

**REFERENCE TABLE**

**AMENDMENTS AND SUPPLEMENTS OF INTERNAL REGULATION ON CORPORATE GOVERNANCE  
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**

<b>CURRENT CONTENT</b>	<b>AMENDED CONTENT</b>	<b>REASON</b>
<b>INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF DHG PHARMA</b>  (Attached to Decision No.: <del>041/QĐ-HĐQT</del> dated <del>16<sup>th</sup> April 2018</del> of the Board of Directors of DHG Pharma)	<b>INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF DHG PHARMA</b>  (Attached to Decision No.: .... <b>of the Board of Directors of DHG Pharma</b> )	Updated according to a new Resolution.
<b>CHAPTER I. GENERAL PROVISIONS</b>	<b>CHAPTER I. GENERAL PROVISIONS</b>	
<b>Article 1. Scope and regulated entities</b>	<b>Article 1. Scope and regulated entities</b>	
1. The regulations regulate the basic principles of corporate governance of DHG PHARMA to protect rights and legitimate interests of shareholders, establish standards of conduct, professional ethics and coordination, control, operation and supervision between the members of the Board of Directors, <del>the Board of Supervisory</del> , General Director, Enterprise	1. The regulations regulate the basic principles of corporate governance of DHG PHARMA to protect rights and legitimate interests of shareholders, establish standards of conduct, professional ethics and coordination, control, operation and supervision between the members of the Board of Directors, General Director, Enterprise Executives, and Enterprise Managers of DHG PHARMA.	The new model does not have the Board of Supervisory.

CURRENT CONTENT	AMENDED CONTENT	REASON
Executives, and Enterprise Managers of DHG PHARMA.		
2. The regulations adjust the following main contents:	2. The regulations adjust the following main contents:	
d. <del>Nomination, candidacy, voting, dismissal, and removal of Supervisors;</del>		The new model does not have the Board of Supervisory.
g. Collaboration among the Board of Directors, <del>the Board of Supervisory,</del> and the General Director of DHG PHARMA;	f. Collaboration among the Board of Directors and the General Director;	The new model does not have the Board of Supervisory.
h. Regulation on annual evaluation of rewards and discipline of members of the Board of Directors, <del>the Board of Supervisory,</del> the General Director and Enterprise Executives;	g. Regulation on annual evaluation of rewards and discipline of members of the Board of Directors, the General Director and Enterprise Executives;	The new model does not have the Board of Supervisory.
<b>Article 2. DHG PHARMA's principles of corporate governance</b>	<b>Article 2. DHG PHARMA's principles of corporate governance</b>	
In order to ensure the effective management and control of DHG PHARMA on the basis of ensuring the interests of shareholders and those persons related to DHG PHARMA. Corporate governance of DHG PHARMA must ensure the principles:	In order to ensure the effective management and control of DHG PHARMA on the basis of ensuring the interests of shareholders and those persons related to DHG PHARMA. Corporate governance of DHG PHARMA must ensure the principles:	
2. To ensure the operational efficiency of the Board of Directors, <del>the Board of Supervisory;</del>	2. To ensure the operational efficiency of the Board of Directors, <u>affiliated Committees or Subcommittees;</u>	The new model does not have the Board of Supervisory.

<b>CURRENT CONTENT</b>	<b>AMENDED CONTENT</b>	<b>REASON</b>
<p><b>Article 4. Corporate governance training</b> Members of the Board of Directors, members of the Board of Management, <del>Supervisors</del>, Person in charge of DHG PHARMA’s corporate governance, and the Company’s Secretary are entitled to take part in corporate governance training courses at training institutions certified by the State Securities Commission.</p>	<p><b>Article 4. Corporate governance training</b> Members of the Board of Directors, members of the Board of Management, Person in charge of DHG PHARMA’s corporate governance, and the Company’s Secretary are entitled to take part in corporate governance training courses at training institutions certified by the State Securities Commission.</p>	<p>The new model does not have the Board of Supervisory.</p>
<p><b>CHAPTER II. THE SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</b></p>	<p><b>CHAPTER II. THE SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</b></p>	
<p><b>Article 5. Notice of closing the list of shareholders who have the right to attend the meeting of the General Meeting of Shareholders</b></p>	<p><b>Article 5. Notice of closing the list of shareholders who have the right to attend the meeting of the General Meeting of Shareholders</b></p>	
<p>1. The convenor of the meeting of the General Meeting of Shareholders must disclose information on the list of all shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with Point a, Clause 2, Article 21 of the Company’s Charter at least twenty (20) days from the last date of registration.</p> <p>2. The convenor of the meeting of the General Meeting of Shareholders prepares the list of shareholders who are eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the</p>	<p>1. The convenor of the meeting of the General Meeting of Shareholders must disclose information on the list of all shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with Point a, Clause 2, Article 21 of the Company’s Charter at least twenty (20) days from the last date of registration.</p> <p>2. The convenor of the meeting of the General Meeting of Shareholders prepares the list of shareholders who are eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the</p>	<p>According to Article 21.2a of the new draft of the Charter.</p>

CURRENT CONTENT	AMENDED CONTENT	REASON
General Meeting of Shareholders is made no earlier than <del>five (05) days</del> before the date of sending the notice of invitation to the meeting of the General Meeting of Shareholders.	General Meeting of Shareholders is made no earlier than <u>ten (10) working days</u> before the date of sending the notice of invitation to the meeting of the General Meeting of Shareholders.	
<b>Article 6. The convocation notice of the General Meeting of Shareholders</b>	<b>Article 6. The convocation notice of the General Meeting of Shareholders</b>	
4. The convenor of the meeting of the General Meeting of Shareholders must send the notice of meeting to all shareholders in the list of shareholders entitled to attend the meeting at least fifteen (15) days prior to the opening day of the meeting of the General Meeting of Shareholders, calculated from the date on which the notice is validly sent or delivered, the postal charge is paid, or the notice is put in the mailbox. The agenda of the meeting of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of DHG PHARMA. In the case where no document is attached with the notice of invitation to the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the link (on the website) in order to enable the shareholders to access such documents, including:	4. The convenor of the meeting of the General Meeting of Shareholders must send the notice of meeting to all shareholders in the list of shareholders entitled to attend the meeting at least fifteen (15) days prior to the opening day of the meeting of the General Meeting of Shareholders, calculated from the date on which the notice is validly sent or delivered, the postal charge is paid, or the notice is put in the mailbox. The agenda of the meeting of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders and/or published on the website of DHG PHARMA. In the case where no document is attached with the notice of invitation to the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the link (on the website) in order to enable the shareholders to access such documents, including:	
b. List and detailed information of candidates in case of voting for members of the Board of Directors, <del>Supervisors</del> ;	b. List and detailed information of candidates in case of voting for members of the Board of Directors;	Removed “Supervisors”.

CURRENT CONTENT	AMENDED CONTENT	REASON
<b>Article 10. Method of vote counting</b>	<b>Article 10. Method of vote counting</b>	
2. The Vote Counting Committee's members are not:	2. The Vote Counting Committee's members are not:	
a. Members of the Board of Directors, <del>the Board of Supervisory</del> and candidates for members of the Board of Directors, <del>Supervisors</del> ;	a. Members of the Board of Directors and candidates for members of the Board of Directors;	The new model does not have the Board of Supervisory.
<b>Article 15. The General Meeting of Shareholders adopts the Resolution in the form of collecting shareholders' opinions by solicitation of written consent</b>	<b>Article 15. The General Meeting of Shareholders adopts the Resolution in the form of collecting shareholders' opinions by solicitation of written consent</b>	
	<u>3. The General Meeting of Shareholders shall not be held in the form of collecting shareholders' opinions by solicitation of written consent on the following issues:</u> <u>a. Audited annual financial statements;</u> <u>b. Report of the Board of Directors assessing the situation of business management in DHG PHARMA;</u> <u>c. Short-term and long-term development plans of DHG PHARMA;</u>	Supplemented according to Sample Regulation of Circular 95/2017/TT-BTC.
<b>CHAPTER III. NOMINATION, CANDIDACY, VOTING, DISMISSAL, AND REMOVAL OF THE BOARD OF DIRECTORS' MEMBERS</b>		
	<b><u>Article 20. Notice on the election, dismissal and removal of members of the Board of Directors</u></b>	Supplemented according to Sample

CURRENT CONTENT	AMENDED CONTENT	REASON
	<p><u>Election, dismissal and removal of members of the Board of Directors must be noticed, published information in accordance with the regulations of laws and the Company, specifically as follows:</u></p> <p><u>1. Periodic information disclosure in accordance with Clause 2 &amp; 3, Article 8 of Decree No.155/2015/TT-BTC in the Annual Report or in case members of the Board of Directors are elected by the General Meeting of Shareholders.</u></p> <p><u>2. Extraordinary information disclosure within twenty-four (24) hours in case the Company changes, appoints, re-appoints, or dismisses members of the Board of Directors in accordance with Point n, Clause 1, Article 9 of Circular No.155/2015/TT-BTC.</u></p> <p><u>3. Notice to all shareholders, Enterprise Managers, Enterprise Executives of the Company by disclosing information on the Company’s Website within three (03) working days.</u></p>	Regulation of Circular 95/2017/TT-BTC.
<p><b>CHAPTER IV. ORDER AND PROCEDURES FOR THE BOARD OF DIRECTORS’ MEETINGS</b></p>	<p><b>CHAPTER IV. ORDER AND PROCEDURES FOR THE BOARD OF DIRECTORS’ MEETINGS</b></p>	
<p><b>Article 21. Notice of the Board of Directors’ meetings</b></p>	<p><b>Article 22. Notice of the Board of Directors’ meetings</b></p>	
<p>1. The notice of the Board of Directors’ meeting must be sent to the Board of Directors’ members, <del>Supervisors</del> at least <del>three (3)</del> working days prior to</p>	<p>1. The notice of the Board of Directors’ meeting must be sent to the Board of Directors’ members at least <u>five (5)</u> working days prior to the date of the meeting.</p>	<p>Removed “Supervisors” because the new model does not</p>

<b>CURRENT CONTENT</b>	<b>AMENDED CONTENT</b>	<b>REASON</b>
the date of the meeting. A member of the Board of Directors may refuse the meeting invitation in writing, the refusal may be changed or revoked in writing by such member of the Board of Directors. The meeting notice of the Board of Directors must be made in Vietnamese (English versions may be prepared) and must specify the time and venue of the meeting, the agenda and issues to be discussed and decided at the meeting. The notice shall be enclosed with the necessary documents about the matters to be discussed and voted at the meeting and votes of the members.	A member of the Board of Directors may refuse the meeting invitation in writing, the refusal may be changed or revoked in writing by such member of the Board of Directors. The meeting notice of the Board of Directors must be made in Vietnamese (English versions may be prepared) and must specify the time and venue of the meeting, the agenda and issues to be discussed and decided at the meeting. The notice shall be enclosed with the necessary documents about the matters to be discussed and voted at the meeting and votes of the members.	have the Board of Supervisory. Changed the time in accordance with Article 37.2 of the Charter.
4. <del>Supervisors,</del> General Directors who are not members of the Board of Directors, have the right to attend the meetings of the Board of Directors, have the right to discuss but not to vote.	4. General Directors who are not members of the Board of Directors, have the right to attend the meetings of the Board of Directors, have the right to discuss but not to vote.	The new model does not have the Board of Supervisory.
<b>CHAPTER V. PROVISIONS ON THE ESTABLISHMENT AND ACTIVITIES OF COMMITTEES UNDER THE BOARD OF DIRECTORS</b>	<b>CHAPTER V. PROVISIONS ON THE ESTABLISHMENT AND ACTIVITIES OF COMMITTEES UNDER THE BOARD OF DIRECTORS</b>	
<b>Article 26. establishment, organizational structure and criteria for members of the committees under the Board of Directors</b> 1. Establishment of the committees	<b>Article 27. establishment, organizational structure and criteria for members of the committees under the Board of Directors</b> 1. Establishment of the committees	
<del>a. As it deems necessary, the Board of Directors may propose the General Meeting of Shareholders to approve the establishment of affiliated Committees</del>	<u>a. Pursuant to the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decide to</u>	Modified in accordance with Article 39.1 of the Charter on authority of

CURRENT CONTENT	AMENDED CONTENT	REASON
<p><del>to support the operations of the Board of Directors, including: Strategic Committee, Nomination &amp; Remuneration Committee, Audit and Risk Management Committee, and other committees if it deems necessary;</del></p>	<p><u>establish affiliated Committees to support the activities of the Board of Directors, including:</u></p> <p><u>(i) Strategic Committee;</u></p> <p><u>(ii) Nomination Committee;</u></p> <p><u>(iii) Audit Committee.</u></p> <p><u>b. Pursuant to the approval of the General Meeting of Shareholders, the Board of Directors decide to establish other Committees if necessary.</u></p>	<p>establishing Committees.</p>
<p>b. If DHG PHARMA has not established or shall not establish the Personnel Committee &amp; the Salary and Bonus Committee, the Board of Directors shall designate an independent Board of Directors' member to help the Board of Directors to carry out personnel, salary and bonus performances;</p>	<p>c. If DHG PHARMA has not established or shall not establish the <u>Nomination Committee and the Strategic Committee</u>, the Board of Directors shall designate an independent Board of Directors' member to help the Board of Directors to carry out personnel, salary and bonus, <u>planning and implementing the strategies;</u></p>	<p>- Modified the name of the Nomination Committee in accordance with the Charter;</p> <p>- Supplemented provisions on the assignment of independent members of the Board of Directors in charge of the Strategic Committee.</p>
<p>2. The Committees' structure is in accordance with Article 39 of the Company's Charter.</p>	<p>2. The structure of the Committees is in accordance with Clause 2, Article 39 of the Company's Charter, specifically as follows:</p> <p><u>a. The Board of Directors nominate and appoint members of the Committees. A Committee includes:</u></p> <p><u>(i) One (01) Head of the Committee, and</u></p>	<p>Rewrote the terms more clearly.</p>



CURRENT CONTENT	AMENDED CONTENT	REASON
	<p><u>(ii) Members of the Committee.</u></p> <p><u>b. The number of members of the Committee is decided by the Board of Directors, but there should be at least three (03) members including members of the Board of Directors and external members. Independent members of the Board of Directors/Non-Executive Members of the Board of Directors should account for the majority of the Committee and one of these members will be appointed as Head of the Committee decided by the Board of Directors.</u></p>	
<p><del>3. Criteria of members of the Committees, Head of the Committees:</del></p> <p><del>a. The Committees' members must have knowledge, experience in the field of the Committees;</del></p> <p><del>b. The Committees' members must have diplomas and certificates in case of mandatory provisions of law;</del></p> <p><del>c. With regards to Head of the Committees, in addition to meeting the standards at Points a and b, Clause 3 of this Article, they must also be non-executive members of the Board of Directors/independent Board of Directors' members in accordance with the provisions of Clause 2 Article 39 of the Company's Charter.</del></p>	<p><u>3. Criteria, conditions of members of the Committees specified in Regulation of organization and operation of the Committee, but basically must meet the following requirements:</u></p> <p><u>a. Having knowledge, experience and skills in the field of the Committee;</u></p> <p><u>b. Having diplomas and certificates in case the law has compulsory provisions;</u></p> <p><u>c. Other criteria, conditions in accordance with the requirements of the Board of Directors.</u></p> <p><u>4. Head of the Committee must satisfy all criteria and conditions as follows:</u></p> <p><u>a. Criteria and conditions at Clause 3 of this Article;</u></p> <p><u>b. Be an independent member of the Board of Directors;</u></p>	<p>More detailed and clearer regulations for implementation.</p>

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	<p><u>c. Be good at managing and coordinating the work of the Committee;</u></p> <p><u>d. Other criteria, conditions in accordance with the requirements of the Board of Directors.</u></p>	
<p><b>Article 27. Operating principles and responsibilities of the Committees</b></p>	<p><b>Article 28. Operating principles and responsibilities of the Committees</b></p>	
<p><del>1. Operating principles of the Committees</del></p> <p><del>a. The implementation of the decisions of the Board of Directors or of Committees under the Board of Directors, or of any person as a member of Committees of the Board of Directors must comply with the applicable laws and regulations in the Company's Charter.</del></p> <p><del>b. The activities of Committees must comply with the regulations of the Board of Directors. Resolutions of the Committees are effective only when a majority of the members attended and voted at the Committees' meeting are the Board of Directors' members.</del></p>	<p><u>1. The operation of the Committees shall comply with the following principles:</u></p> <p><u>a. The Committees of the Board of Directors organize and operate in accordance with the principle of majority. Resolution of the Committees is only valid when the majority of the members vote "for". The voting can be directly implemented at the meeting, or through collecting shareholders' opinions by solicitation of written consent.</u></p> <p><u>b. Resolution and all activities of the Committees must comply with resolution, guidance of the Board of Directors, the General Meeting of Shareholders, the Charter, the internal regulations of the Company and laws.</u></p> <p><u>c. In all activities, the Committees must protect and maximize the legitimate rights and interests of the Company.</u></p>	<p>Rewrote the principle to be more suitable.</p>
<p><del>2. Responsibilities of the Committees</del></p> <p><del>The Board of Directors shall stipulate in detail the establishment of Committees, the responsibilities of each Committee, the responsibilities of the</del></p>	<p><u>2. Responsibilities of the Committees</u></p> <p><u>a. Counsel, consult, assist the Board of Directors in the assigned work, building administrative and administration system of the Company.</u></p>	<p>Responsibilities of Committees, members of the Committees and Head of the</p>

CURRENT CONTENT	AMENDED CONTENT	REASON
<p><del>Committees' members or the responsibilities of independent members assigned to carry out their duties at the Committees.</del></p>	<p><u>b. Properly and fully comply with the contents of the resolutions, direction and assigned work of the Board of Directors with all the competence and dedication;</u></p> <p><u>c. Developing the organizational structure, assigning the tasks suitably to each member, coordinating well with the Board of Directors, other Committees, Executive apparatus to fulfill the tasks assigned by the Board of Directors.</u></p> <p><u>d. Timely update knowledge, actual situation in working field to announce to related units in order to improve the Company's work quality, manage risks, improve efficiency of production and business of the Company.</u></p> <p><u>e. Reports on organization, operation and detailed works in accordance with the regulations and requirements of the Board of Directors;</u></p> <p><u>f. Other responsibilities in accordance with organization and operation regulation of the Committee.</u></p>	<p>Committees were specified to act as a basis for implementation.</p>
	<p><u>3. Responsibilities of members of the Committee:</u></p> <p><u>a. Perform the tasks assigned by the Committee with all the capacity, dedication, ensuring quality and progress;</u></p> <p><u>b. Implement in accordance with the labor contract signed with the Company and enjoy the policy</u></p>	<p>Responsibilities of Committees, members of the Committees and Head of the Committees were specified to act as a</p>

CURRENT CONTENT	AMENDED CONTENT	REASON
	<p><u>regimes in accordance with the Charter, internal provisions and regulations of the Company;</u></p> <p><u>c. Make sure to be present at the meeting, express opinions and vote, give comments in writing according to the notice or request of the Head of the Committee;</u></p> <p><u>d. Be responsible for discussing, explaining, consulting, proposing solutions to the Head of the Committee on professional issues when required;</u></p> <p><u>e. Report to the Head of the Committee when no longer meeting the standards and conditions of members of the Committee in accordance with the laws, the Charter, internal regulations of the Company.</u></p> <p><u>f. Other powers and responsibilities in accordance with the organizational and operational regulations of the Committee.</u></p>	<p>basis for implementation.</p>
	<p><u>4. Responsibilities of the Head of the Committee:</u></p> <p><u>In addition to the responsibilities mentioned in Clause 3 of this Article, the Head of the Committee shall have the following responsibilities:</u></p> <p><u>a. Manage and coordinate the work of the Committee, promptly provide information on resolutions and directions of the Board of Directors to members of the Committee;</u></p>	<p>Responsibilities of the Head of the Committees were specified to act as a basis for implementation.</p>

CURRENT CONTENT	AMENDED CONTENT	REASON
	<p><u>b. Convene and run the meetings, organize to collect opinions in writing to handle the work of the Committee.</u></p> <p><u>c. On behalf of the Committee, sign resolutions, meeting minutes, appointment letters, invitation letters, voting ballots by written consent and other documents of the Committee.</u></p> <p><u>d. Other responsibilities as prescribed by the Board of Directors.</u></p>	
	<p><b><u>Article 29. Meetings of the Committee</u></b></p> <p><u>1. Meetings:</u></p> <p><u>a. Periodic meetings: The Committee organizes quarterly meetings on the first month of each quarter;</u></p> <p><u>b. Extraordinary meetings in case unexpected requests from the Board of Directors or the Head of the Committee are deemed necessary to resolve the Company's tasks.</u></p> <p><u>2. Contents of the meeting: The Committee discusses and finds solutions to implement the resolutions and directions of the Board of Directors, the organization and operation of the Committee and other tasks related to production and business of the Company.</u></p> <p><u>3. Notice of the meeting: The Head of Committee shall send the notice, documents and related contents to members no later than 3 days before the meeting.</u></p>	<p>Supplemented in accordance with Circular 95 and referred to the regulation on the meetings of the Board of Directors.</p>

CURRENT CONTENT	AMENDED CONTENT	REASON
	<p><u>In case of necessity, the Head of the Committee may consult members to organize the meeting sooner if approved by all members of the Committee.</u></p> <p><u>4. Form of the meeting: The meeting can be held in the form of direct or indirect meeting via online connection. Discussion, expressing opinions and voting at the meeting via online connection is valid as direct meeting. The meeting is eligible to be held when the majority of members of the Committee attend.</u></p> <p><u>5. In addition to resolve the jobs, the Head of the Committee can collect members' opinions by solicitation of written consent. In case the matters need to be decided by the collective, collecting opinions by solicitation of written consent may replace voting at the meeting prescribed in Clause 4 of this Article. The deadline of collecting opinions by solicitation of written consent is at least three (03) working days from the time of sending notice in writing to the members.</u></p>	
	<p><b><u>Article 30: The Audit Committee</u></b></p> <p><u>1. The Audit Committee is Audit Committee under the Board of Directors according to Point b, Clause 1, Article 134 of the Law on Enterprises;</u></p> <p><u>2. The Audit Committee has three (03) to five (05) members who are assigned, appointed and signed labor contracts by the Board of Directors in</u></p>	

CURRENT CONTENT	AMENDED CONTENT	REASON
	<p><u>accordance with the proposal of the General Director. The term of the Audit Committee is the same as that of the Board of Directors;</u></p> <p><u>3. 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 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>4. 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>	

CURRENT CONTENT	AMENDED CONTENT	REASON
	<p><u>b. Must be an independent member of the Board of Directors 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> <p><u>5. Powers and responsibilities of the Audit Committee are implemented in accordance with Article 41 of the Company’s Charter.</u></p> <p><u>6. The meetings of the Audit Committee shall comply with Article 29 of this Regulation. Other tasks of the Audit Committee are carried out in accordance with the directions of the Board of Directors, the Charter, provisions, regulations of the Company and laws.</u></p>	
<p><b><del>CHAPTER VI. NOMINATION, CANDIDACY, ELECTION, DISMISSAL AND REMOVAL OF THE SUPERVISOR</del></b></p>		<p>Removed this Chapter because the new model does not have the Board of Supervisory.</p>
<p><b><del>Article 28. Criteria of the Supervisor</del></b>  <del>The Supervisor must meet the following standards and conditions:</del></p> <p><del>1. Having full civil act capacity and not being prohibited from establishing and managing</del></p>		



CURRENT CONTENT	AMENDED CONTENT	REASON
<p>enterprises under the provisions of Law on Enterprises:</p> <p>2. 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, Enterprise Managers and Enterprise Executives of DHG PHARMA.</p> <p>3. Not holding managerial, executive positions at DHG PHARMA; Not necessarily being a shareholder or employee of DHG PHARMA; and</p> <p>4. Must not be in the following cases:</p> <p>a. Working in the accounting and finance departments of DHG PHARMA;</p> <p>b. Being a member or an employee of the independent audit firm audited the financial statements of DHG PHARMA over the last three (3) consecutive years.</p>		
<p><del>Article 29. Method by which shareholders, a group of shareholders elect, nominate a person to be the supervisor in accordance with provisions of law and the Company's Charter</del></p> <p>1. The candidacy and nomination of the supervisors shall be carried out in the same manner as stipulated in Clauses 1 and 2 of Article 55 of the Company's Charter, specifically as follows:</p>		

CURRENT CONTENT	AMENDED CONTENT	REASON
<p><del>The shareholders have the right to include the number of votes for each person together to nominate candidates for the Supervisors. The shareholder or a group of shareholders holding 5% to less than 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to 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 sufficient after nomination and candidacy, the incumbent Board of Supervisory may nominate more candidates or organize the nomination in accordance with regulations in the Company's Charter and these Regulations.</del></p>		
<p><b>Article 30. Method of voting the Supervisors</b></p> <p><del>1. Voting to elect members of the Supervisors must be implemented by the method of cumulative voting, under which 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 Supervisors, and each shareholder shall have the right to accumulate all of</del></p>		

CURRENT CONTENT	AMENDED CONTENT	REASON
<p><del>his or her votes for one or more candidates. The method and procedure of electing the Supervisors is similar to those of electing the member of the Board of Directors.</del></p> <p><del>2. The elected Supervisors 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 Supervisor, it shall be re-elected among candidates who have the same votes or be selected in accordance with criteria of electoral rules or the Company's Charter.</del></p>		
<p><del><b>Article 31. Removal and dismissal of the Supervisors</b></del></p> <p><del>1. The Supervisors shall be removed in the following cases:</del></p> <p><del>a. No longer meeting the standards and conditions of the Supervisors stipulated in Article 164 of the Law on Enterprises;</del></p> <p><del>b. Not exercising their rights and obligations for six (06) consecutive months, except for force majeure;</del></p> <p><del>c. Submitting resignation letters and getting approval;</del></p> <p><del>d. Other cases as stipulated in this Charter.</del></p>		

CURRENT CONTENT	AMENDED CONTENT	REASON
<p><del>2. The Supervisors shall be dismissed 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 on Enterprises and this Charter;</del></p> <p><del>e. In accordance with the decisions of the General Meeting of Shareholders.</del></p>		
<p><del><b>Article 32. Notice on the election, dismissal and removal of the Supervisors</b></del></p> <p><del>Notice on the election, dismissal and removal of the Supervisors is in accordance with the provisions of the Company's Charter and the provisions of the law on securities and stock market.</del></p>		
<p><b>CHAPTER VII. SELECTION, APPOINTMENT, REMOVAL AND DISMISSAL OF THE COMPANY'S ENTERPRISE EXECUTIVES</b></p>	<p><b>CHAPTER VI. SELECTION, APPOINTMENT, REMOVAL AND DISMISSAL OF THE COMPANY'S ENTERPRISE EXECUTIVES</b></p>	
<p><b>CHAPTER VIII. COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND THE BOARD OF SUPERVISORY</b></p>	<p><b>CHAPTER VIII. COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR</b></p>	<p>Removed "The Board of Supervisory".</p>
<p><b>Article 37. Procedures, sequences of convening meetings, invitation letter, minutes preparation and notice of results of meetings between the Board of Directors, the General Director and the Board of Supervisory</b></p>	<p><b>Article 35. Procedures, sequences of convening meetings, invitation letter, minutes preparation and notice of results of meetings between the Board of Directors and the General Director</b></p>	<p>Removed "The Board of Supervisory".</p>

CURRENT CONTENT	AMENDED CONTENT	REASON
<p>1. The Board of Directors shall invite the General Director, <del>Head of the Board of Supervisory</del> and other Enterprise Executives to attend some meetings of the Board of Directors. The General Director, Enterprise Executives and <del>Head of the Board of Supervisory</del> shall be invited to participate in a number of meetings but shall not be entitled to vote. The Chairman of the Board of Directors shall notify the meeting result in writing to the General Director, <del>Head of the Board of Supervisory</del> and Enterprise Executives within five (5) working days after the meeting.</p>	<p>1. The Board of Directors shall invite the General Director and other Enterprise Executives to attend some meetings of the Board of Directors. The General Director, Enterprise Executives shall be invited to participate in a number of meetings but shall not be entitled to vote. The Chairman of the Board of Directors shall notify the meeting result in writing to the General Director and Enterprise Executives within five (5) working days after the meeting.</p>	<p>The new model does not have the Board of Supervisory.</p>
<p><del>2. At meetings with regards to important contents of the Board of Supervisory, the Head of the Board of Supervisory may invite one or some members of the Board of Directors and members of the Board of Management to participate in meetings of the Board of Supervisory to discuss about concerned issues. The invitation letter (which may be sent via email) must have all necessary information and must be sent to invited persons at least three (03) working days prior to the meeting. The Head of the Board of Supervisory shall notify the meeting result to the Board of Directors and the General Director within five (05) working days after the meeting. The Board of Supervisory shall promptly notify performance on supervision to the Board of Directors as well as work</del></p>		<p>Removed this regulation because the new model does not have the Board of Supervisory.</p>

CURRENT CONTENT	AMENDED CONTENT	REASON
<del>with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.</del>		
3. At meetings of the Board of Management, the General Director may invite some members of the Board of Directors <del>and the Head of the Board of Supervisory</del> to attend meetings of the Board of Management to discuss related issues. The invitation letter must have all necessary information and must be sent to invited persons at least three (03) working days prior to the meeting. The General Director shall notify the meeting result in writing to the Board of Directors <del>and the Head of the Board of Supervisory</del> within five (05) working days after the meeting.	2. At meetings of the Board of Management, the General Director may invite some members of the Board of Directors to discuss related issues. The invitation letter must have all necessary information and must be sent to invited persons at least three (03) working days prior to the meeting. The General Director shall notify the meeting result in writing to the Board of Directors within five (05) working days after the meeting.	The new model does not have the Board of Supervisory.
<b>Article 39. In cases where the General Director and the Board of Supervisory propose to convene meetings of the Board of Directors and issues to be consulted by the Board of Directors</b> 1. The General Director <del>or the Board of Supervisory</del> is allowed to propose to convene meetings of the Board of Directors in accordance with Clause 3, Article 37 of the Company's Charter. 2. Issues related to Article 29 of the Company's Charter must be approved by the Board of Directors.	<b>Article 39. In cases where the General Director propose to convene meetings of the Board of Directors and issues to be consulted by the Board of Directors</b> 1. The General Director is allowed to propose to convene meetings of the Board of Directors in accordance with Clause 3, Article 37 of the Company's Charter. 2. Issues related to Article 29 of the Company's Charter must be approved by the Board of Directors	Removed because the new model does not have the Board of Supervisory.
<b>Article 41. Coordination of control, administration and supervision among members</b>	<b>Article 41. Coordination of control, administration and supervision among members</b>	The new model does not have the Board of Supervisory.

CURRENT CONTENT	AMENDED CONTENT	REASON
<b>of the Board of Directors, the Board of Supervisory and the General Director</b>	<b>of the Board of Directors and the General Director</b>	
1. The Board of Directors supervises and directs the General Director, Enterprise Executives and Enterprise Managers in day-to-day DHG PHARMA's operation.	1. The Board of Directors supervises and directs the General Director, Enterprise Executives and Enterprise Managers in day-to-day DHG PHARMA's operation.	
2. The Board of Directors' members, <del>the Supervisors</del> and the member of the Board of Management will regularly exchange and provide information in the spirit of cooperation, support and facilitation for members in accordance with provisions of the Company's Charter, working regulations and general action plan in order to create conditions for parties to access information in accordance with Article 31 and <del>Article 69</del> of the Company's Charter.	2. The Board of Directors' members and the member of the Board of Management will regularly exchange and provide information in the spirit of cooperation, support and facilitation for members in accordance with provisions of the Company's Charter, working regulations and general action plan in order to create conditions for parties to access information in accordance with Article 31 and <u>Article 63</u> of the Company's Charter.	The new model does not have the Board of Supervisory.
3. In emergency cases, the Board of Directors' members, <del>the Supervisors</del> and the members of the Board of Management may immediately inform (via face-to-face contact, telephone or email) to the Chairman of the Board of Directors, <del>Head of the Board of Supervisory</del> or the General Director or all of three members for effectively resolving.	3. In emergency cases, the Board of Directors' members and the members of the Board of Management may immediately inform (via face-to-face contact, telephone or email) to the Chairman of the Board of Directors or the General Director or all of <u>two</u> members for effectively resolving.	The new model does not have the Board of Supervisory.
	<b>CHAPTER VIII. TERMS OF EXECUTION</b>	
<b>Article 47. Terms of execution</b> 1. These Regulations take effect since the General Meeting of Shareholders approves <del>on 28 March 2018</del> and <del>replaces the Decision No.</del>	<b>Article 45. Terms of execution</b> 1. These Regulations take effect since the General Meeting of Shareholders approves on ... of the Board of Directors on the promulgation of the	

CURRENT CONTENT	AMENDED CONTENT	REASON
038/2014/QĐ.HĐQT dated 21 Aug 2014 of the Board of Directors on the promulgation of the Regulations on corporate governance of DHG PHARMA.	Regulations on corporate governance of DHG PHARMA.	
2. The Board of Directors, <del>the Board of Supervisory</del> , the Board of Management, the Enterprise Executives, the Enterprise Managers of DHG PHARMA, and all relevant individuals and units are responsible for implementing this decision.	2. The Board of Directors, the Board of Management, the Enterprise Executives, the Enterprise Managers of DHG PHARMA, and all relevant individuals and units are responsible for implementing this decision.	The new model does not have the Board of Supervisory.

Cantho, 27<sup>th</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.]