

Cantho, 22<sup>nd</sup> May 2020

**MEETING AGENDA, WORKING AND OPERATING REGULATIONS  
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019  
OF DHG PHARMACEUTICAL JOINT STOCK COMPANY**

- Pursuant to Law on Enterprise No.68/2014/QH13 dated 26 Nov 2014;
- Pursuant to the Charter of DHG Pharmaceutical Joint Stock Company (DHG Pharma) issued on 25 June 2019,

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

**I. MEETING AGENDA AT THE AGM 2019  
DHG PHARMACEUTICAL JSC (STOCK STICKER: DHG)**

Time: 8:00am Monday, 29 June 2020

Venue: Muong Thanh Can Tho Hotel

Lot E1, Cai Khe River Islet, Cai Khe Ward, Ninh Kieu District, Can Tho City

Time	Contents	Person in charge
08:00 – 08:20	Registration	Shareholder Eligibility Verification Committee
08:20 – 08:30	Welcoming performances	Organizing Board
08:30 – 08:35	Announcement of reasons for the event, introduction of delegates	Organizing Board
08:35 – 08:45	Report of the verification of shareholders eligibility	Shareholder Eligibility Verification Committee
08:45 – 08:50	<p><b>Introduction and approval of</b></p> <ul style="list-style-type: none"> <li>– The Meeting agenda, working regulations and voting rules at the AGM</li> <li>– <b>The AGM Chair:</b> <ul style="list-style-type: none"> <li>+ Ms. Dang Thi Thu Ha – BOD Chairwoman      Chairwoman</li> <li>+ Mr. Masashi Nakaura – BOD Member,      Member</li> <li>General Director</li> <li>+ Mr. Doan Dinh Duy Khuong – BOD Member,      Member</li> <li>Chief Operating Officer</li> </ul> </li> </ul>	Organizing Board

Time	Contents	Person in charge
	<p>– <b>The Meeting Secretariat Committee:</b>  + Ms. Duong Kim Loan – BOD Secretary, Head  Person in charge of corporate governance</p> <p>+ Ms. Tran Thi Nhung Gam – Member  Deputy Manager of Finance Dept.</p> <p>– <b>The Meeting Supervisory Committee:</b>  + Mr. Trinh Hoang Thang – HR Dept. Head  + Mr. Dinh Van Dat – FN Dept. Member  Invite 01 shareholder to participate in the Meeting Supervisory Committee</p> <p><b>The Vote Counting Committee:</b>  + Mr. Ho Buu Huan – Chief Accountant Head  + Ms. La Thi Minh Thu – FN Dept. Member  + Ms. Nguyen Thi Ngoc Chau – FN Dept. Member</p> <p>=&gt; <b>Consulting the Meeting – show of votes</b></p>	
	<b>II. MEETING CONTENTS</b>	<b>Present at the Meeting</b>
08:50 – 09:50	1. Report of the BOD 2019 – business plan 2020. Part 1: Report on the Company's performance in 2019. Part 2: Performance and remuneration of the BOD in 2019. Part 3: Production and business plan for 2020.	BOD member
	2. Report of Audit Committee in 2019.	Head of Audit Committee
	3. Statement No.002/2020/TTr.ĐHĐCĐ on the selection of an independent auditor for 2020 financial statements.	Head of Audit Committee
	4. Audited consolidated financial statement FY 2019.	Mr. Ho Buu Huan – Chief Accountant
	5. Statement No.001/2020/TTr.ĐHĐCĐ on the profit distribution 2019 and the profit distribution plan 2020.	BOD member
	6. Statement No.003/2020/TTr.ĐHĐCĐ - supplementing the business lines of DHG Pharma and amending the Charter in accordance with the new supplementary business lines.	Mr. Vo Hoang Tam – Head of Legal Dept.
09:50 – 10:10	Dicussion + Q&A Section	
	<b>III. VOTING</b>	
10:10 – 10:20	Announcement of % shareholders before voting	Shareholder Eligibility Verification Committee
	Voting on contents from the agenda	Vote Counting Committee
<b>10:20 – 10:50</b>	<b>Tea break + Vote counting</b>	
10:50 – 11:00	Announcement of the voting result on the contents approved at the Meeting	Vote Counting Committee
	Approval of the Meeting minutes	AGM Secretariat Committee
	Approval of the Meeting resolution	Chief Operating Officer
<b>11:00</b>	<b>IV. CLOSING</b>	

A shareholder or group of shareholders holding five percent (5%) or more of the total number of common shares for a period of six (06) consecutive months is entitled to make recommendations in the AGM agenda. Recommendations must be made in writing and must be sent to DHG Pharma before **4:00PM on 24 June 2020**. Recommendations must include full name of the shareholder, permanent address, nationality, citizen identification/ID card/passport or other personal identification to those who are individual shareholders; names, business code or establishment decision, address of head office to those who are organization shareholders; number and classes of shares held by shareholders, and the issues recommended to be included in the agenda.

The person convening the meeting of the AGM shall have the right to refuse any recommendation in the following cases:

- The recommendation is sent in inappropriate time, or with insufficient and inappropriate content;
- At the time of the recommendation, the shareholder or group of shareholders do not own five percent (5%) or more of the ordinary shares for at least six (06) consecutive months;
- The recommended issue does not fall within the authority of the General Meeting of Shareholders;
- Other cases as stipulated by the law and the Company's Charter.

## **II. WORKING REGULATIONS AT THE MEETING**

### **1. Rights and obligations of a shareholder**

- All shareholders or valid representatives of a shareholder have the rights to attend the Meeting, contribute ideas and vote on issues mentioned in the content of the Meeting.
- Shareholders or valid representatives of a shareholder have to pay for their own accommodation and meals to attend the Meeting.
- Shareholders or authorized persons who attend the Meeting are advised to bring: (1) Notice of invitation; (2) original ID card/citizen identification/Passport; (3) Power of attorney (in case of being authorized to attend the Meeting).
- Any shareholder or proxy who arrives after the opening of the meeting shall be registered immediately and shall have the right to participate and vote at the Meeting, but shall not have the right to vote on previous approved contents when the shareholders are not present (ie, the effectiveness of any voting which has already been conducted before the late shareholders attend shall not be affected).
- The meeting of the General Meeting of Shareholders **shall be conducted** when the number of shareholders attending the meeting represents **at least sixty-five percent (65%) of the voting shares** according to the list of shareholders attending the meeting dated **12 May 2020**. In case the number of delegates does not reach the sufficient quorum to conduct the meeting, please refer to Article 23 of the Company's Charter for implementation.

- The AGM **2019** presided over by the AGM Chair that is approved at the Meeting. Shareholders must follow the Chair’s direction and approve the voting results of the AGM, which is conducted in a prompt manner in accordance with the provisions of the Company’s Charter and applicable law.
- The Meeting shall discuss and vote on each issue in the Meeting agenda under the authority of shareholders.
- Shareholders attending the meeting would like to express their ideas, it is advisable to register with the Organizing Board or raise their hands, the Chair shall invite each shareholder to speak out. Shareholders are not allowed to express any contents unrelated to the Meeting contents.
- The Meeting content shall be fully recorded in the minutes by the AGM Secretary. Minutes and resolution of the AGM shall be read and approved before closing, archived at the Company, disclosed within 24 hours on the Company's website [www.dhgpharma.com.vn](http://www.dhgpharma.com.vn) – Investor Relations Section, the information disclosure system of the State Securities Commission and the Ho Chi Minh Stock Exchange.

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

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

- Making the shareholder list attending the Meeting and posting the list up at the Meeting venue.
- Receiving and checking ID card/Citizen identification/Passport, power of attorney (if any).
- Checking the composition and number of shareholders attending the Meeting.
- Preparing the shareholder eligibility verification report and presenting the report at the Meeting.
- Handing out votes and voting ballots to shareholders prior to the Meeting.

The SEVC is obliged to be trustworthy and careful when performing its duties and be responsible for the results of their performance.

## **3. Rights and obligations of the Chair, Meeting Secretary and the Vote Counting Committee**

### **3.1 The AGM Chair**

- The AGM Chair has the right to conduct the Meeting in a valid and orderly manner.
- The AGM Chair decides on issues related to the Meeting’s sequence, procedures or other arising issues at the Meeting.
- The Chair of the Meeting may postpone the Meeting when reaching a consensus or request of the AGM which has sufficient attendees in accordance with Clause 8, Article 142 of the Law on Enterprises, if the AGM Chair considers that:
  - + The venue of the meeting fails to provide convenient seats for all attendees;

- + The media at the venue of the meeting does not guarantee participating shareholders to participate, discuss, and vote;
- + There are attendees who obstruct and disturb the order at the meeting, causing a risk that the meeting is not conducted in a fair and legal manner.
- The maximum time for any adjournment shall not be more than three (03) days from the planned opening date of the Meeting. The Meeting will only consider remaining contents that should have been legally resolved at the previous delayed Meeting.

### **3.2 The Secretariat Committee**

The Secretariat Committee is introduced by the AGM Chair and approved by the Meeting, the Meeting Secretary is responsible for assisting the AGM Chair.

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

### **3.3 The Vote Counting Committee**

The Vote Counting Committee is introduced by the Chair and approved by the Meeting, the Vote Counting Committee is responsible for:

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

## **III. VOTING RULES AT THE MEETING**

### **1. General rules on voting**

- Each share owns or represents ownership with one voting unit.
- The Shareholder Eligibility Verification Committee shall give each shareholder or proxy, to be known as the shareholder attending the Meeting a vote and voting ballot with a registration number, name (full name as an individual) of the shareholder, name (full name as an individual) of the proxy, number of voting shares and stamped by DHG Pharma.
- A shareholder can receive more than one vote, voting ballot and election ballot if the shareholder has an additional valid authorization that the Organizing Board did not aggregate in one.

### **2. Voting formality by voting ballot**

- All contents falling under decision of the AGM shall be adopted by voting in the form of secret ballots of all shareholders attending the Meeting by **voting ballot**.
- Shareholders shall make one of the following decisions in respect of each content on the voting ballot submitted to the AGM.
  - + “For”
  - + “Against”
  - + “Abstain”

### **Vote Checking Principle with regards to voting by voting ballot**

- With regards to each voting content prescribed on the voting ballot, the shareholder/proxy selects one (01) out of the three (03) voting status by marking (X) on the voting status. In case of making changes, it is required to cross over the marked column, sign next to the crossed box and mark on the box the shareholder/proxy wants to select.
- A valid voting ballot:
  - + Follows the “voting ballot” of DHG Pharma and stamped by the Company.
  - + “Voting ballot” is not torn, erased, scratched.
  - + Marks only one (01) out of (03) voting options “for”, “against” or “abstain” towards each voting content.
- An invalid voting ballot is a ballot that does not meet one of the criteria of the valid voting ballot:
  - + Does not follow the “voting ballot” format of DHG Pharma, does not have the Company’s stamp on it.
  - + “Voting ballot” is torn, erased, scratched.
  - + “Voting ballot” does not vote on any voting content.
  - + Marks two (02) or three (03) voting status “For”, “Against” or “Abstain” to each voting content.
- Blank vote is the ballot handed over to shareholders at the Meeting, but is not returned to the Vote Counting Committee.

### **Checking and summarizing results**

- A voting ballot after being collected will be checked for its validity.
- A voting ballot after being checked and each voting content after being inputted into the voting software system shall be recorded to determine voting results and to compose into minutes of vote counting. The minutes must clearly clarify the number of voting shares for each voting content and voting rate.
- When recording results, a voting ballot that is: (1) *invalid*; (2) *marking “abstain”*; (3) *blank vote* shall be recorded as “**abstain**”.
- Voting results will be determined in accordance with each voting content and calculated as a percentage (%) rounded to two (02) decimal numbers.

### **3. Form of direct voting by a show of votes**

- A direct voting is applicable to cases where the voting by voting ballots is not applied. In case of direct voting at the meeting, shareholders make decisions by showing VOTES to give opinion:
  - + “For” in respect of each content submitted to the AGM
  - + “Against” in respect of each content submitted to the AGM
  - + “Abstain” in respect of each content submitted to the AGM
- The Vote Counting Committee shall record the number of “for”, “against”, or “abstain” votes in writing and announce the voting result at the Meeting.

#### **4. Minimum voting rate for approving the contents submitted to the AGM**

- Voting contents shall be adopted when it is approved by a number of shareholders with voting rights that represent fifty-one percent (51%) or more of all votes of shareholders who are present in person or by an authorized representative at the meeting of General Meeting of Shareholders for the following issues:
  - + Report of the BOD 2019 (1) Report on the Company's performance in 2019 and (2) Performance and remuneration of the BOD in 2019.
  - + Report of Audit Committee in 2019.
  - + Audited consolidated financial statement FY 2019.
  - + Profit distribution 2019 and profit distribution plan 2020.
  - + Selection of an independent auditor for 2020 financial statements.
- Other contents shall be adopted when it is approved by the number of shareholders with voting rights that represent sixty-five percent (65%) or more of all votes of shareholders who are present in person or by an authorized representative at the meeting of General Meeting of Shareholders.

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

**Masashi Nakaura**