

**REGULATION ON THE OFFERING OF CAPITAL CONTRIBUTION
AT FUJI MEDIC LIMITED LIABILITY COMPANY**

(Issued together with Decision No. 024/QĐ.DHG-TLp dated 05 April 2019)

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Governing scope

This Regulation specifies in detail the offering by competitive method in order to find investors to sell the fully and legally owned capital contribution of DHG Pharmaceutical Joint Stock Company ("DHG") at Fuji Medic Co., Ltd. ("FJM").

Article 2. Interpretation of terms

The terms in this Regulation are construed as follows:

- 2.1. *Competitive offering* is an offering with price competition.
- 2.2. *Subjects participating in competitive offering* are domestic and foreign investment organizations and individuals.
- 2.3. *The offer price* is the purchase price of the investor recorded in the bidding form.
- 2.4. *The initial price* is the price specified in Article 4.5, which is the basis for choosing the winning investor.
- 2.5. *The auction organization board* is DHG Pharmaceutical JSC.
- 2.6. *An unsuccessful competitive offering* is a competitive offering that is ineligible for holding or eligible for holding but is unable to select an investor due to violations in the regulation of the competitive offering.

Article 3. Declaration of Assurance

When registering to buy the capital contribution under this Regulation, the investor shall have the obligations:

- 3.1. To commit that they are fully informed about FJM, including but not limited in the Corporation's Charter, Financial Statements, Operating status, etc. and other contents in the information disclosure of FJM to make investment decisions.
- 3.2. To commit that the purchase or execution of a transfer (if winning) is/will be paid with a legal source of money, proper competence and compliance with current legal regulations.
- 3.1. To accept risks when the information about the business operations can be affected due to changes in the legal environment.
- 3.2. To commit that each individual and organization can only represent or be authorized by one organization when register and participate in the competitive offering.
- 3.3. To commit to accept all contents of this Regulation.

CHAPTER II

SPECIFIC REGULATIONS

Article 4. Regulation on the Competitive Offering

- 4.1. Name of the offered capital contribution: all contributed capital in FJM.
- 4.2. FJM's charter capital: VND 26,946,000,000.
- 4.3. Offering volume: 100% of the charter capital.
- 4.4. Initial offer price: VND 20,880,000,000.
- 4.5. Percentage of capital contribution that each investor is able to purchase: minimum and maximum of 100%;
- 4.6. Incremental bid: VND 1,000,000.
- 4.7. Number of bidding price: The investor can only fill in 01 (one) bidding price in the bidding form.
- 4.8. Deposit: VND 2,000,000,000.

Article 5. Information disclosure

The share-auctioning organizer discloses information on the competitive offering on the Website of DHG Pharma: www.dhgpharma@dhgpharma.com.vn;

Article 6. Subjects and conditions to join the competitive offering

- 6.1. Subjects to join the competitive offering.
Domestic/foreign individuals and organizations.
- 6.2. Conditions for participating in the competitive offering
The investors meeting the conditions for joining the competitive offering as regulated in Clause 6.1 can register to participate in the competitive offering of FJM as follows:
 - The investors submit the Deposit in accordance and compliance with this Regulation.
 - Filling in the bidding form as required and submitting the bidding form within the prescribed time limit.
 - Each investor participating in this competitive offering can submit only one (01) Registration Dossier to the Organization Board.

Article 7. Procedure for registering the competitive offering and submitting Deposit

- 7.1. The investors shall receive the bidding form (form provided) and related documents from the Organization Board at the location stipulated in Clause 7.4 of this Article.
- 7.2. Deposit: Investors must pay a deposit of VND 2,000,000,000 (*Two billion VND*). Deposit is not entitled to interests. Deposit is paid in VND, by cash or transfer to

the account below:

- Account name: Công ty Cổ phần Dược Hậu Giang.
- Account number: 0111 000000786 open at Vietcombank
- Content: Name of organization, Business Registration Number (date of issue and place of issue) or Individual Name, ID Card (date of issue and place of issue) deposits to buy contributed capital at FJM.

7.3. Submitting registration dossiers: Investors fill in the bidding form and submit to the Organizer, including the following documents:

- Certified copy of ID card (for individuals), or Business Registration Certificate (for organizations).
- Power of attorney for the representative to carry out procedures on behalf of the organization, except where the procedure-completing person is the legal representative of the organization (original).
- Receipt of deposit or deposit transfer (original or valid copy).

7.4. Time and place to submit registration dossiers:

- Time: from 1:00 pm on 05 April 2019 to 3:00pm on 19 April 2019.
- Place:
 - DHG Pharma – Finance Department
 - Add: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Cantho City

7.5. Submitting method for registration dossiers:

Registration dossiers are sent in sealed envelopes with stamps on adjoining edges of pages in accordance with the prescribed places and time, specifically as follows:

- Investors who directly submit dossiers into sealed ballot boxes:
 - DHG Pharma – Finance Department
 - Add: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Cantho City
- Investors submit dossiers by registered mails:
 - On the outside of the sealed envelope, investors clearly stated “Hồ sơ đăng ký mua phần vốn góp tại FJM”
 - Place: DHG Pharma – Finance Department
 - Add: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Cantho City
 - Sent to: Duong Kim Loan, Title: Head of IR Team
 - Tel: (+84) 292 3891 433 (242)

- Dossiers submitted by this method is only accepted when the investors' letters of guarantee are delivered to the above address no later than 3:00pm on 19 April 2019.
 - Time of receiving the registration dossier is considered as the time when the Organizer signs the receipt with the investor or the post office.
 - Investors are not allowed to revise submitted registration dossiers.
 - Registration dossiers submitted on time will be received and managed in the sealed envelopes.
- 7.6. Investors can only cancel the registration during the period of completing the registration procedures in Article 7.4 of this Regulation. In case of cancelation, investors must make a request to cancel the submission to the Organizer.

Article 8: Considering the conditions for holding the competitive offering

In case there is no investor or only one investor has valid purchase registration, the Organizer will not hold a competitive offering and will notify the investor of not holding this bid.

Article 9: Holding the offering and announcing the results

9.1. Time and place for the competitive offering:

- Starting time: 3:30pm on 19 April 2019
- Place: DHG Pharma
- Add: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Cantho City

9.2. Determination of the competitive offering result:

- If there are more than 01 investors submitting valid registration dossiers, the highest bidder is entitled to buy the whole contributed capital at the bid price. If there are more than 01 (one) investors registering to pay the same highest price, priority will be given to the investor who deposit before others (priority in time) based on bank statements.
- If there is only one (01) valid registration dossier for the competitive offering, the investor will have the rights to purchase all of the offered capital at the bid price.
- If there is no investor submitting registration dossiers, the Organizer will report to the Board of Directors for consideration and decision.

9.3. Making minutes of competitive offering

The results of the competitive offering will be recorded in Minutes and signed by members of the Organization Board and the representative of performers.

Article 10: Announcing the bidding results to Investors

- 10.1. The share-auctioning organizer has the responsibility to send the bidding results to Investors at the end of the bid.
- 10.2. The results announced to the investors include the following information: the

purchase price, remaining payment, etc. or deposit refund if fails to purchase in accordance with the competitive offering result.

Article 11: Payment method

- 11.1. Pursuant to the competitive offering result, the winning investors will sign a purchasing contract on the contributed capital.
- 11.2. Date for signing the contract: on the date of announcing the competitive offering result.
- 11.3. The selling price is the winning bid price as announced by the Organizer.
- 11.4. The winning investor is responsible for paying the remaining amount within 05 (five) working days after the date the contract is signed. If the investor does not pay the remaining amount over the above time, he/she will be considered to refuse the purchase, and his/her deposit will not be refunded.

Payment method: pay in VND via bank transfer to the following account:

- Account name: Công ty Cổ phần Dược Hậu Giang.
- Account number: 0111 000000786 open at Vietcombank
- Content: Name of organization, Business Registration Number (date of issue and place of issue) or Individual Name, ID Card (date of issue and place of issue) makes payment for the contributed capital at FJM.

Article 12: Violations

Investors violate one of the conditions mentioned below will be disqualified and deposits will not be refunded:

- 12.1. The registration dossier does not fully and properly meet the requirements as stipulated in the Clause 7.3, Article 7.
- 12.2. There are two or more names written on the bidding form as the investor.
- 12.3. Having the purchase price below the starting price.
- 12.4. Canceling the registration for the competitive offer not within the prescribed time limit.
- 12.5. Failing to sign the contract in accordance with the Clause 11.2, Article 11 of this Regulation
- 12.6. Other cases of violation will be considered and handled by the Organization Board depending on the specific violations

Article 13: Handling the Deposits

- 13.1. Cases that Deposits can be refunded:
 - The investor submits a valid registration dossier but fails to purchase and does not violate the Regulation.
 - The competitive offering is requested to stop or cancel by competent authorities.

- The Investor cancels his/her registration within the timeline stipulated in Article 7 of this Regulation.
- 13.2. The Organizers complete procedures to refund the deposit to investors within 05 days from the announcement of competitive bidding results.
- 13.3. Deposits of violation cases of this Regulation will not be refunded.

Article 14: Rights and Responsibilities of DHG Pharma

- 14.1. Appointing representatives to supervise the competitive offering.
- 14.2. Appointing a representative to sign a contract of transferring contributed capital and perform tasks to transfer to the winning bidder after he/she makes full payment.
- 14.3. Refunding deposits to investors as stipulated in Article 13 of this Regulation.
- 14.4. Deciding other issues under competence.

Article 15: Rights and responsibilities of investors participating in the competitive offering

- 15.1. Filling in the bidding form and supplying related documents in accordance with regulations to the organizer.
- 15.2. Fully paying the deposit in accordance with Article 7 of this Regulation.
- 15.3. Submitting bidding forms in accordance with the provisions of this Regulation.
- 15.4. Making full and timely payment for the purchased contributed capital.
- 15.5. Investors are responsible for accessing DHG Pharma's website and other means of information (if any) to ensure the understanding of contents related to the competitive offering, including the revised and supplemented contents.
- 15.6. Investors are responsible for signing documents, arising documents at the request of the Organizer.
- 15.7. Complying with the provisions of this Regulation and applicable law.

Article 16: Rights and Responsibilities of the competitive offering Organization Board

- 16.1. Holding, checking and supervising the competitive offering in accordance with provisions of this regulation and applicable law.
- 16.2. Checking the validity of the ballot box and registration dossiers.
- 16.3. Complete the minutes of competitive offering in accordance with this Regulation; Members of the Organization Board are responsible for signing the minutes of determining competitive results. In the event that a member does not sign the minutes, he/she must bear all responsibilities before the law and compensate for any damages directly and indirectly from the failure to sign the minutes.
- 16.4. Deciding and announcing violations and invalid cases according to the provisions of this Regulation and the guiding documents of the Government in order to ensure the offering is successfully performed on a public and transparent basis.

16.5. Considering handling violations of the Regulations and other violations in accordance with provisions of this Regulation.

16.6. Deciding arising problems, which are not specified in the provisions of this Regulation.

Article 17: Other provisions

17.1. Any inquiries of investors (if any) must be raised and resolved during the time of the competitive offering. The Organization Board will not be responsible for the investors' complaints and inquiries after the bid ends.

17.2. The Organization Board bears no responsibility for the value of the offered contributed capital.

Article 18: Enforcement effect

This Regulation takes effect the date of signing./.

**DHG PHARMACEUTICAL JSC
HEAD**

Doan Dinh Duy Khuong

[NOTICE: This Convocation Notice is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.]