responsibilities of the Supervisors</b></p> <p><del>1. Complying with the law, this Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising the assigned powers and obligations.</del></p> <p><del>2. Exercising the assigned rights and obligations honestly and carefully to ensure the maximum legal interests of DHG PHARMA.</del></p> <p><del>3. Being loyalty to the interests of DHG PHARMA and shareholders; Not using information, know how, opportunities of DHG PHARMA, position and using the assets of DHG PHARMA for their personal interest or interests of other organizations and individuals.</del></p> <p><del>4. Other obligations in accordance with the Law on Enterprises and this Charter.</del></p> <p><del>5. In case of violation as provided in Clause 1, 2, 3 and 4 of this Article which causes damage to DHG PHARMA or other persons, the</del></p>		

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<p><del>Supervisors shall personally or jointly compensate for such damage. The Supervisors must refund all income and other interests to DHG PHARMA.</del></p> <p><del>6. In case the Supervisor is detected to violate the exercise of assigned rights and obligations, the Board of Directors must notify the Board of Supervisory in writing; request the violator to stop the violation and have solutions to resolve consequence.</del></p>		
<p><del><b>Article 58. Meetings of the Board of Supervisory</b></del></p> <p><del>1. The Board of Supervisory must hold at least two (02) meetings each (01) year, at least two third (2/3) of the Supervisors shall participate in the meetings. The minutes of the Board of Supervisory's meetings must be detailed and clear; be signed by the Secretary and Supervisors attending the meetings. The minutes of the Board of Supervisory's meetings must be retained to identify the responsibilities of each Supervisor.</del></p> <p><del>2. The Board of Supervisory has the right to request members of the Board of Directors, the General Director and representatives of the independent auditing firm to answer the issues raised by the Supervisors.</del></p>		

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<p><del>Article 59. Report on the operation of the Board of Supervisory to the annual meeting of the General Meeting of Shareholders</del></p> <p><del>1. The reports on the operation of the Board of Supervisory submitted to the Annual General Meeting of Shareholders includes:</del></p> <p><del>a. Report of the Board of Supervisory on DHG PHARMA's business outcome, performance of the Board of Directors and the General Director</del></p> <p><del>b. Self-assessment report of the Board of Supervisory and each Supervisor;</del></p> <p><del>2. In addition, the Board of Supervisory's report in Clause 1 of this Article must contain the following information:</del></p> <p><del>a. Remuneration, operating costs and other interests of the Board of Supervisory and each Supervisor specified in Clause 3 Article 167 of the Law on Enterprises and this Charter;</del></p> <p><del>b. Summaries of the meetings, conclusions, and recommendations of the Board of Supervisory;</del></p> <p><del>c. Results of monitoring operation and financial status of DHG PHARMA;</del></p> <p><del>d. Results of monitoring the Board of Directors, the General Director, Enterprise Managers and Enterprise Executives;</del></p> <p><del>e. The results of monitoring the coordination of operation between the Board of Supervisory and</del></p>		

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<p>the Board of Directors, the General Director and shareholders.</p>		
<p><b>Article 60. The right to access information and the independence of Supervisors</b></p> <p>1. The Supervisors may access all the information and records related to DHG PHARMA's operation. Details are as follows:</p> <p>a. The Board of Directors, members of the Board of Directors, the General Director, Enterprise Managers and Enterprise Executives must provide full, accurate and timely information and records on the management, operation and business performance of DHG PHARMA as the request of the Board of Supervisory, unless other decisions decided by the General Meeting of Shareholders.</p> <p>b. Notice of invitation, voting ballots of members of the Board of Directors and enclosed records must be sent to the Supervisors at the same time and in the same form for members of the Board of Directors. DHG PHARMA's Secretary must ensure that all copies of financial information and other information provided to members of the Board of Directors and copies of minutes of the Board of Directors' meetings shall be sent to the Supervisors at the same time in which these are sent to Board of Directors.</p>		

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<p>e. A report of the General Director submitted to the Board of Directors or other records issued by DHG PHARMA shall be sent to the Supervisors at the same time and in the same form for members of the Board of Directors.</p> <p>d. Supervisors have right to access documents and records of DHG PHARMA kept at the head office, branches and other places; have right to visit places where Enterprise Managers and employees of DHG PHARMA work.</p> <p>2. DHG PHARMA develops a mechanism to ensure that Supervisors are independent in the operation and performance of duties in accordance with the provisions of law and this Charter.</p>		
<p><b>Chapter V: FINANCIAL STATEMENTS, ANNUAL REPORT, AUDITING, RETENTION, INVESTIGATION OF RECORDS AND INFORMATION DISCLOSURE</b></p>	<p><b>Chapter V: FINANCIAL STATEMENTS, ANNUAL REPORT, AUDITING, RETENTION, INVESTIGATION OF RECORDS AND INFORMATION DISCLOSURE</b></p>	
<p><b>Article 64. Annual, semi-annual and quarterly reports</b></p>	<p><b>Article 58. Annual, semi-annual and quarterly reports</b></p>	
<p>2. The above reports and records must be sent to the Board of Supervisory to assess at least thirty (30) days before the opening of the annual meeting of the General Meeting of Shareholders.</p>	<p>2. The above reports and records must be sent to the Board of Directors to assign the <u>Audit Committee</u> to assess at least thirty (30) days before the opening of the annual meeting of the General Meeting of Shareholders.</p>	<p>According to the new organizational structure</p>



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<p>3. Reports and records prepared by the Board of Directors; <del>Assessment report of the Board of Supervisory</del> and auditing report must be available at the head office of DHG PHARMA at least ten (10) days before the opening of the annual meeting of the General Meeting of Shareholders.</p>	<p>3. Reports and records prepared by the Board of Directors and auditing report must be available at the head office of DHG PHARMA at least ten (10) days before the opening of the annual meeting of the General Meeting of Shareholders.</p>	<p>Removed “The Board of Supervisory”.</p>
<p>4. DHG PHARMA must prepare the annual financial statements in accordance with the provisions of the law as well as those of the State Securities Commission and such statements must be audited in accordance with the provision of <del>Article 66</del> of this Charter, and within ninety (90) days from the date of ending each fiscal year, must submit annual financial statements which have been approved by the General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority.</p>	<p>4. DHG PHARMA must prepare the annual financial statements in accordance with the provisions of the law as well as those of the State Securities Commission and such statements must be audited in accordance with the provision of <u>Article 60</u> of this Charter, and within ninety (90) days from the date of ending each fiscal year, must submit annual financial statements which have been approved by the General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority.</p>	<p>Referring in accordance with the new circular</p>
<p><b>Article 67. Retention of records</b> 1. The Board of Directors of DHG PHARMA must retain the following records:</p>	<p><b>Article 61. Retention of records</b> 1. The Board of Directors of DHG PHARMA must retain the following records:</p>	
<p>f. <del>Report of the Board of Supervisory</del>, conclusion of inspection agency, conclusion of an independent audit firm;</p>	<p>f. <u>Report of the Audit Committee</u>, conclusion of inspection agency, conclusion of an independent audit firm;</p>	<p>"Report of the Board of Supervisory" was changed to "Report of the Audit Committee" to suit with the new model.</p>

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<p><b>Article 68. Right to investigate books and records</b></p> <p>1. A shareholder and a group of shareholders mentioned in Clause 1, Article 33 <del>and Clause 1, Article 55</del> of this Charter shall have the right to send, directly or via a lawyer or via an authorized person, a written request to check the list of shareholders and the minutes of the General Meeting of Shareholders and to copy or excerpt these records during the working hours and at the main business location of DHG PHARMA. The request of a lawyer of representative or another authorized representative of shareholder must be accompanied by a power of attorney of shareholder represented by such person or a notarized copy of such power of attorney.</p>	<p><b>Article 62. Right to investigate books and records</b></p> <p>1. A shareholder and a group of shareholders mentioned in Clause 1, Article 33 of this Charter shall have the right to send, directly or via a lawyer or via an authorized person, a written request to check the list of shareholders and the minutes of the General Meeting of Shareholders and to copy or excerpt these records during the working hours and at the main business location of DHG PHARMA. The request of a lawyer of representative or another authorized representative of shareholder must be accompanied by a power of attorney of shareholder represented by such person or a notarized copy of such power of attorney.</p>	<p>Clause 1 of Article 55 was removed because it related to "The Board of Supervisory".</p>
<p>2. Members of the Board of Directors, <del>the Supervisors</del>, General Director, Enterprise Executives, and Enterprise 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 Board of Directors, General Director, Enterprise Executives, and Enterprise 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>Removed "the Supervisors".</p>
<p><b>Article 69. Information disclosure and public notice</b></p>	<p><b>Article 63. Information disclosure and public notice</b></p>	

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4. Responsibility for reporting and disclosing information of members of the Board of Directors, Supervisors and General Director	4. Responsibility for reporting and disclosing information of members of the Board of Directors and General Director	Removed “The Board of Supervisory”.
Apart from the responsibilities prescribed by the <del>Article 47, Article 48</del> of this Charter, the Board of Directors’ members, <del>the Supervisors</del> and General Director must report to the Board of Directors <del>and the Board of Supervisory</del> on the following transactions:	Apart from the responsibilities prescribed by the <u>Article 49, Article 50</u> of this Charter, the Board of Directors’ members and General Director must report to the Board of Directors on the following transactions:	Referring in accordance with the new circular
<b>Chapter VII: RELATIONSHIP BETWEEN DHG PHARMA, DEPENDENT UNITS, SUBSIDIARIES AND ASSOCIATES</b>	<b>Chapter VII: RELATIONSHIP BETWEEN DHG PHARMA, DEPENDENT UNITS, SUBSIDIARIES AND ASSOCIATES</b>	
<b>Article 77. Standards, conditions, powers, and obligations of a capital representative of DHG PHARMA</b>	<b>Article 71. Standards, conditions, powers, and obligations of a capital representative of DHG PHARMA</b>	
2. The capital representative of DHG PHARMA at the subsidiaries and associates nominated or elected to the Board of Directors, the Members’ Council, <del>the Board of Supervisory</del> , the Director of such enterprise must meet the standards and conditions in accordance with the law and the Charter of such enterprise.	2. The capital representative of DHG PHARMA at the subsidiaries and associates nominated or elected to the Board of Directors, the Members’ Council, the Director of such enterprise must meet the standards and conditions in accordance with the law and the Charter of such enterprise.	Removed “The Board of Supervisory”.
<b>Chapter VIII: INTERNAL DISPUTE SETTLEMENT, TERMINATION OF OPERATION AND LIQUIDATION</b>	<b>Chapter VIII: INTERNAL DISPUTE SETTLEMENT, TERMINATION OF OPERATION AND LIQUIDATION</b>	

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<p><b>Article 78. Internal dispute settlement</b></p> <p>1. When any dispute, complaint relating to DHG PHARMA's activities, the rights and obligations of shareholders as stipulated in the Law on Enterprises, other provisions of the law, this Charter, other regulations between:</p>	<p><b>Article 72. Internal dispute settlement</b></p> <p>1. When any dispute, complaint relating to DHG PHARMA's activities, the rights and obligations of shareholders as stipulated in the Law on Enterprises, other provisions of the law, this Charter, other regulations between:</p>	
<p>b. Shareholder and the Board of Directors, <del>the Board of Supervisory</del>, the General Director or other Enterprise Executives, Enterprise Managers of DHG PHARMA.</p> <p>The related parties will try to resolve such dispute through negotiation and reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the settlement of disputes and shall require each party to present the information relating to the dispute within thirty (30) working days from the date when the dispute arises. If the conflict concerns the Board of Directors or the Chairman of the Board of Directors, the parties may request <del>the Board of Supervisory</del> to appoint an independent expert who shall act as a mediator for the dispute resolution.</p>	<p>b. Shareholder and the Board of Directors, the General Director or other Enterprise Executives, Enterprise Managers of DHG PHARMA.</p> <p>The related parties will try to resolve such dispute through negotiation and reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the settlement of disputes and shall require each party to present the information relating to the dispute within thirty (30) working days from the date when the dispute arises. If the conflict concerns the Board of Directors or the Chairman of the Board of Directors, the parties <u>negotiate</u> to appoint an independent expert who shall act as a mediator for the dispute resolution.</p>	<p>Removed “The Board of Supervisory”.</p>
<p><b>Chapter IX: AMENDMENT AND SUPPLEMENT OF THE CHARTER AND EFFECTIVE DATE</b></p>	<p><b>Chapter IX: AMENDMENT AND SUPPLEMENT OF THE CHARTER AND EFFECTIVE DATE</b></p>	

<b>CURRENT CONTENTS</b>	<b>AMENDED CONTENTS</b>	<b>EXPLANATION</b>
<b>Article 83. Effective date</b> 1. This Charter includes IX Chapters and 83 Articles and takes effect on <del>28 Mar</del> 2018.	<b>Article 77. Effective date</b> 1. This Charter includes IX Chapters and 77 Articles and takes effect on <u>... .... 2019</u> .	Modified the number according to the new Resolution.

**Cantho, 31<sup>st</sup> May, 2019**

**INTERIM GENERAL DIRECTOR**

**HEAD OF LEGAL DEPARTMENT**

**Doan Dinh Duy Khuong**

**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.]