

## **NOTICE**

### **REGARDING THE NOMINATION AND CANDIDACY OF BOARD MEMBERS TERM V (2024 – 2028) OF DHG PHARMACEUTICAL JSC**

**Kind Attn to: Shareholders of DHG Pharmaceutical JSC**

- Pursuant to Enterprise Law No.59/2020/QH14 dated 17 Jun 2020 and documents guiding the implementation of the Enterprise Law;
- Pursuant to the Charter of DHG Pharmaceutical Joint Stock Company (DHG Pharma) issued on 19 Apr 2021;
- Pursuant to the Internal Regulation on Corporate Governance of DHG Pharma issued on 19 Apr 2021,

DHG Pharma's Board Term IV (2019 – 2023) will automatically expire and will be re-elected at the Annual General Meeting of Shareholders (AGM) 2023, scheduled to be held on 23 April 2024. In accordance with the Law on Enterprises and the Company's Charter, the Board of DHG Pharma is pleased to inform shareholders about the candidacy and nomination for the election of the Board Term V (2024 – 2028) at the AGM as follows:

#### **1. Projected number and structure of the Board members to be elected at the AGM 2023**

The projected number of the Board members to be elected is seven (07) members. In which, there must be at least two (02) independent Board members and must ensure that at least one-third (1/3) of the total number of Board members are non-executive members.

The official quantity will be decided by the AGM at the Meeting.

#### **2. Criteria of the Board members**

Pursuant to the provisions of clause 1 and clause 2, Article 33 of the Charter of DHG PHARMA and clause 5, Article 115 of the Enterprise Law 2020 regarding the candidacy and nomination of the Board Members as follows:

- (i). Shareholders who are holding 5% or more of their voting shares have the right to add up the number of voting rights of each other to nominate candidates for the Board of Directors. A shareholder or a group of shareholders who are holding from 5% to under 10% of the total number of voting shares shall be entitled to nominate

*one (01) candidate; from 10% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% shall be entitled to nominate up to four (04) candidates; from 50% to under 60% shall be entitled to nominate up to five (05) candidates; from 60% to under 70% shall be entitled to nominate up to six (06) candidates; from 70% to under 80% shall be entitled to nominate up to seven (07) candidates and from 80% to under 90% shall be entitled to nominate up to eight (08) candidates.*

*(ii). When the number of candidates for the Board of Directors through nomination and candidacy fails to reach the minimum number, the incumbent Board of Directors can introduce or nominate more candidates in accordance with this Charter and the Internal Regulation on Corporate Governance. The introduction of candidates by the Board of Directors must be published clearly before the General Meeting of Shareholders votes for the Board of Directors' members.*

### **3. Criteria and conditions to become a Board Member**

Pursuant to clause 1, Article 34 of the Charter of DHG PHARMA and clause 1, Article 155 of the Enterprise Law 2020, a Board Member must meet the following criteria and conditions:

*(i). Have full civil act capacity and not being subjects banned from the management of enterprises according to the Law on Enterprises;*

*(ii). Have professional qualifications, experience in business management of DHG PHARMA and not necessarily being DHG PHARMA's shareholder;*

*(iii). A member of the Board of Directors can concurrently be a member of the Board of Directors of another company, but not be a member of the Board of Directors of over five (05) other companies.*

Pursuant to point u, clause 1, Article 2 of DHG PHARMA's Charter, independent Board member satisfies the following additional standards and conditions:

*(i) Not being a current employee of DHG PHARMA, its parents company or its subsidiaries; Not being a person that used to work for DHG PHARMA, its parents company or its subsidiaries over the previous three (03) consecutive years;*

*(ii) Not being a person receiving salaries, wages from DHG PHARMA, except for allowances to which the members of the Board of Directors are entitled in line with provisions;*

*(iii) Not having his/her spouse, biological parents, adoptive parents, biological children, adoptive children or biological siblings being a major shareholder of DHG PHARMA; being an Enterprise Executive of DHG PHARMA or DHG PHARMA's subsidiaries;*

*(iv) Not directly or indirectly holding at least one percent (1%) of DHG PHARMA's voting shares;*

*(v) Not ever holding the position of members of the Board of Directors, the Board of Supervisory of the Company for at least previous five (05) consecutive years, unless being appointed continuously for 02 consecutive terms.*

#### **4. Application for nomination and candidacy of the Board members.**

Application for nomination and candidacy of the Board members includes

- + Application of nomination and candidacy of the Board members Term V (2024 – 2028) (form 1)
- + Curriculum vitae declared by the candidate (form 2)
- + Declaration for the purpose of verifying independence for candidates of the independent Board members (form 3)
- + A copy of ID card/citizen identification/passport of the candidate/nominated person.

The forms have been posted on the Company's website at the link: <https://www.dhgpharma.com.vn/en/investor-relations/annual-general-meeting-agm/2024>

#### **5. Time and address to receive documents**

Shareholder or group of shareholders who is eligible to participate in the nomination and candidacy of the Board members Term V (2024 – 2028) of DHG Pharma, please send your candidacy and nomination application to the following address:

**RECIPIENT: THE BOARD OF DIRECTORS - DHG PHARMACEUTICAL JSC**

Address: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Cantho City

Tel: (0292) 3891433 (242) Fax: (0292) 3895209.

Contact person: Tran Thi Nhung Gam – BOD Secretary, Person in charge of Corporate Governance of DHG Pharma

Deadline for submission of application: **4:30pm, 03 Apr 2024.**

Best regards.

**OBO. THE BOARD OF DIRECTORS  
CHAIRWOMAN**

**Recipients:**

- As above;
- Archived: BOD Secretary.

**Dang Thi Thu Ha**

[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.]