

RESOLUTION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018 OF DHG PHARMACEUTICAL JSC

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2018

- Pursuant to the Charter of Organization and Operation of DHG Pharmaceutical Joint Stock Company (DHG Pharma);
- Pursuant to the Statements and Reports submitted to the Annual General Meeting of Shareholders (“AGM”) 2018 on 11 June 2019 by the Board of Directors (“BOD”), Board of Supervisory (“BOS”) and Chief Accountant;
- Pursuant to the Meeting minutes No.003/2019/BB.DHĐCĐ of the AGM 2018 of DHG Pharma dated 11 June 2019,

RESOLUTION

The AGM 2018 of DHG Pharma unanimously approved the following contents:

Article 1: Approval of the BOD report regarding the report on the business performance in Term III (2014 – 2018); Report on the business performance in 2018; Strategic orientation 2019 – 2023; Business orientation and plans in 2019; Approval of the BOS report Term III (2014 – 2018); Approval of the audited consolidated financial statements FY 2018.

Several targets in 2018:

| No. | Items | Figures in | 2018 |
|-----|--|-------------|-------|
| 1. | Total assets as at 31 December 2018 | VND Billion | 4,206 |
| 2. | Owner’s equity as at 31 December 2018 | VND Billion | 3,144 |
| 3. | Net revenue | VND Billion | 3,882 |
| 4. | Profit before tax | VND Billion | 732 |
| 5. | Profit after tax | VND Billion | 651 |
| 6. | Profit after tax of the parent Company’s shareholder | VND Billion | 653 |
| 7. | EPS (Earnings per share) | VND | 4,445 |
| 8. | ROS (Profit after tax/Net sales) | % | 16.8% |
| 9. | ROA (Profit after tax/Average total assets) | % | 15.7% |
| 10. | ROE (Profit after tax /Average owner’s equity) | % | 22.1% |

Strategic Orientation and Objectives 2019 - 2023: continue to implement the strategic orientation 2016 - 2020 as follows:

- Maximizing the enterprise value and increasing the interests of all stakeholders
- Being the largest generic pharmaceutical enterprise in Vietnam

- Being a pharmaceutical enterprise with the most professional, deepest, broadest, and diversified distribution channel
- Being the leading enterprise in science and technology application in operation (R&D, production, information and management)
- Becoming a symbol of humanity in contributing to the society and enhancing the quality of life
- Well-improving and developing crucial resources

Business plan 2019 – 2023: The BOD of the new term is assigned to direct the development of business plan 2019 - 2023 and report at the closest AGM.

Article 2: Approval of the business targets in 2019:

| Categories | Figures in | 2019F | 2018 Result | Growth |
|---|-------------|--------------|--------------|--------------|
| Net revenue | VND Billion | 3,943 | 3,882 | 1.6% |
| <i>In which:</i> | | | | |
| + <i>In-house goods</i> | VND Billion | 3,560 | 3,171 | 12.3% |
| + <i>Others</i> | VND Billion | 383 | 711 | -46.1% |
| Profit before tax (PBT) | VND Billion | 754 | 732 | 3.0% |
| Additionally allocating budget for bonus and welfare activities of employees in 2019 (*) | VND Billion | 47.9 | | |
| PBT after additionally allocating the budget for bonus and welfare activities of employees | VND Billion | 706 | 732 | -3.5% |

Article 3: Approval of the report on profit distribution in 2018.

| Target | Appropriation rate in 2018 | Amount (VND) |
|---|--|------------------------|
| Profit after tax (PAT) in 2018 for distribution | | 651,089,030,818 |
| Dividend payment in 2018 - <i>Advance dividend payment of the 1st phase: 10% par value on 31 Aug 2018</i> - <i>2nd Phase: 20% par value, payment is made on 17 June 2019.</i> - <i>The remaining: 5% of par value (projected to be spent after the AGM).</i> | <u>Plan:</u> 30% of par value <u>Proposal:</u> 35% of par value | 457,611,248,500 |
| Allocation to the Bonus and Welfare Fund | 10% of consolidated PAT | 65,108,903,082 |
| Remuneration for the BOD, BOS and committees' members under the BOD and the BOD Secretariat Team | <u>Plan:</u> VND 6 B <u>Proposal:</u> Following the plan | 6,000,000,000 |

| Target | Appropriation rate in 2018 | Amount (VND) |
|--|---|-----------------|
| Bonus for the BOD, BOS, Committees' members under the BOD, the BOD Secretariat Team, the Executive Board and key staffs in 2018. | <u>Plan</u> : 5% of consolidated PAT growth <u>Proposal</u> : unimplemented due to not achieving targets | - |
| The remaining profit shall be added to the Investment & Development fund | The remaining | 122,368,879,236 |

Article 4: Approval of the profit distribution plan 2019:

| Target | Projected appropriation rate 2019 |
|---|-----------------------------------|
| PAT | 100% of PAT |
| Dividends in 2019 | 30% par value (by cash) |
| Allocation to the Bonus and Welfare Fund | 3% of the consolidated PAT |
| Bonus for the BOD, BOS, committees' members under the BOD, the BOD Secretariat Team in 2019 | VND 6,000,000,000 |
| The remaining profit shall be added to the Investment & Development Fund | The remaining |

Article 5: Approval to select Deloitte Vietnam Company Ltd. as the auditor of the financial statements FY 2019 of DHG Pharma. The BOD is assigned to authorize General Director to negotiate implementation terms and necessary procedures to audit and review the financial statements FY 2019 of DHG Pharma.

Article 6: Dismissal from the Supervisor position to Ms. Nguyen Phuong Thao since 25 Oct 2018.

Article 7: Amendments and supplements of the business lines of DHG Pharma and approval of the adjustments of the Charter in line with the following additional business lines:

| No. | Name of business line | Code |
|-------------------------------------|--|------|
| Adding 02 new business lines | | |
| 1 | Retail sale of pharmaceuticals, medical goods, cosmetics and toilet articles in specialized stores. In detail: Retail sales of cosmetics. | 4772 |
| 2 | Retail sale of food products in specialized stores. In detail: Retail sale of dietary supplements (health supplements). | 4722 |
| Removing 09 business lines | | |
| 1 | Electrical installation activities. In detail: Electrical installation and repair. | 4321 |
| 2 | Plumbing, heating and air-conditioning system installation activities. In detail: Electrical refrigeration installation and repair. | 4322 |
| 3 | Other manufacturing n.e.c. In detail: Electrical and refrigeration manufacture. | 3290 |
| 4 | Manufacture of other special-purpose machinery. In detail: Manufacture of manufacture equipment of self-made drug. | 2829 |

| | | |
|---|---|------|
| 5 | Computer programming. | 6201 |
| 6 | Computer consultancy and system administration. | 6202 |
| 7 | Other information technology and computer service activities. | 6209 |
| 8 | Repair of computers and peripheral equipment. | 9511 |
| 9 | Software publishing. | 5820 |

The Board of Directors is authorized to review, amend and supplement the business lines of the Company in accordance with the removal and adding of the new business lines and other contents (if any) on the basis of complying with the Enterprise Law 2014, other legal documents related to the business lines and the AGM Resolution.

General Director is authorized to carry out procedures related to the removal and adding of the new business lines as well as the establishment of retail stores in order to implement the two retail business lines mentioned above with competent State agencies in accordance with the AGM Resolution and applicable laws.

Article 8: Approval to change the organizational structure, management and control from the BOS model to the Audit Committee model under the BOD of DHG Pharma.

Article 9: Amendments and supplements of the Charter of DHG Pharma in line with the enclosed reference table.

Article 10: Amendments and supplements of the Internal Regulation on Corporate Governance of DHG Pharma in line with the enclosed reference table.

Article 11: Approval of the number of BOD members Term IV (2019 – 2023) to be seven (07) members. In which, two (02) of them are independent BOD members.

Article 12: Conduction re-election in accordance with the method of cumulative voting. The election result and titles of members of the BOD Term IV (2019 – 2023) are as follows:

| No. | Full name | Title | Total shares of election | Win ratio |
|-----|--------------------------|------------------------|--------------------------|-----------|
| 1. | Ms. Dang Thi Thu Ha | BOD member | ... | ...% |
| 2. | Mr. Doan Dinh Duy Khuong | BOD member | ... | ...% |
| 3. | Mr. Jun Kuroda | BOD member | ... | ...% |
| 4. | Mr. Masashi Nakaura | BOD member | ... | ...% |
| 5. | Mr. Maki Kamijo | BOD member | ... | ...% |
| 6. | Mr. Phan Minh Tien | Independent BOD member | ... | ...% |
| 7. | Mr. Do Le Hung | Independent BOD member | ... | ...% |

Article 13: The BOD, General Director and Legal representative of DHG Pharma Term IV (2019 – 2023) have been assigned to implement the contents approved by the AGM in accordance with the Company's Charter and applicable law.

This Resolution is approved by the AGM 2018 of DHG Pharma dated 11 June 2019 and is made in 04 (four) original copies of equal legal force.

**ON BEHALF OF THE AGM 2018
CHAIRMAN**

Recipients:

- Members of the BOD and BOS;
- The Company's shareholders;
- SSC;
- HOSE;
- VSD HCMC Branch;
- DHG Pharma's website;
- Mass media;
- Archived: BOD Secretary, AT.

NGUYEN CHI THANH

[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.]