

*Can Tho, dated 27 March 2015*

## **AGENDA AND WORKING AND VOTING REGULATIONS FOR THE ANNUAL SHAREHOLDERS' MEETING 2014 OF DHG PHARMACEUTICAL JOINT-STOCK COMPANY**

*Based on the Enterprise Law No. 60/2005/QH11 dated 29/Nov/2005;*

*Based on the Charter on organization and operation of DHG Pharmaceutical JSC approved on 28/04/2014 by DHG Pharma ASM 2013;*

*In order to make the Meeting perform well,*

The Meeting's Organisation Board respectfully presents the Meeting's agenda and working and voting regulations as follow:

### **I. OFFICIAL PROGRAM OF DHG PHARMA'S ANNUAL SHAREHOLDERS' MEETING 2014 (STOCK CODE: DHG)**

Time: Monday, 8am on 20 April 2015

Location: The new plant of DHG Pharma

Address: Tan Phu Thanh Industrial Zone, Chau Thanh A dist., Hau Giang province, Vietnam.

Time	Contents
8h00 – 08h20	Registration to attend the Meeting
08h20 – 08h35	Music show
08h35 – 08h45	Declaring reasons, introducing delegates
8hh45 – 09h00	Report on the verification of shareholders' status
9h00 – 09h15	<p>Agenda and voting rules <b>(asking for approval by raising voting form)</b>.</p> <p>Introduction <b>(asking for approval by raising voting form)</b></p> <p><b>The Presidium</b></p> <ul style="list-style-type: none"> <li>+ Mr. Hoang Nguyen Hoc – Chairman of BOD – Meeting's Chair</li> <li>+ Mr. Le Dinh Buu Tri – Deputy Chairman – Member</li> <li>+ Mrs. Pham Thi Viet Nga – BOD's member, CEO – Member</li> <li>+ Mr. Doan Dinh Duy Khuong – BOD's member, Deputy CEO - Member</li> </ul> <p><b>The Secretariat</b></p> <ul style="list-style-type: none"> <li>+ Mrs. Le Thi Hong Nhung – BOD's secretary – Head</li> <li>+ Mrs. Le Thi Hoang Niem – Legal expert – Member</li> </ul>

<b>Time</b>	<b>Contents</b>
9h00 – 09h15	<p><b>Inspection Board</b>  + Mr. Tran Quoc Hung – Head of BOS – Head  + Mr. Hua Truong Hai – Member</p> <p><b>Vote-counting Board</b>  + Mrs. Huynh Thi Kim Tuoi – Sales Director – Head  + Group of vote counting and data entry:  Ms. Duong Kim Loan  Mrs. Nguyen Thi Phuong Giang  Mr. Vo Linh Xuan  Mr. Tran Ngoc Phuc</p> <p><b>Nominate 1 shareholder as a representative to supervise the Vote-counting Board</b></p>
	<b>II. CONTENT</b>
09h15 – 10h45	<p><b>1. Approval of report of Board of Directors</b>  Part 1: Review the Company’s performance 2014  Part 2: Investment plans and business targets 2015  Part 3: Activities and remuneration of BOD 2014</p>
	<b>2. Report of BOS 2014</b>
	<b>3. Report on the audited consolidated financial statement 2014</b>
	<b>4. Statement on profit distribution in 2014 and plan for profit distribution in 2015</b>
	<b>5. Statement on amendments to the Company’s Charter (attached reference table)</b>
	<b>6. Statement on selecting an independent auditor for financial statements 2015</b>
<b>10h45-11h15</b>	<b>7. Discussing, asking questions, expressing opinions from shareholders, answers from the Presidium</b>
<b>11h15-11h25</b>	<b>8. Voting on the Meeting’s contents by “opinion sharing note”</b>
<b>11h25-11h45</b>	<b>Tea break</b>
<b>11h45-11h50</b>	<b>Announce the voting results</b>
<b>11h50 – 12h00</b>	<b>9. Approval of the Meeting’s Minutes.</b>
<b>12h00 – 12h10</b>	<b>10. Approval of the Meeting’s Resolution.</b>
<b>12h10</b>	<b>III. CLOSING</b>
<b>From 12h10</b>	<b>Lunch</b>

A shareholder or group of shareholders holding 5% of the total number of common shares for a period of six consecutive months is entitled to propose issues in the agenda of ASM. Proposals must be made in writing and must be sent to DHG Pharma before 4pm, 16/Apr/2015. Proposals must include full name of shareholder, number and type of shares owned, proposed content included in the agenda. The meeting’s Chair has right to reject proposals in the following cases:

- Proposals are inadequate or in incorrect content, not timely;
- At the time of proposing, the shareholder or group of shareholders does not own at least 5% of common shares for a period of at least six consecutive months;
- Proposals are inappropriate or violate the prohibitions of the law.

## II. WORKING REGULATIONS AT THE MEETING

### 1. Rights and obligations of shareholders

- All shareholders or valid representatives of shareholder have a right to attend the Meeting, contribute ideas and vote the Meeting's contents.
- Shareholders or valid representatives of shareholder have to pay themselves accommodation expenses during the time attending the Meeting. For shareholders attending the Meeting in person, please bring with you your original ID/Passport; and for the representatives, please bring with you original letter of attorney and ID/Passport.
- Late-arriving shareholders are allowed to register to attend the Meeting immediately, and then having right to vote at the Meeting, but having no right to vote contents passed before their attendance. (i.e. The validity of prior voting turns done before the arrival of late arriving shareholders will not be affected).
- The Shareholders' Meeting **is carried out** when it obtains an attendance of at least **65% of total shares with right to vote** in accordance with the shareholder's list recorded on **12/03/2015**. In case there is not enough ratios to carry out the meeting, refer to Article 21 of Company's Charter.
- The Annual General Meeting of Shareholder **2014** presided over by the Presidium. In order to help the Meeting running easily, conveniently and legally, shareholders must obey the Presidium's running, and respect the results of lawful approvals.
- The Meeting discusses and votes each issue included in the Meeting's agenda, which are belonged to shareholder's decision rights.
- Attendant shareholders who would like to give their opinions should register to the Organisation Board or rise hands. The Chair will invite each shareholder to express ideas. Shareholders are not permitted to give their opinions on issues having contents outside the Meeting's agenda.
- The Meeting's contents will be recorded adequately in the Minutes and Resolution by the Secretariat. The Minutes and Resolution will be pronounced and approved before closing the Meeting, announced within 24h and sent to all shareholders within 15 days since date the Meeting closed.

### 2. *Rights and obligations of the Board of verification of shareholder's status*

The Board of verification of shareholder's status who nominated by the Meeting's Organization Board, directly approved and monitored by Board of Supervision has duties as follows:

- Prepare a list of attendant shareholders and post it at the place where the Meeting happening,
- Receive and check ID/Passport, letter of attorney,
- Check on shareholder's status and quantity of attenders,
- Make a report on the verification of shareholder's status to present to the Meeting,
- Deliver voting forms to shareholders before they enter the conference room,

The Board of verification of shareholder's status has to be strictly honest, careful and bear full responsibility to their work.

### **3. Rights and obligations of the Presidium and the Secretariat:**

#### **3.1. The Presidium:**

- Has rights to control the Meeting logically and lawfully.
- Decides on issues related to the Meeting's sequence, formalities or other issues beyond to the Meeting's agenda.
- Has rights to delay the Meeting and change the Meeting's time and venue without asking for the Meeting's opinions in the cases: There are obstructed actions of an attender or many attenders, which badly affected the Meeting's order and security and/ or the Presidium comprehends that it is necessary to delay the Meeting in order to make it happened lawfully.
- In addition, the Presidium can postpone the Meeting when having the consent of the shareholders even though there are sufficient numbers of delegates needed to open the meeting. The delay cannot exceed three days from the intended opening day. The meeting, which re-held, will consider the contents included in the postponed meeting.

**3.2. The Secretariat:** recommended by the Presidium and approved by the Meeting, has duties to assist the Presidium in running the Meeting, record and pronounce the Meeting's minutes.

### **III. VOTING REGULATIONS**

#### **1. General rules on voting:**

- Each share is counted as one vote.
- Each shareholder or proxy, also called attender at the Meeting will be delivered 01 "voting form" and 01 "opinion-sharing note" printed shareholder's code and quantity of shares.
- The shareholder can receive more than 01 "voting form/opinion-sharing note" in case that they have more eligible authorization while the Organization Board does not add up the "voting form/opinion-sharing note" into 01 in time.

#### **2. Voting methods**

All the issues under deciding authority of shareholders have been voted by forms "rising the voting form" and "opinion-sharing note".

The shareholders give their decisions:

- "Approval" with the represented contents
- "Disapproval" with the represented contents
- "No opinion" with the represented contents
- "Other opinion" the represented contents.

#### **3. Record the voting results**

- The Meeting will elect a Vote-counting board. This board will checks and counts "approval sheets", "disapproval sheets", "no opinion", "other opinions" in

each issue for voting form of hand rising and voting form through “voting form” at the Meeting. Reporting results at the Meeting and send immediately to the Secretariat.

**4. Minimum ratio of voting needed to pass a content**

- To the issues on the amendment of Company’s Charter, it is only passed when approved by at least 75% of total voting shares of all attendant shareholders.
- To other issues, they are only passed when approved by at least 65% of total voting shares of the attendant shareholders.

**ON BEHALF OF ORGANIZATION BOARD  
HEAD OF THE BOARD**

(Signed)

**Hoang Nguyen Hoc**