

**STATEMENT TO THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS 2017**

***(Ref: amendment and supplement of the Regulation on Internal  
Governance of DHG Pharmaceutical Joint Stock Company)***

**Kind Attn to: THE GENERAL MEETING OF SHAREHOLDERS OF DHG PHARMA**

- Pursuant to the Enterprise Law 2014 and other relevant guidelines;
- Decree 71/2017/NĐ-CP dated 06 Jun 2017, effective from 01 Aug 2017 (Decree 71);
- Circular 95/2017/TT-BTC dated 22 Sep 2017 guiding Decree 71/2017/NĐ-CP, effective from 06 Nov 2017 (Circular 95);
- Pursuant the Charter of Organization and Operation of DHG Pharma issued on 07 Feb 2018 (the Company's Charter),

Currently, the corporate governance of DHG Pharmaceutical Joint Stock Company (DHG Pharma) is implemented in accordance with Decision No.038/2014/QĐ.HĐQT dated 21 Aug 2014 of the Company's Board of Directors (BOD) on the issuance of DHG Pharma's Regulation on Internal Governance amended and supplemented.

The BOD kindly submits to the General Meeting of Shareholders for approval of the new issuance of DHG Pharma's Regulation on Internal Governance (in accordance with the detailed draft Regulation attached) in replacement of the Regulation on Internal Governance issued in attachment with Decision No.038/2014/QĐ.HĐQT dated 21 Aug 2014 of the BOD.

Reason for amendment and supplement: Updated according to Circular 95 and Decree 71.

The legal basis for the issuance of the Company's Regulation on Internal Governance:

- Article 7 of Decree 71, stipulates:  
  
"1. The Regulation on Internal Governance shall be compiled by the BOD and submitted to the General Meeting of Shareholders for approval. The Regulation on Internal Governance must not be contrary to the provisions of law and the Company's Charter.  
  
2. The Ministry of Finance shall guide the sample of Regulation on Internal Governance for public companies to compile the Regulation on Internal Governance."  
  
- Article 4 of Circular 95 stipulates: "The public companies shall refer to the sample of Regulation on Internal Governance in Annex 2 of this Circular to compile the Regulation on Internal Governance, and to ensure compliance with the provisions

*of the Enterprise Law, the Law on Securities, Decree 71/2017/NĐ-CP dated 06 Jun 2017 of the Government on guidelines of corporate governance applicable to public companies and the Company's Charter.”*

The issuance of the Company's Regulation on Internal Governance is necessary to ensure the provisions of the Enterprise Law 2014, Decree 71 and Circular 95.

Respectfully submits to the General Meeting of Shareholders for consideration and approval

Best regards./.

**Recipients:**

- As “Kind Attn”;
- Archived: BOD Secretary.

**ON BEHALF OF THE BOD  
CHAIRMAN**

**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.]

## DRAFT INTERNAL CORPORATE GOVERNANCE – DHG PHARMA

*(Attached to the Statement No.006/2018/TTr.DHĐCĐ dated 12<sup>th</sup> March 2018)*

<b>Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC</b>	<b>Basis of supplements - Interpretation</b>
<b>CHAPTER I: GENERAL PROVISIONS</b>	
<p><b>Article 1. Scope and regulated entities</b></p> <p>1. This regulation regulates 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, the Board of Supervisory, General Director and Enterprise Managers, Enterprise Executives of DHG PHARMA.</p> <p>2. The regulation adjusts the following main contents:</p> <ol style="list-style-type: none"> <li>a. The sequence and procedures for convening and voting at the General Meeting of Shareholders;</li> <li>b. Nomination, candidacy, voting, dismissal, and removal of the Board of Directors' members;</li> <li>c. The sequence and procedures for convening the meetings of the Board of Directors;</li> <li>d. Nomination, candidacy, voting, dismissal, and removal of Supervisors;</li> <li>e. Establishment and operation of subcommittees under the Board of Directors;</li> <li>f. Selection, appointment and dismissal of DHG PHARMA's Enterprise Executives;</li> <li>g. Collaboration among the Board of Directors, the Board of Supervisory, and the General Director of DHG PHARMA.</li> <li>h. Regulation on annual evaluation of rewards and discipline of members of the Board of Directors, the Board of Supervisory, the General Director and Enterprise Executives;</li> <li>i. Selection, appointment and dismissal of a Person in charge of corporate governance of DHG PHARMA;</li> <li>j. Other issues.</li> </ol> <p>3. The contents not stipulated in this Regulation shall be adjusted by the Company's Charter, Law on Enterprises, Law on Securities and other relevant legal documents.</p>	<p>Supplement of Clause 2 in accordance with Sample regulation of Circular 95/2017/TT-BTC (SR).</p>
<p><b>Article 2. DHG PHARMA's principles of corporate governance</b></p> <p>In order to ensure the effective management and control of the Company 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:</p> <ol style="list-style-type: none"> <li>1. To ensure a reasonable governance structure;</li> <li>2. To ensure the operational efficiency of the Board of Directors, the Board of Supervisors;</li> </ol>	<p>Article 2.1 Decree 71</p>

Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC	Basis of supplements - Interpretation
3. To ensure the interests of shareholders and related persons; 4. To ensure fair treatment between shareholders; 5. To transparently make public the information about DHG PHARMA's operations	
<b>Article 3. Explanation of terms</b> 1. In this Regulation, the terms below are construed as follows: a. The Company: DHG Pharmaceutical Joint Stock Company/DHG PHARMA. b. Corporate governance: is a system of principles to ensure that Company is effectively operated and controlled for the benefit of shareholders and those persons related to DHG PHARMA. c. The Charter: is the Charter of the Company approved by the General Meeting of Shareholders from time to time. d. Website: a set of pages of information on the internet 2. Words or terms defined in the Law on Enterprises, the Company's Charter, if they do not contradict the subject or context, they will have the same meanings in this Regulation. 3. In this Regulation, references to one article or a number of articles of the Charter, legal documents will include their amendment, supplement or substitutions of those articles.	
<b>Article 4. Corporate governance training</b> Members of the Board of Directors, members of the Board of Management, Supervisors, Person in charge of corporate governance of the Company, and the Company's Secretary are entitled to take part in corporate governance training courses at training institutions certified by the State Securities Commission.	Current regulation
<b>CHAPTER II. THE SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS</b>	
<b>Article 5. Notice of closing the list of shareholders who have the right to attend the General Meeting of Shareholders</b>	
1. The conveyor of the General Meeting of Shareholders must disclose information on the list of all shareholders entitled to attend the General Meeting of Shareholders in accordance with Article 21.2.b of the Company's Charter at least twenty (20) days from the last date of registration.	Article 21.2b Draft Charter
2. The conveyor 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 General Meeting of Shareholders is made no earlier than five (05) days before the date of sending the notice of meeting to the General Meeting of Shareholders.	Article 21.2a Draft Charter
<b>Article 6. The convocation notice of the General Meeting of Shareholders</b>	

<b>Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC</b>	<b>Basis of supplements - Interpretation</b>
1. The convenor of a meeting of the General Meeting of Shareholders passes out the meeting content and agenda in accordance with Article 21 of the Company's Charter.	Article 21.2 Draft Charter
2. The convenor of a meeting of the General Meeting of Shareholders must carry out the following duties: a. Prepare meeting agenda and contents b. Prepare documents for the meeting; c. A draft resolution of the General Meeting of Shareholders in accordance with the proposed content of the meeting; d. Determine the time and venue of the meeting; e. Announce and send the notice inviting to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting. f. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders in accordance with Article 5 of this Regulation. g. Other tasks to organize the meeting.	Article 21.2 Draft Charter
3. The notice of the General Meeting of Shareholders is sent to all shareholders by a guaranteed method, and simultaneously shall be published on the media means (website) of DHG PHARMA, the State Securities Committee and the Stock Exchange.	Article 21.3 Draft Charter
The convenor of the General Meeting of Shareholders must send the notice of meeting to all shareholders satisfying all conditions for attending and vote at the meeting of the General Meeting of Shareholders at least fifteen (15) days prior to the opening day 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 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:	
a. Meeting agenda, documents to be used in the meeting;	
b. List and detailed information of candidates in case of voting for members of the Board of Directors, Supervisors;	
c. Votes (voting cards), election cards;	
d. Power of attorney;	
e. The draft resolution of the General Meeting of Shareholders towards the proposed contents of the meeting.	
<b>Article 7. The registration method to attend the General Meeting of Shareholders</b>	

Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC	Basis of supplements - Interpretation
1. Shareholders may register to attend the General Meeting of Shareholders in the ways indicated in the notice, including one of the following ways: direct registration, telephone, fax, post or email to DHG PHARMA before the deadline stated in the notice inviting to the meeting of the General Meeting of Shareholders.	
2. Shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with the law may authorize individuals, representative organizations to attend. In cases more than one (1) authorized representative is appointed, the number of shares and the number of votes of each representative must be specified. Shareholders may authorize the Board of Directors or depository institutions to represent them at the General Meeting of Shareholders. If the depository institutions are authorized by the shareholders to act as their representatives, the depository institutions shall have to publicize the contents entitled to vote. Persons authorized to attend the General Meeting of Shareholders are not allowed to re-authorize the third party to attend the meeting. Authorization made pursuant to Article 19 of the Company's Charter, must be made in writing in accordance with the form of DHG PHARMA and must be signed and sealed (in case of organizations) in accordance with the following provisions:	
<p>a. If an individual shareholder is a principal, the power of attorney must have the signature of such shareholder and the signature of the individual or the signature of the legal representative with seal of the organization authorized to attend the meeting;</p> <p>b. If an organization shareholder is a principal, the power of attorney must be signed by the authorized representative/legal representative of the organization shareholder, and the signature of the individual or legal representative with seal of the organization authorized to attend the meeting;</p> <p>c. In other cases, there must be the signature of the legal representative of the shareholder and the proxy to attend the meeting.</p> <p>Any proxy to attend the General Meeting of Shareholders must submit the power of attorney before entering the meeting room.</p>	
3. If a lawyer on behalf the principal signs a letter of appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such letter of appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with DHG PHARMA).	
<p>4. Except for the case stipulated in Clause 3 of this Article, the votes of the authorized person within the scope of authorization shall remain effective even in one of the following cases:</p> <p>a. The principal died, or his civil legal capacity is restricted or is lost;</p> <p>b. The principal has rescinded the appointment of authorization;</p>	Article 19.3 Draft Charter

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<p>c. The principal has rescinded the authority of the person carrying out the authorization. This Clause does not apply in a case where DHG PHARMA receives a notice of one of the above cases before the opening time of the General Meeting of Shareholders or prior to the time the meeting is reconvened.</p>	
<p><b>Article 8. Method of voting</b>  1. Shareholders exercise their voting rights in the manner indicated in the notice, including one of the ways stipulated in Point g, Clause 1 Article 16 The Company’s Charter and Article 9 this Regulation, details are as follows:  a. To attend and vote in person at the meeting;  b. To authorize other persons to attend the meeting and vote at the meeting;  c. To attend and vote via online meetings, electronic voting or other electronic forms;  d. To send votes to the meeting via mail (in accordance with Article 9 of this Regulation); to send votes to the meeting via fax, email (in accordance with Article 26.4, 26.5 of the Company’s Charter)</p> <p>2. Upon registration to attend the meeting, DHG PHARMA shall issue a voting card (vote) to each shareholder or proxy with voting rights which shall indicate registration number, name (full name for individual) of the shareholder, name of the proxy and number of votes of such shareholder.  The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by collecting voting cards which for the resolution, then collecting voting cards which against the resolution, and finally the overall number of votes for, against and abstain shall be aggregated and counted for decision making. The Chairman shall announce the voting results immediately prior to the closing of the meeting.  Meeting shall elect persons who shall be responsible to count the votes or supervise the counting of votes at the request of the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman  The General Meeting of Shareholders approved the detailed election and voting rules at the Meeting.</p> <p>3. A voting card must have the following information:  a. Name of shareholder;  b. Shareholder code;  c. Number of shares owned or authorized;  d. Voting contents;  e. Voting opinions: (1) for; (2) against; (3) abstain.</p> <p>4. The method of voting:</p>	<p>Article 26.4,5  Charter  Article 140 LE  Article 16 Draft  Charter</p> <p>Article 20.2 SC  Article 142.2d LE</p>

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<p>a. For each voting content, the shareholder/proxy is allowed to select one voting opinion by marking (X) on the selected voting option.</p> <p>b. Invalid voting content is the content having more than one vote. Then, the remaining voting contents which are duly voted and will still be included in the voting results</p> <p>5. Valid votes and election votes must satisfy all of the following conditions:</p> <p>a. To be issued by the organizer of the General Meeting of Shareholders</p> <p>b. The vote is not erased, scratched the printed contents. Whenever the contents are supplemented, must correctly inscribe the number of contents to be voted, but no other contents, except for contents required by the Organizing Board of the General Meeting of Shareholders;</p> <p>c. With regards to each voting content, the votes shall elect one (01) out of three (03) voting opinions of that content;</p> <p>d. With regards to votes via mail or solicitation of written consents, the following conditions must be satisfied: Envelope containing Votes (Envelope 1) is still sealed; Votes must be full of information: the name and signature of the legal representative or authorized representative and the seal for shareholders being organizations. The procedures are guided in Article 9 of this Regulation</p> <p>6. Invalid votes are votes which fail to meet one of the conditions of Clause 5 of this Article.</p>	
<p><b>Article 9. Sending votes to the meeting via mail</b></p> <p>In case the notice of invitation to the meeting or the voting procedure of the General Meeting of Shareholders does not stipulate any other provisions in terms of sending votes via mail, shareholders who do not directly attend the meeting may exercise voting rights to the meeting via mail under the following order:</p> <p>1. Each shareholder will be provided with a code and shown on the invitation. This code will be encoded with a bar code to ensure the unique identity of the shareholder.</p> <p>2. Shareholders access DHG PHARMA website (the specific link will be provided in the meeting invitation) and use the code to log in. After logging in, shareholders will be able to access information about the Meeting, the voting contents, votes, election votes and other types of votes depending on the actual situation of Meeting contents at each time.</p> <p>3. After consulting the information on the Meeting, the voting and electing contents, shareholders print out the votes and exercise votes, elect in accordance with the guidance. Votes, election votes after being printed out can show barcode of shareholders. Shareholders will write comments on these votes and send a guarantee letter to DHG PHARMA, at least twenty four (24) hours before the opening of the Meeting.</p> <p>4. The guaranteed method is carried out as follows:</p>	Article 140.2d LE

Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC	Basis of supplements - Interpretation
<p>a. Votes, election votes are put in a sealed envelope (Envelope 1).</p> <p>b. Envelope 1 is enclosed in another envelope (Envelope 2) along with Invitation Letter (original) and ID card/ Citizen Identification/Passport/Business Registration Certificate (copy). Envelope 2 must be sealed and sent to the Company, stating the information of sender and recipient. The information of recipient is as follows:</p> <ul style="list-style-type: none"> <li>- DHG PHARMACEUTICAL JOINT STOCK COMPANY.</li> <li>- Recipient: the Organizing Board of the General Meeting of Shareholders.</li> <li>- Address: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Can Tho City.</li> <li>- Tel: 02923. 891. 433</li> </ul> <p>c. At the time of registration, verification of eligibility for the General Meeting of Shareholders, the Organizing Committee (Verification Committee) will unseal Envelope 2 to check the eligibility of shareholders. With regards to shareholders who meet the eligibility criteria, the shareholder's sealed Envelope 1 will be put into the ballot box and will be unsealed at the time of counting votes together with the votes, election votes at the Meeting.</p>	
<b>Article 10. Method of vote counting</b>	
<p>1. The Chairman requests the General Meeting of Shareholders to establish the Vote Counting Committee with at least 03 members when more than half of the total number of shareholders attending the meeting approved. The Vote Counting Committee shall check the validity and aggregate the results of vote counting.</p>	<p>Referred to “The corporate governance principles” G20/OECD</p>
<p>2. The members of the Vote Counting Committee are not:</p> <ul style="list-style-type: none"> <li>a. Members of the Board of Directors and candidates for members of the Board of Directors;</li> <li>b. Members of the Board of Management and candidates for members of the Board of Management;</li> <li>c. The persons related to the subjects mentioned at point a,b Clause 2 of this Article are determined according to the provisions of Clause 34, Article 6 of the Law on Securities and Clause 17, Article 4 of the Law on Enterprises.</li> </ul>	<p>Referred to “The corporate governance principles” G20/OECD</p>
<p>3. The Vote Counting Committee is responsible for counting votes, and after the Meeting, the Vote Counting Committee shall make the minutes of vote counting and report the vote counting results to the General Meeting of Shareholders. This report is signed by all members of the Vote Counting Committee. Members who refuse to sign the minutes will explain the reason for refusal, which will be included in the annex of the minutes of vote counting.</p>	<p>Referred to “The corporate governance principles” G20/OECD</p>

Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC	Basis of supplements - Interpretation
<p>4. In cases where new voting contents arise or the existing contents are adjusted, shareholders who exercise their voting rights via remote votes shall be regarded as absent from such contents. Voting will be calculated on the percentage of shareholders who voted or authorized to vote at the meeting.</p>	<p>Article 10.5 current regulation</p>
<p>5. In order to ensure that the procedures for vote counting are public and clear, the vote counting committee must be supervised during the vote counting process. The chairman of the meeting nominates shareholders (preferably minority shareholders and independent from the Company) who shall be responsible for supervising the vote counting process. Shareholders who supervise the vote counting process have the rights to prevent acts of violating the regulations or the voting and election rules at the General Meeting of Shareholders and report to the Chairman of the General Meeting of Shareholders about the abnormal signs in the vote counting process.</p>	
<p><b>Article 11. Passing the vote counting result</b></p> <p>1. The General Meeting of Shareholders shall discuss and vote on each issue in the Meeting agenda. When voting for each issue at the General Meeting of Shareholders, the number of votes, valid, invalid, approved, disapproved, and abstain votes must be aggregated; The total number of votes of shareholders attending the meeting will be announced by the Chairman immediately after voting such issue.</p> <p>2. The vote counting results are announced right at the General Meeting of Shareholders after the completion of the vote counting; If the vote counting is extended to the next day, the Chairman shall notify the shareholders attending the Meeting the vote counting results on DHG PHARMA website, unless otherwise decided by the General Meeting of Shareholders</p> <p>3. The vote counting results shall be determined in line with each voting content and shall be calculated in percentage (%) rounded to two (02) decimal places.</p> <p>4. Head of the Vote Counting Committee is responsible for announcing the vote counting result at the Meeting.</p>	
<p><b>Article 12. Method of protesting the resolution of the General Meeting of Shareholders in terms of re-organization of the Company and changes of rights and obligations of shareholders.</b></p> <p>1. Shareholders voting against the resolution on the reorganization of DHG PHARMA or changes of the rights and obligations of shareholders in accordance with the Company’s Charter may request the Company to repurchase its shares.</p> <p>2. The request must be in writing, stating the name and address of the shareholder, the number of shares of each class, the expected selling price, the reason for requesting the purchase of DHG PHARMA. The request must be sent to DHG PHARMA within ten (10) days from the date the General Meeting of Shareholders approves the matters specified in Clause 1 of this Article.</p>	

<b>Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC</b>	<b>Basis of supplements - Interpretation</b>
<p><b>Article 13. Preparation of the minutes of the General Meeting of Shareholders</b></p> <p>1. The Chairman of the General Meeting of Shareholders elects one or several persons to act as Secretary of the Meeting. The Secretary of the General Meeting of Shareholders is responsible for recording all events of the Meeting, preparing minutes and proposing for approval of the General Meeting of Shareholders at the meeting.</p> <p>2. The preparation of Minutes of the General Meeting of Shareholders must be in accordance with Article 27 of the Company's Charter.</p> <p>3. The Secretary of the General Meeting of Shareholders must go through the minutes of Meeting at the Meeting in order for shareholders attending the meeting to check the content before submitting to the Chairman for signing.</p> <p>4. The Chairman and the Secretary of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.</p> <p>5. The minutes of the General Meeting of Shareholders, the annex of the list of shareholders attending the meeting, the book of signatures of the attending shareholders, the power of attorney, the resolution which was passed and all related documents sent with the notice inviting to the meeting must be kept at DHG PHARMA's head office.</p>	<p>Article 142.2c LE Article 27 Draft Charter</p>
<p><b>Article 14. Disclosure of the resolution of the General Meeting of Shareholders</b></p> <p>1. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date the resolution is passed in the form of mailing or posting on DHG PHARMA's website.</p> <p>2. The Company must organize disclosure of information about the General Meeting of Shareholders in accordance with the Law on information disclosure and the Law on Securities and securities market.</p>	<p>Article 25.5 Draft Charter</p>
<p><b>Article 15. The General Meeting of Shareholders adopts the Resolution in the form of absentee voting</b></p> <p>1. The Board of Directors has the right to collect shareholders' opinion in the form of absentee voting to adopt the decision of the General Meeting of Shareholders at any time if deemed necessary in the interests of DHG PHARMA in line with Article 26 of the Company's Charter.</p> <p>2. A decision adopted under the form of absentee voting has equal validity with a decision adopted at the General Meeting of Shareholders.</p>	<p>Article 26 Draft Charter</p>
<p><b>CHAPTER III. NOMINATION, CANDIDACY, VOTING, DISMISSAL, AND REMOVAL OF THE BOARD OF DIRECTORS' MEMBERS</b></p>	
<p><b>Article 16. Standards of members of the Board of Directors</b></p> <p>The members of the Board of Directors must have the following standards and conditions under Clause 1, Article 34 of the Company's Charter as follows:</p>	<p>Article 34.1 Charter</p>

<b>Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC</b>	<b>Basis of supplements - Interpretation</b>
<ol style="list-style-type: none"> <li>1. Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, Article 18 of the Law on Enterprises;</li> <li>2. Have professional qualifications, experience in business management of DHG PHARMA and not necessarily being DHG PHARMA's shareholders</li> <li>3. A member of the Board of Directors can concurrently be a member of the Board of Directors of another company.</li> <li>4. A member of the Board of Directors can not concurrently be a member of the Board of Directors of over five (05) other companies from 01 August 2019.</li> </ol>	
<p><b>Article 17. Shareholders, groups of shareholders stand for Candidacy and nomination of members of the Board of Directors</b></p> <ol style="list-style-type: none"> <li>1. The shareholders holding 5% of shares with voting rights in a consecutive period of at least six months may include the voting rights of each person together to nominate members to the Board of Directors. Shareholder or group of shareholders holding 5% to under 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to under 30% entitled to nominate up to two (02) candidates; from 30% to under 40% entitled to nominate up to three (03) candidates; from 40% to under 50% entitled to nominate up to four (04) candidates; from 50% to under 60% entitled to nominate up to five (05) candidates; from 60% to under 70% entitled to nominate up to six (06) candidates; from 70% to under 80% entitled to nominate up to seven (07) candidates; and from 80% to under 90% entitled to nominate up to eight (08) candidates.</li> <li>2. When the number of the 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 the Company's Charter and this Regulation. The introduction of candidates by the Board of Directors must be published clearly before the General Meeting of Shareholders votes for members of the Board of Directors.</li> <li>3. The list, curriculum vitae and related information of nominees or candidates for election to the Board of Directors must be sent to the incumbent Board of Directors at least ten (10) days before the General Meeting of Shareholders is held.</li> <li>4. List of candidates or nominees for election to the Board of Directors (with the curriculum vitae, information) in accordance with Clause 3, Article 33 of the Company's Charter and must be publicly posted at DHG PHARMA's head office and venue where the Meeting is held.</li> </ol>	Article 33 Draft Charter
<p><b>Article 18. Election of the members of the Board of Directors</b></p>	
<ol style="list-style-type: none"> <li>1. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting as stipulated in Clause 4 Article 25 of the Company's Charter. Accordingly, each shareholder shall have his/her total</li> </ol>	Article 25.4 Draft Charter

<b>Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC</b>	<b>Basis of supplements - Interpretation</b>
votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder shall have the right to accumulate all of his or her votes for one or more candidates. Elected members of the Board of Directors 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 02 or more candidates have the same votes for the position of the last member of the Board of Directors, it shall be re-elected among candidates who have the same votes or be selected in accordance with criteria of electoral rules.	Article 144.3 LE.
2. The vote is printed by the organizer, showing the list of candidates, arranged in Vietnamese alphabetical order, with the value or number of shares stamped by DHG PHARMA.	
3. A shareholder has the right to vote for themselves if they are listed on the vote.	
4. Votes shall be delivered at the General Meeting of Shareholders. Names of candidates for the Board of Directors, information about the shareholders and the total number of voting shares they represent are presented on each vote. Shareholders must check the number of shares recorded on the votes, if there are any errors, must be reported right at the time of receipt of votes.	
5. Invalid vote is the vote belongs to one or more of the following cases: a. Votes which are not issued by the Organizing board; b. Vote for more people than prescribed; c. Votes have erased, corrected contents; d. Votes include those who are not on the list of nomination and candidacy approved by the General Meeting of Shareholders before the election; e. Others cases in accordance with provisions of law or decisions of the General Meeting of Shareholders.	
6. The election result shall be recognized immediately after the minutes of the election are approved by the Chairman at the General Meeting of Shareholders.	
<p><b>Article 19. Cases of dismissal or removal of the Board of Directors' members</b></p> <p>1. The Board of Directors' members shall be dismissed in the following cases:</p> <p>a. Such member is not eligible to be a member of the Board of Directors as stipulated in Clause 1, Article 34 of the Company's Charter or prohibited by law from being a member of the Board of Directors.</p> <p>b. Such member sends a written resignation letter to DHG PHARMA's head office;</p> <p>c. Not participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure.</p> <p>2. The member of the Board of Directors may be dismissed by resolution of the General Meeting of Shareholders.</p>	Article 156.1 LE Article 35.1; 35.2 of the Draft Charter

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<p><b>Article 20. Introduction to candidates of the Board of Directors</b>  In cases where candidates have been identified, information related to the candidates for the Board of Directors shall be announced at least ten (10) days before the opening of the General Meeting of Shareholders on the website of DHG PHARMA. Shareholders can find out about these candidates before voting. Candidates of the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to performing their duties honestly, faithfully and cautiously. And for the best benefit of DHG PHARMA if elected member of the Board. Information related to candidates for the Board of Directors shall include at least:</p> <ol style="list-style-type: none"> <li>1. Full name, date of birth;</li> <li>2. Academic level;</li> <li>3. Professional qualification;</li> <li>4. Working experience;</li> <li>5. Organizations where the candidate holds the position as member of the Board of Directors and other managerial positions;</li> <li>6. Assessment report on the candidate's contribution to DHG PHARMA, if the applicant is currently a member of the Board of Directors of DHG PHARMA;</li> <li>7. Interests related to DHG PHARMA (if available);</li> <li>8. Surnames, names of shareholders or group of shareholders who nominate the candidate (if any);</li> <li>9. Other information (in any).</li> </ol>	<p>Article 33.3 Draft Charter</p>
<b>CHAPTER IV. ORDER AND PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS</b>	
<p><b>Article 21. Notice of the Board of Directors' meetings</b>  1. The notice of the Board of Directors' meeting must be sent to members of the Board of Directors, supervisors at least three (3) working days prior to the date of 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 writing (additional foreign languages are permitted) 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 documents to be used at the meeting and votes for the members.  2. The meeting notice may be sent by post, fax, e-mail or other means but it must be guaranteed that it reaches the contact address of each member of the Board of Directors registered with DHG PHARMA.</p>	<p>Article 37.7 Draft Charter  Article 153.6 LE.</p>

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<p>3. The meeting notice must specify the time and venue of the meeting, meeting content or agenda and issues to be discussed and decided at the meeting. The notice shall be enclosed with documents to be used at the meeting.</p> <p>4. Supervisors, 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.</p> <p>5. Other contents of the meeting of the Board of Directors shall be implemented in accordance with Article 37 of the Company's Charter.</p>	
<p><b>Article 22. Conditions for holding a meeting of the Board of Directors</b></p>	
<p>1. Meetings of the Board of Directors may only be proceeded when at least three quarters (3/4) of the members of the Board of Directors present in person or through an authorized representative (proxy) if accepted by the majority of the Board of Directors members.</p>	<p>Article 37.8 Draft Charter</p>
<p>2. In a case of an insufficient quorum, the meeting must be reconvened for a second time within seven (7) days from the proposed date of the first meeting. The second reconvened meeting shall be conducted if more than half (1/2) of the number of members of the Board of Directors attends.</p>	
<p>3. Meeting venue: Meetings of the Board of Directors will be held at the registered address of DHG PHARMA or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors.</p>	<p>Article 37.6 Draft Charter</p>
<p>4. Meetings by telephone or by other forms: A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors when all or a number of members are at different places that each attending member is able to:</p> <p>a. Hear each other member of the Board of Directors expressing their opinions in the meeting;</p> <p>b. Express his/her opinions to other attending members at the same time.</p> <p>c. The communication among the members may be implemented directly via telephone or by any other means of communication or by a combination of such means. According to this Charter, the members of the Board of Directors who attend such meeting shall be deemed physically present at such meeting. The meeting venue to be held in accordance with this provision shall be the venue where the largest group of the Board of Directors gathers, or shall be the venue where the Chairperson of the meeting is present if there is no such a group.</p> <p>d. Decisions passed at a meeting via telephone which are duly held and conducted shall take effect immediately after closing the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in the meeting minutes.</p>	<p>Article 37.9 Draft Charter</p>
<p><b>Article 23. Form of voting</b> Form of voting is regulated at Clause 11 Article 37 the Company's charter, details are as follows:</p>	

<b>Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC</b>	<b>Basis of supplements - Interpretation</b>
1. Except for Clause 2 of this Article, each member of the Board of Directors or his/her authorized representative who is present at the meeting of the Board of Directors shall have one vote;	Article 37.11a Draft Charter
2. A member of the Board of Directors shall not be permitted to vote on any contract or transaction or proposal in which such member or any related person of such member has interests which conflict or possibly conflict with the interests of DHG PHARMA. A member of the Board of Directors shall not be included in quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which the member does not have the voting right;	Article 37.11b Draft Charter
3. According to Clause 2 of this Article, when an issue arises at a meeting of the Board of Directors, relating to the interest of a member of the Board of Directors or the voting right of such member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, then such issue shall be referred to the Chairperson for decision. The decision of the chairperson concerning all other members of the Board of Directors shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced.	Article 37.11c Draft Charter
4. Any member of the Board of Directors who benefits from any contract stipulated in Point a, b of Clause 4 of Article 45 of the Charter shall be deemed to have a considerable interest in such contract.	Article 37.11.d Draft Charter
5. The persons are invited to attend the meeting as observers: the Enterprise Managers, the Enterprise Executives, the third party's experts, and other organizations, persons may attend meetings according to the invitation of the Board of Directors but they can not vote unless they have the right to vote by themselves as members of the Board of Directors.	Article 37.15 Draft Charter
<b>Article 24. Form of passing a resolution of the Board of Directors.</b>	
1. Resolutions of the Board of Directors are passed if a majority of attending members approve; 2. In cases where a number of votes are equal, the final decision shall belong to the side of Chairman of the Board of Directors.	Article 37.10d Draft Charter
3. In case that a member of the Board of Directors of DHG PHARMA is the representative appointed by the organization, if the representative has not received the guideline for additional contents of the meeting of the Board of Directors, such contents shall be voted and decided later.	
4. A resolution by way of collection of written opinions shall be approved based on the majority consent of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at the meeting.	Article 37.13 Draft Charter
<b>Article 25. Making minutes of the Board of Directors' meeting</b>	Article 38 Draft Charter

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<p>1. Meetings of the Board of Directors must be made by detailed and clear minutes and audio recordings, or other electronic means. The minutes must be made in Vietnamese languages and in additional foreign languages are permitted) and contain the information in accordance with Clause 1 Article 38 of the Company’s Charter.</p> <p>2. The chairperson and the minutes maker (Secretary) are jointly responsible for the truthfulness and accuracy of the meetings minutes’ content. The Chairman of the Board of Directors shall transfer the minutes of the Board meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections to the content of the minutes within ten (10) days after transferring.</p> <p>3. Minutes of meetings of the Board of Directors and documents in the meeting must be kept at the head office of DHG PHARMA.</p> <p>4. A Resolution of the Board of Directors must be notified to related parties in accordance with the Company’s Charter and this Regulation.</p>	
<p><b>CHAPTER V. PROVISIONS ON THE ESTABLISHMENT AND ACTIVITIES OF SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS</b></p>	
<p><b>Article 26. The establishment, organizational structure and criteria for members of the sub-committees under the Board of Directors</b></p>	
<p>1. Establishment of the Subcommittees</p>	
<p>a. As it deems necessary, the Board of Directors may propose the General Meeting of Shareholders to approve the establishment of affiliated Subcommittees to support the operations of the Board of Directors, including: Strategic Subcommittee, Nomination &amp; Remuneration Subcommittee, Audit and Risk Management Subcommittee, and other subcommittees if it deems necessary.</p>	<p>Article 39.1 Draft Charter</p>
<p>b. If DHG PHARMA has not established or shall not establish the Personnel Subcommittee &amp; the Salary and Bonus Subcommittee, 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>Article 17.2 Decree 71 Article 39.1 Draft Charter</p>
<p>c. Term of Subcommittees under the Board of Directors.</p>	<p>Article 39.1 Draft Charter</p>
<p>2. The structure of Subcommittees is in accordance with Article 39 of the Company’s Charter.</p>	
<p>3. Criteria of members of the Subcommittees, Head of the Subcommittees:</p> <p>a. Members of the Subcommittees must have knowledge, experience in the field of the Subcommittees.</p> <p>b. Members of Subcommittees must have diplomas and certificates in case of mandatory provisions of law.</p>	

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c. With regards to head of the Subcommittees, in addition to meeting the standards at Points a and b, Clause 3 of this Article, they must also be members of non-executive members of the Board of Directors/independent Board of Directors members in accordance with the provisions of Clause 2 of Article 39 of the Company's Charter.	
<b>Article 27. Operational principles and responsibilities of the Subcommittees</b>	
1. Operational principles of the Subcommittees	
a. The implementation of the decisions of the Board of Directors or of Subcommittees under the Board of Directors, or of any person as a member of Subcommittees of the Board of Directors must comply with the applicable laws and regulations in the Company's Charter.	Article 31.2 SC Article 39.3 charter
b. The activities of Subcommittees must comply with the regulations of the Board of Directors. Resolutions of the Subcommittees are effective only when a majority of the members attended and voted at the meeting are members of the Board of Directors.	Article 39.2 Draft Charter
2. Responsibilities of the Subcommittees	
The Board of Directors shall stipulate in detail the establishment of Subcommittees, the responsibilities of each Subcommittee, the responsibilities of members of the Subcommittees or the responsibilities of independent members assigned to carry out their duties at the Subcommittees.	Article 17.3 NĐ 71 Article 39.4 Charter
<b>CHAPTER VI. NOMINATION, CANDIDACY, ELECTION, DISMISSAL AND REMOVAL OF THE SUPERVISOR</b>	
<b>Article 28. Criteria of the Supervisor</b>	
The Supervisor must meet the following standards and conditions:	Article 54.4 Draft Charter
1. Having full civil act capacity and not being prohibited from establishing and managing enterprises under the provisions of Law on Enterprises;	
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;	
3. Not holding managerial, executive positions at DHG PHARMA; Not necessarily being a shareholder or employee of DHG PHARMA; and	
4. Must not be in the following cases:	
a. Working in the accounting and finance departments of DHG PHARMA;	

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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.	
<b>Article 29. Method for shareholders, a group of shareholders elect, nominate a person to be the supervisor in accordance with provisions of law and the Company's Charter</b>	
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: 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.	K1.2 Article 55 Draft Charter
2. If the number of candidates 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 this regulation.	
<b>Article 30. Method of voting the Supervisors</b>	
1. Voting to elect members of the Supervisor 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 Supervisor, and each shareholder shall have the right to accumulate all of his or her votes for one or more candidates. The method and procedure of electing the Supervisors is similar as those of electing the member of the Board of Directors.	Article 54.3 Draft Charter
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.	
<b>Article 31. Removal and dismissal of the Supervisors</b>	
1. The Supervisors shall be removed in the following cases: a. No longer meeting the standards and conditions of the Supervisors stipulated in Article 164 of Law on Enterprises;	Article 57.1 Draft Charter

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<ul style="list-style-type: none"> <li>b. Not exercising the rights and obligations for six (06) consecutive years, except for force majeure;</li> <li>c. Submitting the resignation and getting approval;</li> <li>d. Other cases stipulated in this Charter.</li> </ul>	
<ul style="list-style-type: none"> <li>2. The Supervisors shall be dismissed in the following cases: <ul style="list-style-type: none"> <li>a. Not completing the assigned duties and tasks;</li> <li>b. Serious or repeated violations of obligations of the Supervisors stipulated in this law and this Charter;</li> <li>c. In accordance with the decisions of the General Meeting of Shareholders.</li> </ul> </li> </ul>	<p>Article 57.2 Draft Charter Article 169.2 LE</p>
<b>Article 32. Notice on the election, dismissal and removal of the Supervisors</b>	
<p>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 law on securities and stock market.</p>	
<b>CHAPTER VII. SELECTION, APPOINTMENT, REMOVAL AND DISMISSAL OF THE COMPANY'S ENTERPRISE EXECUTIVES</b>	
<p><b>Article 33. Criteria of the Enterprise Executives</b> Enterprise Executives of the Company as stipulated in Point n, Clause 1, Article 2 of the Company's Charter shall include: the General Director, Deputy General Director, Chief Accountant, and other Enterprise Executives (including Functional Directors and other equivalent titles) of DHG PHARMA nominated, removed, dismissed by the Board of Directors.</p> <ul style="list-style-type: none"> <li>1. Criteria and conditions of the appointment of the General Director and the Deputy General Director in accordance with Clause 3, Article 44 of the Company's Charter: <ul style="list-style-type: none"> <li>a. Having full legal capacity. Shall not be subjected, which may not manage enterprises according to the provisions of Clause 2, Article 18 of the Law on Enterprises;</li> <li>b. Having professional qualifications and experience in business administration of DHG PHARMA;</li> </ul> </li> <li>2. Criteria and conditions for appointment of the Chief Accountant: <ul style="list-style-type: none"> <li>a. Criteria defined in Clause 1, Article 51 of the Accounting Law: <ul style="list-style-type: none"> <li>(i) Having professional ethics, being honest and incorruptible, having sense of law observance;</li> <li>(ii) Having professional qualifications in accounting.</li> </ul> </li> <li>b. Having enough conditions as prescribed in Clause 1, Article 54 of Accounting Law: <ul style="list-style-type: none"> <li>(i) Having professional qualifications and experience in accounting from intermediate level upwards;</li> <li>(ii) Having a certificate of the Chief Accountant;</li> </ul> </li> </ul> </li> </ul>	<p>Article 2.1n Draft Charter Article 44.3 Draft Charter</p> <p>Article 51.1 Article 54.1 Accounting Law 2015.</p>

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<p>(iii) Persons with accounting professional qualifications from university upwards shall have experience in accounting for at least 2 years and persons with accounting professional qualifications of intermediate level or college shall have experience in accounting for at least 3 years.</p> <p>(iv) Not belonging to cases of not being accountants as stipulated in Article 19 of Decree No. 174/2016/NĐ-CP on the guidance of Accounting Law.</p> <p>3. Criteria and conditions for appointment of other Enterprise Executives:</p> <p>b. Having full legal capacity. Shall not be subjected, which may not manage enterprises according to the provisions of Clause 2, Article 18 of the Law on Enterprises;</p> <p>b. Having professional qualifications and experience in business administration that is relevant to the field to be in charge of.</p>	
<p><b>Article 34. Appointment of the Enterprise Executives</b></p> <p>1. Appointment of the General Director: The appointment of the General Director shall be in accordance with Clause 1 of Article 44 of the Company’s Charter. In case that there are many candidates, the Board of Directors may consider, interview and carry out other tasks to select the appointed person. In case of necessity, the survey with the Company’s Enterprise Managers shall be carried out.</p> <p>2. An application file suggesting the Board of Directors to appoint the General Director shall be prepared by the nominee or the candidate, including:</p> <p>a. Curriculum vitae declared by the candidate, clearly stated personal identity, education, experience;</p> <p>b. Action plan;</p> <p>c. Self-assessment of work process;</p> <p>d. Copies of diplomas and training certificates (certified by competent authorities);</p> <p>3. The Board of Directors shall appoint the Deputy General Director, Chief Accountant and other Enterprise Executives. The application file of the appointment shall be the same as that prescribed in Clause 2 of this Article.</p> <p>4. The term of the General Director, Deputy General Director, Chief Accountant and other Enterprise Executives (including Functional Directors and equivalent titles) of DHG PHARMA appointed by the Board of Directors is five (05) years and shall be reappointed. The appointment shall be terminated in accordance with the provisions of the labor contract.</p>	
<p><b>Article 35. Signing labor contracts with the Enterprise Executives</b></p>	

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<p>1. After the decision on the appointment of the Board of Directors is made in accordance with the provisions of Articles 34 of this Regulation, the Board of Directors shall sign a labor contract with the General Director. The General Director shall sign a labor contract with the Enterprise Executives including from Deputy General Directors downwards (including the appendix of the labor contract).</p> <p>2. The contents of the labor contract must clearly state the principle of remuneration, the level of income, benefits, responsibilities and powers. The content of the labor contract must comply with the provisions of labor law, Clause 4.c of Article 29 and Clause 2 of Article 44 of the Company's Charter.</p>	
<p><b>Article 36. Dismissal of the Enterprise Executives</b></p> <p>1. The Enterprise Executives must submit resignation letter to the Board of Directors at least forty five (45) days prior to the official resignation date. In this case, the Enterprise Executives shall continue to perform his/her duties at the appointed title and carry out the work assignment in accordance with the Company's regulations.</p> <p>2. The Board of Directors may dismiss the Enterprise Executives in the following cases:</p> <p>a. Due to the business trip, staff transfer and job rotation;</p> <p>b. Health is not ensured to continue work;</p> <p>c. Not completing the task or violating the rules and regulations of the Company, violating the law but it is not enough to be removed or be forced to terminate the labor contract.</p> <p>3. The Company must disclose information on dismissal of the Enterprise Executives in accordance with the law on securities and stock market.</p>	
<p><b>CHAPTER VIII. COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE GENERAL DIRECTORS AND THE BOARD OF SUPERVISORY</b></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>1. The Board of Directors shall invite the General Director, Head of the Board of Supervisory and other Enterprise Executives to attend some meetings of the Board of Directors. The General Director, Enterprise Executives and Head of the Board of Supervisory 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, Head of the Board of Supervisory and Enterprise Executives within five (5) working days after the meeting.</p> <p>2. At meetings with regards to important contents of the Board of Supervisory, the Head of the Board of Supervisory may invite 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</p>	<p>The current law has not yet stipulated this provision in detail.</p>

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<p>email) must have all necessary information and must be sent to invited persons at least three (3) 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 (5) working days after the meeting. The Board of Supervisory shall promptly notify performance on supervision to the Board of Directors as well as work with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.</p> <p>3. At meetings of the Board of Management, the General Director may invite some members of the Board of Directors and the Head of the Board of Supervisory 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 (3) working days prior to the meeting. The General Director shall notify the meeting result in writing to the Board of Directors and the Head of the Board of Supervisory within five (05) working days after the meeting.</p>	
<p><b>Article 38. The General Director</b>  The General Director is the Enterprise Executive who runs day-to-day operation of DHG PHARMA; is supervised by the Board of Directors and is responsible for the implementation of assigned rights and duties to the Board of Directors and the law in accordance with provisions of Article 44 of the Company's Charter.</p>	
<p><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></p> <p>1. The General Director or the Board of Supervisory is allowed to propose to convene meetings of the Board of Directors in accordance with Clause 3, Article 37 of the Company's Charter.</p> <p>2. Issues related to Article 29 of the Company's Charter must be approved by the Board of Directors.</p>	
<p><b>Article 40. Work relation between the Board of Directors and the General Director</b></p> <p>1. The Board of Directors may suspend or cancel the execution of decisions of the General Director if it is illegal or it violates the Charter, resolutions and decisions of the Board of Directors.</p> <p>2. Tasks that the Board of Directors authorizes the General Director to implement shall not be authorized to the third party except for the approval of the Board of Directors. Authorization must be made in writing and be issued to all members of the Board of Directors and related parties.</p> <p>3. The General Director is the Enterprise Executive who runs day-to-day operation of the Company and is responsible for development of operating plans to submit to the Board of Directors; implementing resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.</p> <p>4. The General Director recommends to the Board of Directors issues stipulated in Clause 4.a of Article 44 of the Company's Charter.</p>	

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<p>5. The General Director shall report to the Board of Directors and shareholders: The General Director is responsible for the performance of assigned duties and powers to the Board of Directors and the General Meeting of Shareholders and must report to the Board of Directors if requested.</p> <p>6. The General Director is entitled to refuse to execute and to reserve opinions on decisions of the Board of Directors if it is contrary to law, the regulations of the State and he/she shall report immediately to the Board of Directors and the Board of Supervisory in writing so that the Board of Directors shall promptly settle.</p> <p>7. The General Director has the power to decide measures beyond his/her competence in emergency cases (natural calamity, enemy fire, unexpected incident, etc). At the same time, they must immediately report to the Board of Directors and the General Meeting of Shareholders as soon as possible.</p> <p>8. Other work relation in accordance with the law and the Company's Charter.</p>	
<p><b>Article 41. Coordination of control, administration and supervision among members of the Board of Directors, the Board of Supervisory and the General Director</b></p> <p>1. The Board of Directors supervises and directs the General Director, Enterprise Executives and Enterprise Managers in day-to-day DHG PHARMA's operation.</p> <p>2. The members of the Board of Directors, the Supervisors 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 Articles 31 and Article 69 of the Company's Charter.</p> <p>3. In emergency cases, the members of the Board of Directors, the Supervisors 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, Head of the Board of Supervisory or the General Director or all of three members for effectively resolving.</p> <p>4. The Board of Supervisory, members of the Board of Directors have the right to directly request information, data and records of the Company through professional staffs of departments in DHG PHARMA. Direct and indirect communication between members of the Board of Supervisory shall be conducted to clarify issues of concern and to serve common interests.</p> <p>5. The General Director must regularly co-ordinate with the Board of Directors and inform to the Board of Directors the performance of the Executive Board; The Board of Supervisory shall consult with the General Director before submitting reports, performance and recommendations to the Board of Directors;</p>	

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<p>6. The General Director recommends to supplement or amend the Company's Charter, Regulations on corporate governance, the organizational structure, management and administration of DHG PHARMA's business activities to help the Board of Directors submit to the General Meeting of Shareholders in the nearest meeting;</p> <p>7. The General Director is responsible for reporting to the Board of Directors on the management and administration of Company's business activities;</p> <p>8. The General Director, the Deputy General Director, the Chief Accountant and other Enterprises Executives must provide sufficient and timely information and documents of DHG PHARMA's business activities as the request of the Board of Directors.</p> <p>9. The General Director has the right to propose and recommend to the Board of Directors contents with regards to the management, administration and other contents.</p>	
<p><b>Article 42. Assessment on performance, rewarding and handling of violations and disciplines for members of the Board of Directors, the General Director and other Enterprise Executives.</b></p> <p>1. Annually, the Board of Directors assesses of the performance for each member of the Board of Directors and the General Director pursuant to KPI target. The General Director shall assess the performance for each Enterprise Executive pursuant to KPI target at the beginning of the year.</p>	
<p>2. Reward</p> <p>a. Pursuant to KPI's assessment result in Clause 1 of this Article, the General Director shall propose to the Board of Directors the level of reward and type of reward for each respective title.</p> <p>b. The level of reward and the fund of reward shall be built in detail pursuant to the actual situation.</p> <p>3. Handling of violations and disciplines.</p> <p>The handling of violations and disciplines shall be implemented in accordance with provisions of DHG PHARMA's internal labor regulation.</p>	
<p><b>Article 43. Criteria of the person in charge of corporate governance</b></p> <p>The person in charge of DHG PHARMA's corporate governance must meet criteria as stipulated in Clause 2, Article 40 of the Company's Charter as follows:</p> <p>1. Understanding of law;</p> <p>2. Shall not concurrently work for an independent audit firm that is auditing financial statements of DHG PHARMA;</p> <p>3. Other criteria as prescribed by law, this Charter and decisions of the Board of Directors.</p>	Article 40.2 Draft Charter
<p><b>Article 44. Appointment, removal and dismissal of the person in charge of corporate governance</b></p> <p>1. Appointment of the person in charge of DHG PHARMA'S corporate governance.</p>	Article 40 Draft Charter

Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC	Basis of supplements - Interpretation
<p>a. The Board of Directors shall appoint at least one (01) person in charge of DHG PHARMA’s corporate governance. The person in charge of DHG PHARMA’s corporate governance can concurrently hold the position of DHG PHARMA’s Secretary in accordance with Article 41 of the Company's Charter.</p> <p>b. Term of the person in charge of DHG PHARMA’s corporate governance is decided by the Board of Directors, up to five (05) years.</p> <p>c. The Board of Directors may appoint, remove and dismiss the assistant of the person in charge of corporate governance from time to time.</p>	Article 18 Decree 71
<p>2. Removal, dismissal of the person in charge of DHG PHARMA’s corporate governance</p> <p>a. The Board of Directors shall remove the person in charge of DHG PHARMA’s corporate governance, but it is not contrary to the current regulation on labor.</p> <p>b. The Board of Directors shall dismiss the person in charge of DHG PHARMA’s corporate governance in one of the following cases:</p> <p>(i) Not having criteria, conditions to be the person in charge of corporate governance in accordance with Clause 2, Article 40 of the Company’s Charter.</p> <p>(ii) Submitting a resignation letter to the Board of Directors.</p> <p>(iii) Other cases as stipulated by the Board of Directors.</p>	
<p>3. Notice of appointment, dismissal of the person in charge of DHG PHARMA’s corporate governance</p> <p>Notice of election, dismissal or removal of the person in charge of DHG PHARMA’s corporate governance is stipulated in accordance with provisions of the Company's Charter and provisions of law on securities and stock market.</p>	
<p><b>Article 45. Rights and obligations of a person in charge of DHG PHARMA’s corporate governance</b></p> <p>A person in charge of DHG PHARMA’s corporate governance has the following powers and obligations:</p> <ol style="list-style-type: none"> <li>1. Advising the Board of Directors on the organization of convening the General Meeting of Shareholders in compliance with regulations and the related work between DHG PHARMA and shareholders;</li> <li>2. Preparing the meetings of the Board of Directors, the Board of Supervisory and the General Meeting of Shareholders as the request of the Board of Directors;</li> <li>3. Advising on the procedures of meetings;</li> <li>4. Attending the meetings;</li> <li>5. Advising on procedures for resolutions of the Board of Directors in accordance with the law;</li> <li>6. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors;</li> </ol>	Article 40.3 Draft Charter

Draft Internal Corporate Governance in accordance with Circular 95/2017/TT-BTC	Basis of supplements - Interpretation
7. Monitoring and reporting to the Board of Directors on information disclosure of DHG PHARMA; 8. Ensuring the security of information in accordance with provisions of law and this Charter ; 9. Other rights and obligations in accordance with provisions of law and this Charter.	
<b>Article 46. Term of amendments and supplements</b> 1. If the implementation process arises new contents, the Board of Directors will draft and submit to the General Meeting of Shareholders to consider and decide amendments and supplements of this Regulation in accordance with the actual situation of DHG PHARMA and the law. 2. In the course of application, if there are any legal provisions related to internal management of DHG PHARMA which is different or not mentioned in this Regulation, the provisions of the relevant laws are naturally applied and adjusts the internal management of DHG PHARMA.	
<b>Article 47. Terms of execution</b> 1. This Regulation takes effect since the General Meeting of Shareholders approves on ..... 2018 and replaces the Decision No.038/2014/QĐ.HĐQT dated 21 <sup>st</sup> Aug 2014 of the Board of Directors on the promulgation of the Regulation on corporate governance of DHG Pharmaceutical Joint Stock Company. 2. The members of the Board of Directors, the General Director, the Enterprise Executives, the Enterprise Managers, and relevant individuals and units shall have to implement this Regulation.	

Acting General Director  
(Signed and sealed)

Doan Dinh Duy Khuong

Date: 12<sup>th</sup>, March, 2018  
Preparer  
(Signed)

Vo Hoang Tam

SC: Sample Charter

LE: Law on Enterprises

[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.]