

Draft

OPERATIONAL REGULATION OF THE BOARD OF DIRECTORS

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OPERATIONAL REGULATION OF THE BOARD OF DIRECTORS

- Pursuant to the Law on Securities No.54/2019/QH14 promulgated by the National Assembly on 26 Nov 2019, effective from 01 Jan 2021;
- Pursuant to the Law on Enterprises No.59/2020/QH14 promulgated by the National Assembly on 17 Jun 2020, effective from 01 Jan 2021 and other relevant guidance;
- Pursuant to Decree 155/2020/ND-CP on specific guidelines for implementation of several articles of Securities Law, effective from 01 Jan 2021;
- Pursuant to Circular No.116/2020/TT-BTC on guidelines of several articles on administration applied to public companies in Decree No.155/2020/NĐ-CP, effective from 15 Feb 2021;
- Pursuant to the Charter of DHG Pharmaceutical JSC;
- Pursuant to the Resolution of the Annual General Meeting of Shareholders 2020 No.001/2021/NQ.ĐHĐCĐ dated 19 Apr 2021;

The BOD promulgates the Operational Regulation of the BOD of DHG Pharmaceutical JSC. The Operational Regulation of the BOD of DHG Pharmaceutical JSC includes the following contents:

CHAPTER I. GENERAL PROVISION

Article 1. Scope and subjects of application

1. This Regulation stipulates the organizational structure, operating principles, rights and obligations of the Board of Directors and the Board of Directors' members in order to ensure that its operation in accordance with the Law on Enterprises, the Company's Charter and other relevant laws.

2. Subjects of application: This Regulation applies to the Board of Directors, members of the Board of Directors.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her tasks and be jointly responsible to the General Meeting of Shareholders and the law for resolutions and decisions of the Board of Directors regarding development of the Company.

2. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER II. THE BOARD OF DIRECTORS' MEMBERS

Article 3. Rights and obligations of members of the Board of Directors

1. The Board of Directors' members have all the rights specified in the Law on Securities, Law on Enterprises, Clause 2, Article 34 of the Company's Charter and relevant law, including the right to be provided with information and documents on

the financial status and business operation of the Company and the Company's units as stipulated in Article 159 of the Law on Enterprises and Article 31 of the Company's Charter.

2. The Board of Directors' members have the rights and obligations as stipulated in Clause 1, Article 3 of this regulation and the following rights and obligations:

a. The Board of Directors may base on the expertise, capacity, and experience of each member to assign full-time duties to each member;

b. Perform duties with honesty and prudence, for the best interests of shareholders and DHG PHARMA;

c. Participate in all the meetings of the Board of Directors and give clear opinions about the discussed issues;

d. Report promptly and adequately to the Board of Directors on the remuneration they receive from subsidiaries, associates, and other organizations in which they are the representatives of DHG PHARMA's capital contribution. Report the evaluation of transactions between the Company, subsidiaries and companies over 50% charter capital of which is held by the Company with members of the Board of Directors, General Director, other executives of the Company and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors, General Director or executives over the last 03 years from the transaction date in the nearest meeting;

e. Advise, suggest, supervise and examine according to their field to the Chairperson of the Board of Directors on mid-term and long-term investment strategies and personnel of the Board of Management;

f. Have the right to make recommendation to the Chairperson of the Board of Directors, the General Meeting of Shareholders to apply the form of reprimand, dismissal or removal of members of the Board of Directors and the Board of Management if such individuals commit wrongdoing in the management and operation of investments, production and business plans causing damages to DHG PHARMA's assets;

g. The Board of Directors' members and their related persons must report to the State Securities Commission and the Stock Exchange and publish information when trading DHG PHARMA's shares as prescribed by the law;

h. To comply with the obligations of the Enterprise Managers stipulated in Section D Chapter III of the Charter of DHG PHARMA;

i. Other rights and duties specified in the Law on Enterprises and the Charter of DHG PHARMA.

3. Independent board members must prepare reports on performance of the Board of Directors during the year.

Article 4. The right to be informed of the Board of Directors' members

1. The Board of Directors' members have the right to request the General Director, Chief Operating Officer, Deputy General Directors, other Enterprise Executives of the Company to provide information and documents on the financial status and business operation of DHG PHARMA and the units of DHG PHARMA.

2. Requested persons in Clause 1 of this Article are required to provide timely, complete and accurate information and documents in writing as requested by the members of the Board of Directors.

3. Orders, procedures for requesting information:

The Board of Directors' members who request to provide information must make in writing and these requests must be approved by the Chairperson of the Board of Directors. This document should be sent to the General Director at least 24 hours in advance.

Article 5. Components and term of the Board of Directors' members

1. The number of members of the Board of Directors comprises of at least five (05) persons and no more than eleven (11) persons.

2. The composition of the Board of Directors must be balanced between the number of members having knowledge and experience in law, finance and business operations of DHG PHARMA and gender balance. Besides, it must ensure that:

(i) At least one-third (1/3) of the Board of Directors' members are non-executive members. It must minimize that the number of the Board of Directors' members concurrently holds several executive titles of DHG PHARMA to ensure the independence of the Board of Directors.

(ii) The total independent board members must ensure the following regulation:

+ Having at least 01 independent board member if DHG PHARMA has from 03 to 05 members of the Board of Directors;

+ Having at least 02 independent board members if DHG PHARMA has from 06 to 08 members of the Board of Directors;

+ Having at least 03 independent board members if DHG PHARMA has from 09 to 11 members of the Board of Directors.

3. The term of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms by cumulative voting. An individual can only be elected as an independent board member of a company for no more than 2 consecutive terms.

4. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work.

Article 6. Standards and conditions of the Board of Directors' members

1. Members of the Board of Directors must have the following standards and conditions:

a. Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b. Have professional qualifications, experience in business management of DHG PHARMA and not necessarily being DHG PHARMA's shareholders;

c. 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.

2. An independent board member is a member of the Board of Directors that satisfy the following standards and conditions:

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

b. Not being a person receiving salaries, remuneration from DHG PHARMA, except for the benefits to which the members of the Board of Directors are entitled in line with provisions;

c. 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;

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

e. Not ever holding the position of member of the Board of Directors, the Board of Supervisory of the Company for at least previous five (05) consecutive years, unless he/she was appointed in 02 consecutive terms.

3. The independent board member must inform the Board of Directors when he/she no longer fully satisfies the standards and conditions specified in Clause 2 of this Article and is obviously no longer an independent board member from the day on which such standards and conditions are not fully satisfied. The Board of Directors shall report this matter at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect or replace the independent board member within 06 months from the day on which the notice is received from the related independent board member.

Article 7. Chairperson of the Board of Directors

1. The Board of Directors shall select from among the members of the Board of Directors to elect a Chairperson of the Board of Directors.

2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairperson of the Board of Directors may be dismissed in accordance with the decision of the Board of Directors. The Chairperson of the Board of Directors who is dismissed shall continue to be a member of the Board of Directors.

4. The Chairperson of the Board of Directors shall have the following rights and obligations:

a. The rights and duties mentioned in Clause 2, Article 34 of the Charter of DHG PHARMA;

b. To comply with the obligations of the Enterprise Managers stipulated in Section D, Chapter III of the Charter of DHG PHARMA;

c. To prepare programs and working plans of the Board of Directors;

d. To prepare the agenda, contents, documents for the meetings; to convene and preside over the meetings of the Board of Directors;

e. To organize the adoption of the Board of Directors' resolutions and decisions;

f. To supervise the implementation of the Board of Directors' resolutions and decisions;

g. To preside over the General Meeting of Shareholders and the meetings of the Board of Directors;

h. To convene the Board of Management to hold meetings periodically and to report on business and production of DHG PHARMA;

i. Being responsible for ensuring that the Board of Directors submits the Annual financial statements, operational reports of DHG PHARMA, and its audit and inspection reports to the shareholders at the General Meeting of Shareholders;

j. To sign documents that are under the authority of the Board of Directors on behalf of the Board of Directors;

k. Other rights and duties under the Charter and in accordance with the law.

4. In case the Chairperson of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairperson within 10 days from the date of receiving the resignation or being dismissed. If the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairperson of the Board of Directors in accordance with the Charter of DHG PHARMA. In case no one is authorized or the Chairperson of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairperson of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

5. If deem necessary, the Board of Directors decides to appoint a secretary of DHG PHARMA, who has the following rights and obligations:

a. Assist in convening the General Meeting of Shareholders and the Board of Directors' meetings; record the minutes of meetings;

b. Assist members of the Board of Directors in performing assigned powers and obligations;

c. Assist the Board of Directors in applying and implementing principles of corporate governance;

d. Assist the Company in developing relationship with shareholders, protecting legitimate rights and interests of shareholders;

e. Assist the Company in complying with obligations of providing information, publicizing information and administrative procedures;

f. The Secretary is responsible for keeping information confidentially in accordance with provisions of law and the Charter of DHG PHARMA; and

g. Other powers and obligations in accordance with the provisions of the law, the Charter and other provisions of DHG PHARMA.

Article 8. Dismissal, removal and addition of the Board of Directors' members

1. The Board of Directors' members shall be removed and dismissed in the following cases:

a. Such member does not meet criteria and conditions to be a member of the Board of Directors as stipulated in Clause 1, Article 34 of the Charter of DHG PHARMA, Article 155 of the Law on Enterprises or prohibited by law from being a member of the Board of Directors.

b. Such member sends a written application for resignation to DHG PHARMA's head office;

c. Not participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure;

d. Such member is dismissed in accordance with the General Meeting of Shareholders' decisions.

2. The appointment of the Board of Directors' members must be disclosed in accordance with the laws on securities and securities market.

3. The Board of Directors shall convene the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of the Board of Directors' members, independent board members are less than the minimum number of members required by law or the number of the Board of Directors' members are reduced by more than one-third (1/3) compared to the number of members stipulated in Clause 2, Article 32 of the Charter of DHG PHARMA.

b. The reduced number of independent board members does not ensure the ratio in accordance with the provisions of Clause 2, Article 32 of the Charter of DHG PHARMA.

c. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date when the remaining number of the Board of Directors' members, independent board members remained as stipulated at point a, b

of Clause 3 of this Article. If the Board of Directors does not convene the General Meeting of Shareholders as prescribed, then the Chairperson of the Board of Directors shall be responsible before the law and must compensate DHG PHARMA for damages arising.

Article 9. Method for election, dismissal and removal of the Board of Directors' members

1. A shareholder or a group of shareholders that holds at least 5% of total ordinary shares is entitled to nominate candidates to the Board of Directors. The nomination to the Board of Directors is carried out as follows:

a. Ordinary shareholders who meet in group to nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the General Meeting of Shareholders;

b. 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.

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 Charter of DHG PHARMA, Internal Regulation on Corporate Governance and Operational Regulation of the Board of Directors. The introduction of candidates by the incumbent Board of Directors must be published clearly before the General Meeting of Shareholders votes for the Board of Directors' members in accordance with the law.

3. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting. Accordingly, each shareholder shall have his/her total votes corresponding to the total shares he/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 or part 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 voting rules or the Charter of DHG PHARMA.

4. The election, dismissal and removal of the Board of Directors' members shall be decided by the General Meeting of Shareholders by voting.

Article 10. Announcement of election, dismissal and removal of the Board of Directors' members

1. When the candidates for the Board of Directors have been identified, the information related to them must be published at least ten (10) days before the opening day of the General Meeting of Shareholders on DHG PHARMA's website so that shareholders can find out about the candidates before voting. The candidates to the Board of Directors must prepare a written commitment to provide truthful, accurate and reasonable information and to perform the tasks honestly, faithfully, cautiously and in the best interest of DHG PHARMA if elected as the Board of Directors' members. Information related to the candidates for the Board of Directors to be published must include at least:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Work experience;
- e. Organizations that the candidate holds the position of member of the Board of Directors and other managerial positions;
- f. 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;
- g. The related interests with DHG PHARMA (if any);
- h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

2. The results of election, dismissal and removal of the Board of Directors' members shall be announced in accordance with regulations on information disclosure.

CHAPTER III: THE BOARD OF DIRECTORS

Article 11. Powers and obligations of the Board of Directors

The Board of Directors has full rights under the provisions of the Law on Securities, Article 153 of the Law on Enterprises, Article 29 of the Company's Charter and other relevant laws, specifically as follows:

1. The Board of Directors takes responsibility to the shareholders for DHG PHARMA's operations; Treat fairly all the shareholders and protect the interests of the persons whose interests are related to DHG PHARMA. Also, ensure the operations of DHG PHARMA in compliance with regulations of law, the Charter and internal regulations of DHG PHARMA.

2. Business activities and affairs of DHG PHARMA must be managed or directed by the Board of Directors. The Board of Directors is empowered to exercise

all of the rights on behalf of DHG PHARMA, except the authorities which belong to the General Meeting of Shareholders.

3. The members of the Board of Directors and related persons must report when trading the shares of DHG PHARMA to the State Securities Commission, the Stock Exchange and disclose information of such transactions as prescribed by the law.

4. The rights and obligations of the Board of Directors shall be regulated by the law, the Charter and the internal regulations of DHG PHARMA and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors of DHG PHARMA has the following powers and obligations:

a. Rights to petition, propose:

(i) To propose long-term development orientation of DHG PHARMA; Identify the objectives and strategies based on development orientation approved by the General Meeting of Shareholders;

(ii) To propose an increase and decrease in charter capital and share transfer;

(iii) To propose dividend rates to be paid; determine time-limit and procedures for paying dividends or dealing with losses incurred in the course of business;

(iv) To propose classes of shares to be issued and total number of issued shares by class;

(v) To propose the issuance of convertible bonds and warrant-linked bonds;

(vi) To petition the restructuring, dissolution of the company; request for bankruptcy of the company;

(vii) To develop the Charter, Internal Regulation on Corporate Governance of DHG PHARMA, Operational Regulation of the Board of Directors and submit to the General Meeting of Shareholders for approval;

(viii) To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

(ix) To report on performance of the Board of Directors to the General Meeting of Shareholders as stipulated by the law;

(x) To consult the General Meeting of Shareholders at the request of the transferee being organizations or individuals on the exemption of procedures for a public offer in cases where such organizations or individuals are required to make a public offer as prescribed by the law. Meanwhile, the Board of Directors create conditions for the transferee being organizations or individuals to complete transfer procedures in accordance with the law.

b. Rights to decide:

(i) To make decisions on the strategies, plans for mid-term production and business development and annual production and business plans, annual budget;

(ii) To approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions of the General Meeting of Shareholders to approve decisions;

(iii) To decide the organizational structure of the Board of Management, functional sector;

(iv) To promulgate the Financial Management Regulation, Investment Management Regulation, the Regulation on Seal Management and Utilization, and other regulations if necessary.

To promulgate the Operational Regulation of the Board of Directors, the Internal Regulation on Corporate Governance after they are approved by the General Meeting of Shareholders.

(v) To decide on the establishment of subsidiaries, branches, representative offices and capital contribution, share purchase of other enterprises;

(vi) Purchase or sale of shares, capital contributions in other companies established in Vietnam or abroad;

(vii) To resolve DHG PHARMA's complaints against Enterprise Managers, Enterprise Executives as well as the choice of DHG PHARMA's representative to resolve issues related to legal procedures against such Enterprise Managers or Enterprise Executives;

(viii) To decide the offer price of shares and bonds of DHG PHARMA;

(ix) To exercise the rights and obligations of DHG PHARMA at its subsidiaries and associates which DHG PHARMA owned 100% equity or had dominant shares and contributed capital as stipulated in Article 67, Article 68, Article 69 and Article 70 of the Charter of DHG PHARMA.

(x) Approval of purchase, sale, borrowing, lending and other contracts valued at less than twenty-five percent (25%) of the total value of assets recorded in the latest audited financial statements of DHG PHARMA;

(xi) Supervise, direct the General Director and Enterprise Executives, Enterprise Managers to run DHG PHARMA's daily business operation;

(xii) The decision to repurchase no more than ten percent (10%) of each class of issued shares. For the acquisition of shares of each type offered for sale within twelve (12) months, this must comply with the provisions of Article 133 of the Law on Enterprises and the applicable Law on securities purchase and transfer;

(xiii) To make decisions on investment plans and investment projects within the competence and limit according to the provisions of the Charter of DHG PHARMA and the law;

(xiv) To make decisions on solutions for market development, marketing, and technology;

(xv) To make decisions on investments not included in the business plan and budget exceeding ten percent (10%) of the planned value and the annual business budgets;

(xvi) Any borrowing and implementing any mortgages, guarantees, warranties, and compensations of DHG PHARMA;

(xvii) Valuation of non-cash assets contributed to DHG PHARMA and relating to the issuance of shares or bonds of DHG PHARMA, including gold, land use rights, intellectual property rights, technology and technological know-how;

c. Rights and obligations in personnel:

(i) Elect, dismiss, remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director or other Enterprise Executives or representative of DHG PHARMA. The above-mentioned removal shall not be contrary to the contractual rights of the removed people (if any); decisions, salaries and other benefits of the above people; appointment of an authorized representative to join the Board of Directors, the Board of members or the General Meeting of Shareholders in other companies, decision on the remuneration and other benefits of those people;

(ii) Appoint and remove the Enterprise Managers, Enterprise Executives at the request of the General Director and make decision on their salary rate;

(iii) Require the independent board members to submit annual reports on performance of the Board of Directors which can be published at the Annual General Meeting of Shareholders;

(iv) To make decisions on bonus, bonus criteria and conditions, rewarded by shares, cash or other forms of payment at certain times for shareholders or non-shareholders who hold key management positions at DHG PHARMA, and contributes greatly to the development of DHG PHARMA;

(v) Appointment and removal of persons who are authorized by DHG PHARMA to act as commercial representatives or Lawyers of DHG PHARMA;

d. Other rights and obligations as prescribed by the law, the Charter of DHG PHARMA and regulations on internal corporate of DHG PHARMA.

5. The Board of Directors must report to the General Meeting of Shareholders on its performances, in particular on the supervision of the Board of Directors over Enterprise Managers, Enterprise Executives in the financial year. The Board of Directors' report on performance submitting to the General Meeting of Shareholders must include the following contents:

a. Remuneration, operating costs and other interests of the Board of Directors and each member of the Board of Directors specified in Clause 3 Article 158 of the Law on Enterprises and DHG PHARMA's Charter;

b. Summaries of the meetings and decisions of the Board of Directors;

c. Evaluation results of the independent board members on the activities of the Board of Directors;

d. Activities of other Committees under the Board of Directors;

e. The results of supervision over the General Director, Enterprise Managers and Enterprise Executives;

f. The future plans;

g. Submitting annual audited financial statements to the General Meeting of Shareholders;

If the Board of Directors does not submit the report to the General Meeting of Shareholders, DHG PHARMA's annual financial statements shall be considered invalid and not approved by the Board of Directors.

6. The Board of Directors shall ratify its resolution and decisions by voting at the meeting, solicitation of written opinion or email and other similar methods. Each member of the Board of Directors shall have one vote.

7. Unless otherwise stipulated by the law and the Charter of DHG PHARMA, the Board of Directors may authorize the subordinates or other Enterprise Managers, Enterprise Executives to deal with work.

8. When exercising their power and duties, the Board of Directors strictly abides by the provisions of law, the Charter of DHG PHARMA and decisions of the General Meeting of Shareholders. In case the resolution, decision adopted by the Board of Directors contrary to the provisions of the law or the Charter of DHG PHARMA causing damage to DHG PHARMA, the Board of Directors' members approving the resolution, decision must jointly bear personal responsibility for such resolution, decision and must compensate for damages to DHG PHARMA; the members that vote against such resolution, decision shall not be held responsible.

In this case, DHG PHARMA's shareholders are entitled to request the court to suspend or invalidate the resolution or decision mentioned above.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors approves contracts, transactions valued less than twenty five percent (25%) or transaction occurs within 12 months from the first transaction date valued less than twenty five percent (25%) of the total assets recorded in the most recent audited financial statements, between the Company and any of the following entities:

(i) Members of the Board of Directors, members of the Committees under the Board of Directors, General Director, Enterprise Managers, Enterprise Executives and their related persons;

(ii) Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the common shares of DHG PHARMA and their related persons;

(iii) Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The contract or transaction in Clause 1 of this Article is considered by an independent consultant to be fair and reasonable in all respects in relation to the shareholders of DHG PHARMA at the time of this transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, members of the committees under the Board of Directors, the General Director, the Enterprise Executives, the Enterprise

Managers and other organizations and individuals related to the above members must not use DHG PHARMA's information which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

3. DHG PHARMA's representatives shall send notices to members of the Board of Directors when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.

Article 13. Responsibility of the Board of Directors to convene Extraordinary General Meeting of Shareholders

1. The Board of Directors must convene the Extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefits of DHG PHARMA;
- b. The annual financial statements, semi-annual (6-month) or quarterly reports or audited reports of a fiscal year reflect the loss of half (1/2) of the owner's equity in comparison with the one at the beginning of the same period;
- c. The number of the Board of Directors' members, independent board members are less than the minimum number of members required by law or the number of the Board of Directors' members are reduced by more than one-third (1/3) compared to the number of members according to regulations;
- d. The reduced number of independent board members does not ensure the ratio in accordance with the provisions of Clause 2, Article 32 the Charter of DHG PHARMA;
- e. A shareholder or group of shareholders stipulated in Clause 3, Article 15 of DHG PHARMA's Charter request to convene the General Meeting of Shareholders in writing which must clearly state the reason and the purpose of the meeting, and must be signed by all the related shareholders or the written proposal may be made in multiple copies, and signed by all related shareholders;
- f. Other cases as prescribed by the law and the Charter of DHG PHARMA.

2. To convene the Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date when the member of Board of Directors, independent board members remained as stipulated at point c, d of Clause 1 of this Article or from the date of receipt of a request stated in point e, Clause 1 of this Article. If the Board of Directors does not convene the General Meeting of Shareholders as prescribed, then the Chairperson of the Board of Directors shall be responsible before the law and must compensate to DHG PHARMA for damages arising.

b. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with point a, Clause 2 of this Article, then within the next thirty (30) days, a shareholder or a group of shareholders as stipulated in point e, Clause 1 of this Article shall have the right to replace the Board of Directors to convene the General Meeting of Shareholders. In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the General Meeting of Shareholders.

c. The costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the General Meeting of Shareholders, including accommodation and travel costs.

3. The convener of the General Meeting of Shareholders must carry out the following duties:

a. Prepare a list of all shareholders entitled to attend the General Meeting of Shareholders no later than ten (10) days before the sending date of the meeting notice. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

b. Providing the information and resolving complaints related to the list of shareholders;

c. Prepare the agenda, contents of the meeting;

d. Prepare documents for the meeting;

e. A draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting;

f. Determine the time and venue of the meeting;

g. Inform and send the meeting notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

h. Other tasks to organize the Meeting.

Article 14. Committees assisting the Board of Directors

1. Establishment of the Committees

a. Except for the Audit Committee approved by the General Meeting of Shareholders, the Board of Directors can decide to establish affiliated Committees to support the activities of the Board of Directors, including:

(i) Strategic Committee

(ii) Nomination Committee

2. Structure of the Committees

a. The Board of Directors nominates and appoints members of the Committees and a Committee includes: One (01) Chairperson of the Committee, and members of the Committee.

b. The number of members of the Committee is decided by the Board of Directors, but there should be at least three (03) members.

c. Members of the Committee include members of the Board of Directors and external members. Independent board members/Non-Executive Members of the Board of Directors should account for the majority of the Committee and one of these members will be appointed as Chairperson of the Committee decided by the Board of Directors.

3. Criteria, conditions of the Committees' members

a. Having knowledge, experience and skills in the field of the Committee;

b. Having diplomas and certificates in case the law has compulsory provisions;

c. Other criteria, conditions in accordance with the Board of Directors' requirements.

4. Chairperson of the Committee must satisfy all criteria and conditions as follows:

a. Criteria and conditions at Clause 3 of this Article;

b. Be an independent board member or Non-Executive Members of the Board of Directors;

c. Be good at managing and coordinating the work of the Committee;

d. Other criteria, conditions in accordance with the Board of Directors' requirements.

Article 15. Operating principles and responsibilities of Committees and responsibilities of Committee's members, Chairperson of Committee

1. The operation of the committees shall comply with the following principles:

a. The Committees of the Board of Directors organize and operate in accordance with the principle of majority. Resolution of the Committees is only valid when the majority of the members vote "for". The voting can be directly implemented at the meeting, or through collecting shareholders' opinions by solicitation of written consent.

b. Resolution and all activities of the Committees must comply with resolution, guidance of the Board of Directors, the General Meeting of Shareholders, the Charter, the internal regulations of the Company and laws.

c. In all activities, the Committees must protect and maximize the legitimate rights and interests of the Company.

2. Responsibilities of the Committees

a. Strategic Committee

(i) Developing long-term development strategies for production, business and investment of DHG Pharma;

(ii) Determining annual, mid-term development and production plans, as well as operational objectives based on the objectives and strategies approved by the

General Meeting of Shareholders. Developing basic performance targets of DHG PHARMA;

(iii) Developing annual dividend rates and proposals to the Board of Directors for making decisions on temporary dividend rates;

(iv) Assessing the long-term effectiveness of DHG PHARMA's activities;

(v) Specific functions of the Strategic Committee may be adjusted and will be determined in the establishment decision issued by the Board of Directors from time to time.

b. Nomination Committee

(i) Proposing qualification and capacity criteria, presiding over drafts of appointment procedures as well as proposing appointments and dismissals of the Board of Directors' members and managerial staff under the appointment authorities of the Board of Directors;

(ii). Developing orders and procedures of nominating and electing the Board of Directors' members;

(iii) Developing regulations to determine the independence of non-executive members of the Board of Directors;

(iv) Proposing to the Board of Directors on the selection and appointment of General Director of DHG PHARMA;

(v) Developing processes assessing the performance of the Board of Directors such as the effectiveness of the Board of Directors and the contribution of each member;

(vi) Developing and proposing human resource development plans to the Board of Directors such as discovery, selection, education and training of senior staff and the successor system;

(vii) Proposing remuneration policies, salary and bonus norms as well as other benefits for members of the Board of Directors, members of the Committees under the Board of Directors and the Board of Management;

(viii). Monitoring operational evaluation of DHG PHARMA's managerial apparatus;

(ix). Executing other tasks assigned by the Board of Directors in relation to the personnel policy of DHG PHARMA;

(x) Specific functions of the Nomination Committee may be adjusted and will be determined in the establishment decision issued by the Board of Directors from time to time.

c. Audit Committee

The Audit Committee's responsibilities of are specified in Article 17 of this Regulation.

3. Responsibilities of members of the Committee:

a. Perform the tasks assigned by the Committee with all the capacity, dedication, ensuring quality and progress;

b. Implement in accordance with the labor contract signed with the Company and enjoy the policy regimes in accordance with the Charter, internal provisions and regulations of the Company;

c. Make sure to be present at the meeting, express opinions and vote, give comments in writing according to the notice or request of the Chairperson of the Committee;

d. Be responsible for discussing, explaining, consulting, proposing solutions to the Chairperson of the Committee on professional issues when required;

e. Report to the Chairperson of the Committee when no longer meeting the standards and conditions of members of the Committee in accordance with the laws, the Charter, internal regulations of the Company.

f. Other powers and responsibilities in accordance with the organizational and operational regulations of the Committee.

4. Responsibilities of the Chairperson of the Committee

In addition to the responsibilities mentioned in Clause 3 of this Article, the Chairperson of the Committee shall have the following responsibilities:

a. Manage and coordinate the work of the Committee, promptly provide information on resolutions and directions of the Board of Directors to members of the Committee;

b. Convene and run the meetings, organize to collect opinions in writing to handle the work of the Committee.

c. On behalf of the Committee, sign resolutions, meeting minutes, appointment letters, invitation letters, voting ballots by written consent and other documents of the Committee.

d. Other responsibilities as prescribed by the Board of Directors.

Article 16. Meetings of Committees

1. Meetings:

a. Periodic meetings: The Committee organizes quarterly meetings on the first month of each quarter;

b. Organize extraordinary meetings in case receiving unexpected requests from the Board of Directors or the Chairperson of the Committee deems it is necessary to resolve the Company's tasks.

2. Contents of the meeting: The Committee discusses and finds solutions to implement the resolutions and directions of the Board of Directors, the organization and operation of the Committee and other tasks related to production and business of the Company.

3. Notice of the meeting: The Chairperson of Committee shall send the notice, documents and related contents to members no later than three (03) working days before the meeting. In case of necessity, the Chairperson of the Committee may consult members to organize the meeting sooner if approved by all members of the Committee.

4. Form of the meeting: The meeting can be held in the form of direct or indirect meeting via online connection. Discussion, expressing opinions and voting at the meeting via online connection is valid as direct meeting. The meeting is eligible to be held when the majority of members of the Committee attend.

5. In addition to having meetings to resolve the tasks, the Chairperson of the Committee can collect members' opinions by solicitation of written consent. In case the matters need to be decided by the collective, collecting opinions by solicitation of written consent may replace voting at the meeting prescribed in Clause 4 of this Article. The deadline for collecting opinions by solicitation of written consent is at least three (03) working days from the time of sending notice in writing to the members.

Article 17. Audit Committee

1. Audit Committee is a specialized body of the Board of Directors according to Clause 1, Article 161 of the Law on Enterprises;

2. The Audit Committee has three (03) to five (05) members nominated by the Board of Directors and must be non-executive members of the Board of Directors. The appointments to the Chairperson and other members of Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

3. Members of the Audit Committee must satisfy the following standards, conditions:

a. Having bachelor degrees or higher degrees of appropriate profession in accordance with audit requirements, having adequate knowledge and being always updated on the assigned fields to perform the internal audit.

b. Having at least five (05)-year experience related to professional degrees or at least three (03) years working in the field of accounting and auditing.

c. Having knowledge, general understanding about law and the Company's activities; being good at collecting, analyzing, evaluating and synthesizing information; having knowledge and good skills on the internal audit.

d. Not being disciplined at the warning level or more due to violations in economic management, finance, accounting or not being in the period of being disciplined.

e. And not subjects to the followings: (i) Work in the accounting and finance department of the Company; (ii) Be a member or employee of an auditing firm approved to audit the financial statements of the Company in the past 03 consecutive years.

4. The Chairperson of Audit Committee is appointed and nominated by the Board of Directors. The Chairperson of Audit Committee must satisfy the following standards and conditions:

a. Standards, conditions in Clause 3 of this Article;

b. Must be an independent board member of the Company;

c. Has ever held one of the positions as Chief Accountant, Finance Director, Head of the Board of Supervisory, Head of Internal Audit Department, Head of Internal Control Department or equivalent positions in the field of accounting and auditing for at least three (03) years.

5. Powers and responsibilities of the Audit Committee are implemented in accordance with Article 41 of the Company's Charter.

6. The meetings of the Audit Committee shall comply with Article 16 of this Regulation. Other tasks of the Audit Committee are carried out in accordance with the directions of the Board of Directors, the Charter, provisions, regulations of the Company and laws.

Article 18. Person in charge of corporate governance

1. Criteria of the person in charge of corporate governance

The person in charge of DHG PHARMA's corporate governance must meet criteria as stipulated in Clause 2, Article 42 of the Company's Charter as follows:

(i). Understanding of law;

(ii). Shall not concurrently work for an independent audit firm that is auditing financial statements of DHG PHARMA;

(iii). Other criteria as prescribed by law, the Company's Charter and the Board of Directors' decisions.

2. Appointment, removal and dismissal of the person in charge of corporate governance

a. Appointment of the person in charge of DHG PHARMA's corporate governance.

(i). 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 43 of the Company's Charter;

(ii). Term of the person in charge of DHG PHARMA's corporate governance is decided by the Board of Directors, up to five (05) years;

(iii). The Board of Directors may appoint, remove and dismiss the assistant of the person in charge of DHG PHARMA's corporate governance from time to time.

b. Removal, dismissal of the person in charge of DHG PHARMA's corporate governance:

(i). The Board of Directors may remove the person in charge of DHG PHARMA's corporate governance, but it is not contrary to the applicable laws on labor;

(ii). The Board of Directors shall dismiss the person in charge of DHG PHARMA's corporate governance in one of the following cases:

+ Not having criteria, conditions to be the person in charge of DHG PHARMA's corporate governance in accordance with Clause 2, Article 42 of the Company's Charter.

- + Submitting a resignation letter to the Board of Directors.
- + Other cases as stipulated by the Board of Directors.

c. Notice of appointment, 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 the law on securities and stock market.

3. Rights and obligations of the person in charge of DHG PHARMA's corporate governance

a. Advising the Board of Directors on the organization of the General Meeting of Shareholders in compliance with regulations and related work between DHG PHARMA and shareholders;

b. Preparing the meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c. Advising on the procedures of meetings;

d. Attending the meetings;

e. Advising on procedures for preparing resolutions of the Board of Directors in accordance with the law;

f. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors;

g. Monitoring and reporting to the Board of Directors on information disclosure of DHG PHARMA;

h. Ensuring the security of information in accordance with the law and the Company's Charter;

i. Being the contact person between parties with relevant interests;

k. Other rights and obligations in accordance with the law and the Company's Charter.

CHAPTER IV: MEETINGS OF THE BOARD OF DIRECTORS

Article 19. Meetings of the Board of Directors

1. The initial meeting of a term of the Board of Directors in order to elect the Chairperson and to pass other decisions within its authority must be conducted within seven (07) working days from the date of completing the election of the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meetings of the Board of Directors by a majority vote.

2. The Chairperson of the Board of Directors must convene periodic and extraordinary meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least five (05) working days before the meeting date. The Chairperson may convene a meeting whenever necessary, but there must be at least one (01) meeting every quarter.

3. The extraordinary meetings: The Chairperson must convene the Board of Directors' meetings, must not delay without plausible reason when one of the following

subjects has written proposal to present the purpose of the meeting and the issues to be discussed:

- a. Independent Board Members;
- b. The General Director or at least five (05) other Enterprise Managers;
- c. At least two (02) members of the Board of Directors;
- d. Proposal of the independent audit firm in accordance with Clause 5 of this Article.

4. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson does not accept to convene the Board of Directors' meeting as requested, then the Chairperson must be liable for any damage caused to DHG PHARMA; the person making the request has the right to replace the Chairperson to convene the Board of Directors' meeting.

5. In case of the request of independent auditors audited the financial statements of DHG PHARMA, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting Venue: Meetings of the Board of Directors shall be conducted at the registered address of DHG PHARMA or at another address in Vietnam or abroad as the decisions of the Chairperson of the Board of Directors.

7. Notice of meetings of the Board of Directors must be sent to the members of the Board of Directors at least five (05) working days before the meeting date. A member of the Board of Directors may deny the notice of meeting in writing, this refusal may be changed or canceled in writing by such member of the Board of Directors. Notice of meetings of the Board of Directors shall be made in Vietnamese (English version may be prepared) and fully informed of the time, place of the meeting, agenda, contents of issues to be conferred, together with the necessary documents on the matters to be conferred and voted at the meeting and votes of the members.

In necessary cases, if all the members of the Board of Directors approve (by email, writing or other similar forms), the Chairperson of the Board of Directors could notify the meeting five (05) working days earlier before the meeting.

The notice of invitation shall be sent by letter, fax, electronic mail or other methods guaranteed to reach the contact address of each member of the Board of Directors as registered with DHG PHARMA.

The General Director who is not a member of the Board of Directors has the right to attend the meetings of the Board of Directors and has the right to discuss but cannot vote.

8. Minimum number of participants: Meetings of the Board of Directors may be proceeded and pass decisions when at least three quarters (3/4) of the members of the Board of Directors present in person or through an authorized representative (or proxy) if approved by a majority of the Board of Directors' members.

In a case of an insufficient quorum, the meeting must be reconvened within seven (07) days from the proposed date of the first meeting. The reconvened meeting shall be conducted if more than half (1/2) of the number of members of the Board of Directors attends.

9. Meetings by telephone or by other forms: A meeting of the Board of Directors may be conducted by way of an online conference 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:

a. Hear each other member of the Board of Directors expressing their opinions in the meeting;

b. If desired, he/she may express his/her opinions to other attending members at the same time.

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 the Charter of DHG PHARMA, 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. If there is no such a group, the meeting venue shall be where the Chairperson of the Meeting is present.

Resolutions and decisions passed at a meeting via an online conference between members which is duly held and conducted shall take effect immediately after closing the meeting, but must be confirmed by signatures of all attending members of the Board of Directors in the meeting minutes.

10. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

a. Attending and directly voting at the meeting;

b. Authorizing other persons to attend the meeting if approved by a majority of the members of the Board of Directors;

c. Attending and voting through online conference or other similar forms;

d. Sending votes to the meeting by post, fax and email.

In case of sending votes to the meeting by post, the votes must be enclosed in a sealed envelope and must be sent to the Chairperson of the Board of Directors at least one (01) hour before the opening of the meeting. The votes shall be opened only in the presence of all participants.

Resolutions and decisions of the Board of Directors are passed if a majority of attending members approve; in cases where a number of votes are equal, the final decision shall belong to the side of the Chairperson of the Board of Directors.

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.

11. Voting:

a. Except for point b, Clause 11 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;

b. 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 the minimum proportion of members required to be present to hold a meeting of the Board of Directors regarding decisions on which such member does not have the voting right;

c. According to point b, Clause 11 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 of the Meeting for decision. The decision of the Chairperson of the Meeting 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;

d. Any member of the Board of Directors who benefits from any contract stipulated in Clause 4, Article 50 of DHG PHARMA's Charter shall be deemed to have a considerable interest in such contract.

12. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with DHG PHARMA and aware that he/she has an interest in such contract or transaction is responsible to disclose benefits at the first meeting where the Board considers the signing of such contract or transaction. In case a member of the Board of Directors is not aware that he/she and his/her related person have interest at the time a contract or transaction is signed with DHG PHARMA, such member of the Board of Directors must publicly announce the related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the above contract or transaction.

13. A resolution in the form of collecting shareholders' opinions by solicitation of written consent shall be approved based on the majority consent of the Board of Directors' members who have voting rights. Such resolution shall have the same effect and validity as a resolution approved at the meeting.

14. The Chairperson of the Board of Directors is responsible to send the minutes of the Board of Directors' meeting to the members and this minutes is the true evidence of work that has been carried out in the meeting, except there are objections to the content of the minutes within ten (10) days from the date on which the minutes is sent.

15. The persons invited to attend the meeting as observers: Other Enterprise Managers, other Enterprise Executives, and the third party's experts may attend the Board of Directors' 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 the Board of Directors' members.

16. Legal value of actions: The actions enforcing the decisions of the Board of Directors or Committee under the Board of Directors, or any person as a member of the committees of the Board of Directors shall be legally valid even in cases where the election and appointment of members of committees or members of the Board of Directors occur errors.

Article 20. Meeting Minutes of the Board of Directors

1. Meetings of the Board of Directors must be made by detailed and clear minutes and may be recorded and stored in another electronic form. The minutes must be made in Vietnamese and possibly in English and contain the following information:

- a. Name, address of head office, business code;
- b. Purpose, agenda, and content of the meeting;
- c. Time and place of the meeting;
- d. Full name of each attendance or an authorized person; full name of members who cannot attend the meeting and reasons;
- e. Discussed and voted issues at the meeting;
- f. Summary of opinions of each member attending the meeting as the sequence of the meeting;
- g. Voting result which is clearly written members who choose for, against and abstain;
- h. Decisions which have been approved;
- i. Full name, signatures of the Chairperson of the Presidium and the minutes maker (Secretary).

2. The Chairperson of the Meeting and the Secretary must sign and take responsibility for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes. The Chairperson of the Board of Directors shall transfer the minutes of the Board of Directors' meetings to the members and these minutes are the true evidence of work that has been carried out in the meetings, except there are objections to the content of these minutes within ten (10) days after transferring.

In case the Chair or the Secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and has adequate contents according to point a, b, c, d, dd, e, g and h of Clause 1 of this Article.

3. Minutes of the Board of Directors' meetings and documents used in the meeting must be kept at the head office of DHG PHARMA.

4. The minutes in Vietnamese and English have equal legal value. In case of discrepancies between the Vietnamese version and the English version, the Vietnamese version shall prevail.

CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS

Article 21. Submission of yearly reports

1. At the end of the fiscal year, the Board of Directors must prepare the following reports and records:

- a. A report on business performance of DHG PHARMA;
- b. Audited financial statements;
- c. A report on the management and operation of DHG PHARMA.

2. The above reports and records must be sent to the Board of Directors to assign the Audit Committee to assess at least thirty (30) days before the opening of the Annual General Meeting of Shareholders.

3. Reports and records prepared by the Board of Directors and auditing report must be available at the head office of DHG PHARMA at least ten (10) days before the opening of the Annual General Meeting of Shareholders. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or certified auditors.

Article 22. Remunerations, salaries, and other benefits of the Board of Directors' members

1. The Company shall pay remunerations, bonuses to the Board of Directors according to the Company's business performance.

Members of the Board of Directors (excluding authorized representatives) shall be entitled to receive remunerations for their assignments as the Board of Directors' members. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration will be distributed to the members of the Board of Directors as agreed upon by the Board of Directors or equally divided in the case where no agreement is reached.

2. The total amount of money paid to each member of the Board of Directors including: remunerations, expenses, commissions, right to purchase stock and other benefits received from DHG PHARMA, its subsidiaries, DHG PHARMA's associates and other companies in which a member of the Board of Directors is the capital contributor representative, must be detailed in the annual report of DHG PHARMA.

The remunerations of each member of the Board of Directors shall be recorded as DHG Pharma's expenses (applicable from 2022) in accordance with regulations of law on corporate income tax in a separate section of DHG PHARMA's financial statements and shall be annually reported at the General Meeting of Shareholders.

Members of the Board of Directors may have responsibility insurance purchased by the Company if it is approved by the General Meeting of Shareholders.

This insurance does not cover the responsibilities of members of the Board of Directors relevant to violations against the law and the Company's Charter.

3. Any member of the Board of Directors who holds any executive position (including the Chairperson), or who works in committees of the Board of Directors or who performs other work which is, in the opinion of the Board of Directors, beyond the scope of normal tasks of a member of the Board of Directors, may be paid extra remuneration in the form of a lump sum wage on each time, salary, commission, profit percentage or other form as decided by the Board of Directors.

4. Members of the Board of Directors shall be entitled to reimbursement of all costs of travel, meals, accommodation and other reasonable expenses paid by them when performing their responsibilities as the Board of Directors' members, including expenses arising out of attending the General Meeting of Shareholders, meetings of the Board of Directors or committees of the Board of Directors.

Article 23. Disclosure of related interests

1. The Board of Directors' members shall declare their related interests, including:

a) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises in which they have stakes or shares; their holdings and time of holdings;

b) Names, enterprise ID numbers, headquarters addresses, business lines of enterprises they and their related persons jointly or separately hold stakes or shares that are worth more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within 07 working days from the occurrence date of related interests; any revision shall be informed to the Company within 07 working days from its occurrence date.

3. Before performing any task within the scope of operation of the Company, whether in their own names or others, members of the Board of Directors must explain the nature and contents of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 24. Relationship between members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. During performance of their tasks, the member in charge shall coordinate operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the member in charge shall submit a report to the Chairperson of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this Regulation.

3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Chairperson of the Board of Directors.

Article 25. Work relation between the Board of Directors and the General Director

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.

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.

3. The General Director is the Enterprise Executive who runs day-to-day operation of the Company and is responsible for researching and developing operating plans to submit to the Board of Directors; implementing resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. The General Director recommends to the Board of Directors issues stipulated in point a of Clause 4 of Article 46 of the Company's Charter and other matters under the jurisdiction of the Board of Directors.

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 such bodies if requested.

6. The General Director is entitled to refuse to execute and to reserve opinions on decisions of the Board of Directors if they are contrary to law, the regulations of the State and he/she shall report immediately to the Board of Directors in writing so that the Board of Directors shall promptly settle.

7. The General Director has the power to decide measures beyond his/her competence in emergency cases (natural calamity, enemy sabotage, fire, unexpected incident, etc). At the same time, he/she must immediately report to the Board of Directors and the General Meeting of Shareholders as soon as possible.

8. Other work relation in accordance with the law and the Company's Charter.

Article 26. Coordination of control, administration and supervision among the Board of Directors' members and the General Director

1. The Board of Directors supervises and directs the General Director, Enterprise Executives and Enterprise Managers in day-to-day DHG PHARMA's operation.

2. The members of the Board of Directors and 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 Article 31 and Article 63 of the Company's Charter.

3. In emergency cases, the members of the Board of Directors and the Board of Management may immediately inform (via face-to-face contact, telephone or email) the Chairperson of the Board of Directors or the General Director or both for effectively resolving.

4. The Board of Directors' members 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 Management shall be conducted to clarify issues of concern and to serve common interests.

5. The General Director must regularly coordinate with the Board of Directors and inform the performance of the Board of Management to the Board of Directors.

6. The General Director recommends to supplement or amend the Company's Charter, Regulation on corporate governance, improve 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.

7. The General Director is responsible for reporting to the Board of Directors on the management and administration of the Company's business activities.

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 at the request of the Board of Directors.

9. The General Director has the right to propose and recommend to the Board of Directors contents with regards to the governance, administration and other contents.

Article 27. Assessment on performance, rewarding and handling of violations and disciplines for the Board of Directors' members, the General Director and other Enterprise Executives

1. Annually, the Board of Directors assesses the performance of each member of the Board of Directors and the General Director pursuant to the assigned KPI target. The General Director shall assess the performance of each Enterprise Executive pursuant to KPI target at the beginning of the year.

2. Reward

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.

The level of reward and the fund of reward shall be developed in details pursuant to the actual situation.

3. Handling of violations and disciplines

The handling of violations and disciplines shall be implemented in accordance with provisions of DHG PHARMA's internal labor regulation and other relevant provisions of the law.

Article 28. Relationship with Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is cooperation. The Board of Directors shall work with the Audit Committee on equality and independence principles; cooperate and assist one another in performance of their tasks.

2. When receiving inspection records or consolidated reports of the Audit Committee, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

CHAPTER VII. TERMS OF EXECUTION

Article 29. Term of amendments and supplements

1. If there are new contents arising during the implementation process, 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 case there are any legal provisions related to the operation of DHG PHARMA that has not been mentioned in this Regulation or in case there are new provisions of law different from those in this Regulation, the provisions of such law are naturally applied to the operation of DHG PHARMA.

Article 30. Effect and implementation

1. This Regulation takes effect since the General Meeting of Shareholders approves in accordance with the Resolution No.001/2021/NQ.ĐHĐCĐ dated 19 Apr 2021. This Regulation shall replace the Operational Regulation of the Board of Directors issued together with Decision No.016/2014/QĐ.HĐQT dated 27 May 2014 of the Board of Directors of DHG Pharma.

2. The Board of Directors, the Board of Management, the Enterprise Executives, the Enterprise Managers of DHG PHARMA, and all relevant individuals and units are responsible for implementing this Regulation.

**OBO. THE BOARD OF DIRECTORS
CHAIRWOMAN**

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.]