

## **NOTICE**

### **REGARDING THE NOMINATION AND CANDIDACY FOR THE REPLACEMENT OF AN INDEPENDENT BOARD MEMBER FOR THE REMAINING TIME OF TERM IV (2019 – 2023) OF DHG PHARMACEUTICAL JSC**

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

- Pursuant to Enterprise Law No.59/2020/QH14 dated 17 Jun 2020 and documents guiding the implementation of the Enterprise Law;
- Pursuant to the Charter of DHG Pharmaceutical Joint Stock Company (DHG Pharma) issued on 06 Jul 2020;
- Pursuant to the Internal Regulation on Corporate Governance issued on 29 Jul 2019,

The Board of Directors (BOD) of DHG Pharma is pleased to inform shareholders about the nomination and candidacy for the replacement of an Independent Board Member for the remaining time of Term IV (2019 – 2023), details as follows:

#### **1. Number, structure, and term of BOD members**

- At the Annual General Meeting of Shareholders 2018 dated 11 Jun 2019, the number of BOD members Term IV (2019 – 2023) approved by the General Meeting of Shareholders is 07 members. In which, 02 of them are Independent Board Members. On 19 Mar 2021, Mr. Phan Minh Tien submitted his resignation letter for the position as the Independent Board Member to DHG Pharma's BOD (the resignation letter has been enclosed). Therefore, the number of Independent Board Members remains only 1 member.
- The number of Independent Board Member to be elected as a replacement: 01 member
- The term of the Independent Board Member to be elected as a replacement is the remaining time of Term IV (2019 – 2023).

#### **2. The rights for BOD member candidacy and nomination**

Pursuant to the provisions of clause 1 and clause 2, Article 33 in DHG PHARMA's Charter and clause 5, Article 115 in the Law on Enterprises 2020 regarding the candidacy and nomination of BOD members:

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

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

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

*(Note: In order to maximize the interests of shareholders, this notice applied clause 5, Article 115 of the Law on Enterprises 2020 – removing the content that requires shareholders/group of shareholders to hold shares for 6 consecutive months to be entitled to stand for nomination and candidacy)*

### **3. Criteria and conditions to elect an Independent Board Member**

Pursuant to clause 1, Article 34 in DHG PHARMA's Charter and clause 1, Article 155 in the Law on Enterprises 2020, a BOD member must meet the following criteria and conditions:

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

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

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

Pursuant to clause 1, Article 2 in DHG PHARMA's Charter and clause 2, Article 155 in the Law on Enterprises 2020, an Independent Board Member must have the following additional criteria and conditions:

*(i) 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.*

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

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

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

*(v) Not ever holding the position of 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.*

#### **4. Application for the candidacy and nomination of an Independent Board Member**

A shareholder or a group of shareholders who are eligible to participate in the candidacy and nomination of the Independent Board Member for the remaining time of Term IV (2019 – 2023) of DHG Pharma, please kindly send your application to:

#### **THE BOD SECRETARY - DHG PHARMACEUTICAL JSC**

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

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

Email: [bod\\_dhg@dhgpharma.com.vn](mailto:bod_dhg@dhgpharma.com.vn) and [duongloan@dhgpharma.com.vn](mailto:duongloan@dhgpharma.com.vn)

Contact person: Duong Kim Loan – BOD Secretary, IR Team Leader of DHG Pharma

Deadline for submission of application: **4:30pm 05 Apr 2021**

#### Application includes:

- + Application for the candidacy and nomination of the Independent Board Member for the remaining time of Term IV (2019 – 2023).
- + Curriculum vitae declared by the applicant.
- + Declaration for the purpose of verifying independence.
- + A valid copy of ID card/citizen identification/passport of the candidate/nominated person.
- + A valid power of attorney for nomination (in case shareholder authorizes others to nominate).

Best regards.

**OBO. THE BOARD OF DIRECTORS  
CHAIRWOMAN**

#### Recipients:

- As above;
- Archived: BOD Secretary.

**Dang Thi Thu Ha**

[NOTICE: This Convocation Notice is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.]