

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017 OF DHG PHARMACEUTICAL JOINT STOCK COMPANY

Today, at 8:40 am on 28<sup>th</sup> March 2018, at the Headquarter of DHG Pharmaceutical Joint Stock Company (DHG Pharma) - Address: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu District, Cantho City. DHG Pharma - Business number: 1800156801, dated for the first time on 15<sup>th</sup> September 2004, 24<sup>th</sup> revision on 01<sup>st</sup> September 2017 at the Department of Planning and Investment of Cantho City, the Annual General Meeting of Shareholders 2017 (*hereinafter referred to as "AGM"*) was held with the following details:

### I. The attendants and legal validity of the AGM:

#### 1. The attendants:

- Representatives of the State Capital Investment Cooperation (SCIC)
- Representatives of PricewaterhouseCoopers Vietnam Limited Company (PwC)
- Mr. Hoang Nguyen Hoc – Former General Director of SCIC – Former Chairman of the Board of Directors (“**BOD**”) of DHG Pharma
- Members of the BOD, the Board of Supervisory (“**BOS**”) Term III (2014 – 2018) and the Board of Executive of DHG Pharma are present at the AGM, comprising of:

No.	Full name	Title
1.	Mr. Nguyen Chi Thanh	BOD Chairman
2.	Mdm. Pham Thi Viet Nga	BOD Member
3.	Mr. Doan Dinh Duy Khuong	BOD Member Acting General Director
4.	Ms. Dang Thi Thu Ha	BOD Member
5.	Mr. Tran Chi Liem	Independent BOD Member
6.	Mr. Jun Kuroda	BOD Member
7.	Mr. Tran Quoc Hung	Head of BOS
8.	Ms. Nguyen Phuong Thao	BOS Member
9.	Mr. Le Chanh Dao	Deputy General Director
10.	Ms. Nguyen Ngoc Diep	Deputy General Director
11.	Mr. Tomoyuki Kawata	Deputy General Director

- Shareholders of the Company.

#### 2. The legal validity of the AGM:

Pursuant to the Minutes No. 001/2018/BB.ĐHĐCĐ dated 28<sup>th</sup> March 2018 of the Shareholder Eligibility Verification Committee, Ms. **Ong Thanh Kieu** – Head of Shareholder Eligibility Verification Committee declares shareholders, who are eligible to attend the AGM 2017 of DHG Pharma as follows:

No.	Shareholders attending at the AGM	Number of shareholders	Number of shares	Percentage of shares with voting rights
1.	The total of shares with voting rights in accordance with the list of shareholders dated 28 <sup>th</sup> February 2018.	5,439	130,746,071	100%
2.	The number of absent shareholders without authorizing any parties to attend the Meeting	4,605	19,845,209	15.18%
3.	The number of shareholders attending the Meeting <i>(Including shareholders officially attending the Meeting and shareholders authorizing their attendances at the Meeting).</i>	834	110,900,862	84.82%

Pursuant to Clause 1, Article 23 of the Charter of Organization and Operation of DHG Pharma, which stipulates as follows: “An AGM shall be conducted when the number of shareholders attending the meeting represents at least sixty five percent (65%) of the voting shares”.

Hence, pursuant to the Company’s Charter, the AGM 2017 of DHG Pharma dated 28<sup>th</sup> March 2018 representing 84.82% of the total shares with voting rights is legal and valid.

## II. Contents of the AGM:

1. Mr. Phan Luong Khai Hoan – On behalf of Organizing Board – introduces the Presidium, the Secretarial Committee, the Supervisory Committee and the Vote Counting Committee.

### ***The Presidium***

- + Mr. Nguyen Chi Thanh – Chairman of BOD – Chairman
- + Mdm. Pham Thi Viet Nga – Member of BOD – Member
- + Mr. Doan Dinh Duy Khuong – Member of BOD, Acting General Director – Member

### ***AGM Secretarial Committee***

- + Ms. Le Thi Hong Nhung – BOD Secretary – Head
- + Mr. Vo Hoang Tam – Head of Legal Department – Member

### ***AGM Supervisory Committee***

- + Mr. Tran Quoc Hung – Head of BOS – Head
- + Mr. Ho Buu Huan – Chief Accountant – Member
- + Mr. Pham Van Nghia – Specialist of Legal Department - Member

### ***Vote Counting Committee***

- + Ms. Luong Thi Thai Hien – Vice head of distribution center - Head
- + Group of vote counting and data input (the list is enclosed)

+ Ms. Phan Thi Ngoc Hue – (shareholder’s code: A0660, owned 200 shares) –represents shareholders to supervise the Vote Counting Committee.

⇒ **Voting percentage by way of showing of voting ballot:** 100% of shareholders attending the Meeting unanimously pass the Presidium, the Secretarial Committee, the Supervisory Committee and the Vote Counting Committee.

2. Mr. Phan Luong Khai Hoan – on behalf of the organizing board – passes the Meeting agenda, working regulation and voting regulation at the Meeting.

⇒ **Voting percentage by way of showing of voting ballot:** 100% of shareholders attending the Meeting unanimously pass the Meeting agenda, working regulation and voting regulation at the Meeting.

3. Mr. **Doan Dinh Duy Khuong** – Member of the BOD, Acting General Director presents “the BOD’s report in terms of evaluation on the business result in 2017; activities and remuneration of the BOD in 2017; directions, production and business plan for 2018; the adjustments of strategic goals and business targets 2018 – 2019 – 2020 (Report No.001/2018/BC.ĐHĐCĐ dated 12<sup>th</sup> March 2018 is enclosed).

4. Mr. **Tran Quoc Hung** – Head of the BOS – presents “the BOS’s report in 2017” (Report No.002/2018/BC.ĐHĐCĐ dated 12<sup>th</sup> March 2018 is enclosed).

5. Mr. **Ho Buu Huan** – Chief Accountant of the Company – presents “the audited consolidated financial statement in 2017 of DHG Pharma” (Report No.003/2018/BC.ĐHĐCĐ dated 12<sup>th</sup> March 2018 is enclosed).

6. Mr. **Tran Quoc Hung** – Head of the BOS – presents “Statement on the selection of independent auditor for financial statements FY 2018” (Statement No.001/2018/TTr.ĐHĐCĐ dated 12<sup>th</sup> March 2018 is enclosed).

7. Ms. **Le Thi Hong Nhung** – BOD’s secretary, Finance Director,– presents “the Statement on profit distribution 2017 and plan of profit distribution 2018” (Statement No.002/2018/TTr.ĐHĐCĐ dated 12<sup>th</sup> March 2018 is enclosed).

8. Mdm. **Pham Thi Viet Nga** – Member of the BOD – presents “the Statement on the merger of DHG Pharmaceutical One Member Limited Company and DHG Packaging and Printing 1 One Member Limited Company as a dependent-cost accounting branch of DHG Pharma in Hau Giang Province”. (Statement No.003/2018/TTr.ĐHĐCĐ dated 12<sup>th</sup> March 2018 is enclosed).

9. Mdm. **Pham Thi Viet Nga** – Member of the BOD – presents “the Statement on the supplement of business lines of DHG Pharma.” (Statement No.004/2018/TTr.ĐHĐCĐ dated 12<sup>th</sup> March 2018 is enclosed).

10. Mr. **Vo Hoang Tam** – Head of Legal Department – presents “the Statement on the amendments and supplements of DHG Pharma’s Charter.” (Statement No.005/2018/TTr.ĐHĐCĐ dated 12<sup>th</sup> March 2018 and the table of reference are enclosed).

11. Mr. **Vo Hoang Tam** – Head of Legal Department – presents “the Statement on the amendments and supplements of DHG Pharma’s Internal Regulation on Corporate Governance.”

(Statement 006/2018/TTr.ĐHĐCĐ dated 12<sup>th</sup> March 2018 and the table of reference are enclosed).

12. Mr. **Tran Chi Liem** – Member of the BOD – presents “the Statement on the additional election for an independent BOD’s member of DHG Pharma Term III (2014 – 2018) (Statement No.007/2018/TTr.ĐHĐCĐ dated 24<sup>th</sup> March 2018 is enclosed).

13. Mr. **Tran Chi Liem** – Member of the BOD – presents “the Statement on the additional election for a Supervisor of DHG Pharma Term III (2014 – 2018)” (Statement No.008/2018/TTr.ĐHĐCĐ dated 24<sup>th</sup> March 2018 is enclosed).

14. Discussion, questions from shareholders and responses from the Presidium in terms of the Meeting contents:

- Mr. Nguyen Chi Thanh - Chairman of the Meeting - invites shareholders to ask questions after listening to the reports and statements at the Meeting. Mr. Nguyen adds to his statement that the Company’s Board of Executive (“**BOE**”) organized a face to face meeting with major shareholders, investors, representatives of securities companies and representatives of fund management companies on 23<sup>rd</sup> March, 2018. Those shareholders and investors asked a lot of questions and the BOE provided answers and information to investors in terms of the business results in 2017, strategic changes and its solutions.

- Mr. Nguyen Chi Thanh - Chairman of the Meeting – invites Mr. Doan Dinh Duy Khuong – member of the Presidium to update the business result of Quarter 1/2018 for shareholders attending the Meeting:

- Mr. Nguyen Chi Thanh - Chairman of the Meeting – expresses his opinion on the FOL Lifting, which is carried out in accordance with the Resolution of the AGM 2016. The BOD has basically implemented 3 main jobs:

- + The Company’s Executive Board conducted researches on organizational restructuring model, which has been submitted to this AGM as the merger of the 02 subsidiaries.

- + With regards to the transfer of GMP ownership and registration procedure in terms of business eligibility: have been carried out for the dependent cost-accounting branch of DHG Pharma => expected to be completed by the end of March/2018.

- + Followed by the FOL Lifting procedure with the State Securities Commission of Vietnam, Vietnam Securities Depository and related agencies.

- Mr. Nguyen Chi Thanh - Chairman of the Meeting – shares his viewpoint as follows: the additional election for an independent BOD member and a supervisor has been carried out in line with provisions of law and the Company’s regulations.

- + The incumbent BOD’s selection on the independent BOD member, who is a member of Vinamilk’s BOE is based on the cooperation between Vinamilk and DHG Pharma signed on 22<sup>nd</sup> March, 2018. This cooperation is carried out to utilize the advantages of the two parties in terms of distribution system, product development, raw-materials development and human resources management.

- + Mr. Dinh Duc Minh resigned the position as a supervisor, therefore a vacant position is available. Thus, based on the agreement with the Nomination Subcommittee of the BOD, SCIC

who is a shareholder holding over 5% of the Company's shares nominated Mr. Tran Trung Kien to join the candidacy for the supervisor position Term III as a replacement.

Regarding the 03 issues mentioned above, the Chairman recommends shareholders attending the Meeting to contribute their point of view or to require an explanation.

The shareholders attending the Meeting have no questions after the Chairman expressed his viewpoint.

15. Ms. **Luong Thi Thai Hien** – Head of the Vote Counting Committee – presents “the Regulation on the additional election as replacements for an independent BOD member/a supervisor Term III (2014 – 2018) of DHG Pharma dated 24<sup>th</sup> March 2018” (The regulation is enclosed).

⇒ **Voting percentage by way of showing of voting ballot in respect of the election regulation as follows:**

No.	Voting opinion	No. of shares	Percentage (%) of shares with voting rights
1	For	93,529,587	84.3%
2	Against	5,079,186	4.6%
3	Abstain	12,336,699	11.1%

16. Ms. **Ong Thanh Kieu** – Head of Shareholder Eligibility Verification Committee – reports to the Meeting the report on shareholder eligibility verification by the time of casting “voting card” and election ballot as follows:

No.	Attendance of shareholders at the AGM	Number of shareholders	Number of shares	Percentage (%) of shares with voting rights
1.	The total of shares with voting rights in accordance with the list of shareholders dated 28 <sup>th</sup> February 2018.	5,439	130,746,071	100%
2.	The number of absent shareholders without authorizing any parties to attend the Meeting	4,598	19,800,599	15.14%
3.	The number of shareholders attending the Meeting (Including shareholders officially attending the Meeting and shareholders authorizing their attendances at the Meeting).	841	110,945,472	84.86%

17. Voting for the Meeting contents by way of “Voting card” and announcement of the voting result.

Pursuant to the minutes of vote counting No.002/2018/BB.ĐHĐCĐ dated 28<sup>th</sup> March 2018 announced at the Meeting by Ms. Luong Thi Thai Hien:

The voting results are as follows:

No.	Voting contents	For		Against		Abstain	
		No. of shares	%	No. of shares	%	No. of shares	%
1	Report No.001/BC.ĐHĐCĐ of the Board of Directors (BOD) Part 1: Evaluation on the operating results in 2017 of the Company.	107,374,107	96.78	200	0.00	3,571,165	3.22
2	Report No.001/BC.ĐHĐCĐ of the BOD Part 2: Performances and remuneration of the BOD in 2017.	107,374,307	96.78	0	0.00	3,571,165	3.22
3	Report No.001/BC.ĐHĐCĐ of the BOD Part 3: Direction and business plan in 2018.	107,374,107	96.78	200	0.00	3,571,165	3.22
4	Report No.001/BC.ĐHĐCĐ of the BOD Part 4: Adjustments for strategic goals and business targets 2018 – 2019 – 2020.	107,374,307	96.78	0	0.00	3,571,165	3.22
5	Report No.002/BC.ĐHĐCĐ of the Board of Supervisory in 2017.	107,351,620	96.76	0	0.00	3,593,852	3.24
6	Report No.003/BC.ĐHĐCĐ in terms of the consolidated audited financial statement FY 2017.	110,843,416	99.91	0	0.00	102,056	0.09
7	Statement No.001/TTr.ĐHĐCĐ in terms of the selection of independent auditor for financial statements FY 2018.	110,824,320	99.89	0	0.00	121,152	0.11
8	Statement No.002/TTr.ĐHĐCĐ in terms of: Part 1: Profit distribution in 2017.	110,848,844	99.91	0	0.00	96,628	0.09
9	Statement No.002/TTr.ĐHĐCĐ in terms of: Part 2: Plan of profit distribution 2018.	110,858,343	99.92	200	0.00	86,929	0.08
10	Statement No.003/TTr.ĐHĐCĐ in terms of the merger of DHG Pharmaceutical One Member Limited Company and DHG Packaging and Printing 1 One Member Limited Company as a dependent-cost accounting branch of DHG Pharma in Hau Giang Province.	110,856,404	99.92	0	0.00	89,068	0.08
11	Statement No.004/TTr.ĐHĐCĐ in terms of the supplement of DHG Pharma's business lines.	110,856,404	99.92	0	0.00	89,068	0.08
12	Statement No.005/TTr.ĐHĐCĐ in terms of the amendment and supplement of DHG Pharma's Charter.	110,486,837	99.59	0	0.00	458,635	0.41
13	Statement No.006/TTr.ĐHĐCĐ in terms of the amendment and supplement of DHG Pharma's Internal Regulation on Corporate Governance.	107,339,367	96.75	3,491,796	3.15	114,309	0.10
14	Statement No.008/TTr.ĐHĐCĐ – Removal from the position as a Supervisor Term III (2014 – 2018) to Mr. Dinh Duc Minh from 28 Dec 2017.	93,420,592	84.20	5,079,186	4.58	12,445,694	11.22

As such, the contents voted by “voting card” have been validly passed at the Meeting because the voting percentage for each issue ensures the minimum voting percentage passed by the Resolution as stipulated in Article 25 of the Company Charter.

18. Announcement of the election ballot counting result in terms of additional election as replacements of the independent BOD member and supervisor Term III (2014 – 2018) of DHG Pharma.

Pursuant to the minutes of election ballot counting No.003/2018/BB.ĐHĐCĐ dated 28<sup>th</sup> March 2018 announced at the Meeting by Ms. Luong Thi Thai Hien:

List of elected independent BOD member:

No.	Full name	Total shares of election	Percentage (%)
1.	Mr. Phan Minh Tien	92,774,300	83.62%

List of elected supervisors:

No.	Full name	Total shares of election	Percentage (%)
1.	Mr. Tran Trung Kien	92,773,951	83.62%

19. Presenting the minutes of the AGM 2017

⇒ **Voting percentage by way of showing of voting ballot:**

No.	Voting opinion	No. of shares	Percentage (%) of shares with voting rights
1	For	93,529,587	84.3%
2	Against	5,079,186	4.6%
3	Abstain	12,336,699	11.1%

The Meeting of the Annual General Meeting of Shareholders 2017 of DHG Pharma ends at 12:10pm on the same date.

The contents that have been passed at the Meeting shall be included in the Resolution of the Annual General Meeting of Shareholders 2017 dated 28<sup>th</sup> March 2018 of DHG Pharma.

The minutes of the Meeting is made in 04 original copies with equal legal force. The BOD’s secretary and the Company’s Administration Department keep the document.

**SECRETARIAL COMMITTEE**

**CHAIRMAN OF THE  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017  
OF DHG PHARMACEUTICAL JSC**

**Le Thi Hong Nhung**

**Vo Hoang Tam**

**Nguyen Chi Thanh  
CHAIRMAN OF THE BOD**

[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.]