

**PROPOSAL ON AMENDED AND SUPPLEMENTED CONTENTS OF THE CHARTER OF DHG PHARMA
AT THE SHAREHOLDER'S MEETING IN THE FISCAL YEAR 2014**

- Pursuant to the organization and operation chapter of DHG PHARMA approved by the GMS on 28/04/2014;
- Pursuant to the Law on Enterprise No. 68/2014/QH13 passed by the National Assembly on 26/11/2014 becoming effective as from 01/7/2015;
- Pursuant to Circular 121/2012/TT-BTC dated 26/7/2012 prescribing corporate governance applicable to public companies.

Note: Amended and supplemented contents bold and underlined

No	Current chapter	Proposed amendment and supplement	Rationale	Note
1.	<p>Article 1: Scope of amendment and subjects of application</p> <p>This Charter is a basic document stipulating on matters related to the organization, management and operation of DHG PHARMA. Shareholders, the BOD's members, CEO, and other managers in conjunction with all employees of DHG PHARMA shall respect and implement this Charter.</p>	<p>Article 1: Scope of amendment and subject for application</p> <p>This Charter is a basic document stipulating on matters related to the organization, management and operation of DHG PHARMA. Shareholders, the BOD's members, <u>supervisors</u>, CEO, and other managers in conjunction with all employees of DHG PHARMA shall respect and implement this Charter.</p>		Adding subjects of application for more complete and logical.
2.	Article 2: Explanation of terms			
3.	<p>1. In this chapter, the underneath terms are understood as follows:</p> <p>a. "DHG PHARMA" is DHG Pharmaceutical Joint-Stock Company.</p>	<p>a. "DHG PHARMA/<u>the Company</u>" is DHG Pharmaceutical Joint-Stock Company.</p>		
4.	k. "Law on Enterprise" means Law on	k. "Law on Enterprise" means Law on		Updated in accordance to Law on

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	Enterprise No. <u>60/2005/QH11 approved by the National Assembly on November 29, 2005.</u>	Enterprise No. <u>68/2014/QH13 approved by the National Assembly on November 26, 2014.</u>		Enterprise 2014.
5.	n. "Related person" means an individual or institution related directly or indirectly to DHG PHARMA in cases provided at Clause 17 of Article 4 of Law on Enterprises, <u>and/or provided at Clause 34, Article 6 of Securities Act.</u>	n. "Related person" means an individual or institution related directly or indirectly to DHG PHARMA in cases provided at Clause 17 of Article 4 of Law on Enterprises.	Clause 18 Article 4 of Law on Enterprises 2014	
6.	e. "Associated company" is a company with shares, capital without dominance of DHG PHARMA, established under the form of a limited company with two or more members, a joint-stock company, joint venture with foreigners or a foreign company. <u>List of dependent units, subsidiaries, associated companies of DHG PHARMA at the time of approval of the Charter listed in Annex I attached to this Chapter.</u>	e. "Associated company" is a company with shares, capital without dominance of DHG PHARMA, established under the form of a limited company with two or more members, a joint-stock company, joint venture with foreigners or a foreign company.		Recommend to remove annexes because it is not necessary and not obliged by Law on Enterprises and Circular 121/2012/TT-BTC.
7.		<u>Added by:</u> <u>1. A legal representative of the Company shall have the following responsibilities:</u> <u>a. Perform rights and obligations assigned in an honest, careful, best manner to ensure the legitimate interests of the Company;</u> <u>b. Be loyal to the benefits of the Company; not using information, secret, business opportunities of the Company,</u>	Article 14 of the Law on Enterprise 2014	One of the new points of Laws on Enterprise 2014: The company may have one or more legal representatives. So, it should be added specific responsibilities of the legal representative in the Company's

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		<p><u>not abusing position, title and using the assets of the Company for personal gain or for the benefit of other organizations and individuals;</u></p> <p><u>c. Notify timely, completely and accurately to the Company of such representatives and their related persons own or have shares, capital dominated other enterprises.</u></p> <p><u>2. The legal representative of the company shall personally be responsible for damages to the company for breach of the obligations specified in the Clause 1 of this Article.</u></p>		Charter.
8.	<p>Article 4: Operating objectives of DHG Pharma</p> <p>1. Scope of business and production of DHG Pharma</p>	<p><u>Adding lines of business:</u></p> <ul style="list-style-type: none"> - <u>Code of business line 4669: Trading, import and export of kinds of packaging in the field of medical, medicine, food and cosmetics.</u> - <u>Code of business line 4620: Trading, importing and exporting raw materials as feed for cattle, poultry and seafood.</u> 		Supplement to expand field of business of Supply Chain of the Company
9.	<p>Article 5: Scope of business and activities</p> <p>DHG PHARMA is allowed to plan and <u>conduct all business activities in accordance with the provisions of the business registration certificate</u> and this Charter, recurrent law and implement appropriate measures to achieve the</p>	<p><u>Amended by:</u></p> <p>DHG PHARMA is allowed to plan and <u>conduct all business activities in accordance with the provisions of</u> this Charter, recurrent law and implement appropriate measures to achieve the objectives of DHG PHARMA.</p> <p>DHG PHARMA can trade in the fields <u>not</u></p>	<p>Amended in accordance with Clause 1, Article 7 and Clause 1 Article 28 of Law on Enterprise</p>	<p>A new feature of Law on Enterprise 2014:</p> <ul style="list-style-type: none"> - Enterprise is allowed to trade fields not prohibited by law. - Fields of business are not shown on the

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	objectives of DHG PHARMA. DHG PHARMA can trade other fields which are <u>permitted by the law and passed by in the General Meeting of Shareholders.</u>	<u>prohibited by the law</u> and approved by the General Meeting of Shareholders.	2014	business registration certificate.
10.	Article 7: Stamp BOD decides to <u>approve an official stamp</u> of DHG PHARMA and this stamp is engraved in compliance with the law. BOD, CEO use and manage the stamp <u>as provisions of the current law.</u>	<u>Amended by:</u> BOD decides <u>form, quantity and content of an official stamp</u> of DHG PHARMA and <u>its units.</u> <u>Management and use of the stamp shall comply with the regulations on management and use of stamp issued by BOD.</u>	Amended in accordance with Article 44 of Law on Enterprise 2014	To unify the form of stamp in the whole system, it is proposed that the stamps shall be unified in the branches, representative offices. ⇒ In order to manage and use the stamp closely and conveniently in accordance to the law. It is proposed to build a regulation on management and use of stamp that should be approved by the BOD as guidelines of management and use of stamp in the Company and its subordinate units.
11.	Article 8: Chapter capital, shareholders 1. Charter capital of DHG PHARMA at the time of approval of this Charter is <u>653,764,290,000 VND (Six hundred fifty-three billion, seven hundred sixty-four</u>	<u>Amendment as follows:</u> 1. Charter capital of DHG PHARMA at the time of approval of this Charter is <u>871,643,300,000 VND (Eight hundred seventy one billion, six hundred forty three</u>	Updated as the certificate of securities registration No. 69/2006 /	

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	<p><u>million, two hundred and ninety thousand VND only).</u></p> <p>The total amount of charter capital of DHG PHARMA is divided into <u>65,376,429 shares</u> with a par value of 10,000 VND/ share.</p>	<p><u>million, three hundred thousand VND only).</u></p> <p>The total amount of charter capital of DHG PHARMA is divided into <u>87,164.330 shares</u> with a par value of 10,000 VND / share.</p>	GCNCP-VSD-8 on 27/6/2016 after issuance of shares with 3:1	
12.	<p>3. All shares of DHG PHARMA on the date of adoption of this Charter are ordinary shares, <u>including shares held by the State.</u> Holders of ordinary shares are referred as ordinary shareholders.</p>	<p>3. All shares of DHG PHARMA on the date of adoption of this Charter are ordinary shares. Holders of ordinary shares are referred as ordinary shareholders.</p>		Currently, all shares are ordinary shares.
13.	<p>5. Name, address, number of shares and other details about founding shareholders under the provisions of the Law on Enterprise will be set out in Annex II attached. Annex II is a part of this Charter.</p>			<ul style="list-style-type: none"> - List of the founding shareholders on the certificate of business registration will be probably removed. - The company has been equitized for more than 10 years, the limitation of founding shareholders no longer exist. ⇒ Propose: not apply this annex in the company chapter.
14.	<p>Article 14: Rights of shareholders</p>			
15.	<p>2. Person owning ordinary shares has following rights:</p> <p>Attend and express their view at the General Meeting of Shareholders and</p>	<p>2. Ordinary shareholders have following rights:</p> <p>Attend and express their view at the General Meeting of Shareholders <u>and</u></p>	Amended in accordance with Clause 3 Article 140 of	Specifying clearly rights of shareholders. Voting form will be specifically instructed in content of General

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	<u>perform voting right in person at the General Meeting of Shareholders or through an authorized representative or perform remote voting.</u> In case of the shares are transferred in the period from the completion date of shareholder list to the opening date of the General Meeting of Shareholders, a transferee has the right to attend the General Meeting of Shareholders replacing the transferor with the number of transferred shares. Each ordinary share has one vote;	<u>perform the voting right as regulation at Clause 1 Article 18 of this chapter.</u> In case of the shares are transferred in the period from the completion date of shareholder list to the opening day of the General Meeting of Shareholders, a transferee has the right to attend the General Meeting of Shareholders replacing the transferor with the number of transferred shares. Each ordinary share has one vote;	Law on Enterprise 2014	Meeting of Shareholders (Article 18 of the Company Charter)
16.	h. Request DHG PHARMA to acquire their shares in the cases specified in <u>Clause 1, Article 90</u> of the Law on Enterprises;	h. Request DHG PHARMA to acquire their shares in the cases specified in <u>Clause 1, Article 129</u> of the Law on Enterprises;		
17.	3. A shareholder or a group of shareholders holding 5% of the total number of ordinary shares for a period of consecutive six months has the following rights: a. Nominate members for the BOD or the BOS in accordance with the provisions of Clause 3 of Article 28 and Clause 2 of Article 45 of this Charter. b. Request the BOD to convene the General Meeting of Shareholders in accordance with the provisions of <u>Article 79 and Article 97 of the Law on Enterprises</u> The request must be made in writing, together with the required documents, evidence of violations of the BOD, or the	<u>Amended and added as follows:</u> 3. <u>A shareholder or group of shareholders holding 5% of the total number of ordinary shares for a period of six consecutive months has the following rights:</u> a. Nominate members of the BOD or the Supervisory Board in accordance with the relevant provisions of Clause 3 of Article 28 and Clause 2 of Article 45 of this Regulation. b. <u>Review and extract the minutes and resolutions of the BOD, mid-year, yearly financial statements in the form of Vietnam accounting system and reports of the Board of Supervision;</u>	Amendment in accordance with Clause 2 Article 114 of Law on Enterprise 2014	The new law stipulated a shareholder holding 10% of ordinary shares or other smaller proportion has a right to nominate, self-dominate to members of BOD but does not specify the number of candidates corresponding to percentage of ownership of 10% or more shares. ⇒ Propose: keep the

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	<p>seriousness of the violation or decisions beyond the authority.</p> <p>c. Check and receive copies or short list of shareholders entitled to attend and vote at the General Meeting of Shareholders.</p> <p>d. Request Board of Supervision to inspect each specific issue related to management and operation of DHG PHARMA if necessary. The request must be in writing; including full name, permanent address, nationality, identity card, passport or personal lawful identification for individual shareholders; name, permanent address, nationality, number of business registration of institutes; number of shares and date of registration of shares of each shareholder, the total number of shares of the shareholder group and percentage of ownership of shares of DHG PHARMA; issues needed to be inspected and purposes of inspection;</p> <p>e. Other rights stipulated in the Charter.</p>	<p>c. Check and receive copies or short list of shareholders entitled to attend and vote at the General Meeting of Shareholders</p> <p>d. Request to <u>convene the General Meeting of Shareholders in accordance with the provision of Clause 3, Article 114 and Point c, Clause 3, Article 136 of Law on Enterprise 2014 and in case the shareholder would like to exempt the implementation of public offering procedure, transferee owning 25% and more of shares has to right to vote, except other stipulations of Securities Law.</u></p> <p><u>The request must be made in writing, together with the required documents, evidences in accordance with Law on Enterprise and other related laws if any.</u></p> <p>e. The request must be in writing; including full name, permanent address, nationality, identity cards, passports or personal lawful identification for individual shareholders; name, permanent address, nationality, number of establishment or business registration of shareholders; number of shares and the date of registration of shares of each shareholder, the total number of shares of the group of shareholders and percentage of ownership of shares of DHG PHARMA; issues necessary for inspection and purposes of inspection;</p> <p>f. Other rights stipulated in the Regulations.</p>	<p>Amended in accordance with Clause 1, Article 32 of Securities, Item 11, Article 1 of amended, supplemented law of Securities law.</p>	<p>rate of 5% as currently.</p> <p>Securities Law does not clearly prescribe who has the right to request the Board of Directors for organizing to ask opinions from ASM about exemption of procedure of public bid for shareholders, investors when transferring shares resulting in ownership of 25% or more of the voting shares. Therefore, to protect the rights of shareholders and facilitate shareholders, investors during transfer, the recommendation is to add rights of shareholders in the Company's Charter.</p>

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18.	<p>Article 15: Obligations of shareholders</p> <p>1. Shareholders have the following obligations:</p> <p>a. Not allowed to withdraw capital by ordinary shares from DHG PHARMA any form, except DHG PHARMA or others acquire shares. In case shareholders have withdrawn partially or wholly share capital contrary to the provisions of this clause, members of the BOD and DHG PHARMA legal representative will be jointly liable on debts and obligations of other assets of DHG PHARMA within the value of the shares was withdrawn.</p> <p>b. Comply with DHG Pharma charter and DHG Pharma statutes; abide by decisions of the General Meeting of Shareholders, the Board of Directors;</p> <p>c. Pay share purchase subscribed under the regulations;</p> <p>d. Provide correct address when registering share purchase;</p> <p>e. Fulfil other duties as prescribed by the current legislation.</p> <p>f. Bear personal responsibility when making use of DHG PHARMA name to do one of the following acts</p> <ul style="list-style-type: none"> - Break the law - Conduct business and other transactions for their benefit or for the 	<p><u>Added by:</u></p> <p><u>Abiding by the resolutions of the Shareholders' meeting and the Board of Directors.</u></p>	<p>Amendment in accordance with Clause 3 Article 115 of Law on Enterprise 2014</p>	

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	benefit for other organizations and individuals; - Pay undue debt before financial risk which can happen for DHG PHARMA.			
19.	<p>Article 17: Rights and obligations of General Meeting of Shareholders</p> <p>2. Annual or unplanned General Meeting of Shareholders approves decisions in writing on the following issues:</p> <p>a. Going through annual financial statements;</p> <p>b. The level of annual dividend payment for each class of shares complies with Law on Enterprises and rights attached to such shares. <u>Dividend rate is not higher than that recommended by BOD after consultation with shareholders at the General Meeting of Shareholders;</u></p> <p>c. <u>Number of members of BOD</u></p> <p>d. <u>Selection of auditing company;</u></p> <p>e. Election, <u>dismissal and replacement</u> of members of the Board of Directors and Board of Supervision;</p> <p>f. Total remuneration for members of the BOD and the remuneration report of the BOD;</p> <p>g. Supplement and amend DHG PHARMA's charter;</p> <p>h. Type and number of new shares will</p>	<p><u>Amended & added by:</u></p> <p>2. Annual or unplanned General Meeting of Shareholders approves decisions in writing on the following issues:</p> <p>a. <u>Annual business plan of the Company;</u></p> <p>b. Going through annual financial statements;</p> <p>c. <u>Going through the Company's development orientation;</u></p> <p>d. The level of annual dividend payment for each class of shares complies with Law on Enterprises and rights attached to such shares</p> <p>e. Election, <u>dismissal</u> of members of the Board of Directors and Board of Supervision;</p> <p>f. Total remuneration for members of the BOD, <u>Board of Supervision</u>, and the remuneration report of the BOD and <u>Board of Supervision</u>;</p> <p>g. Supplement and amend DHG PHARMA's charter;</p> <p>h. Type and number of new shares will be issued for each class of shares;</p>	Amendment in accordance with Clause 2 Article 135 of Law on Enterprise 2014	

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	<p>be issued for each class of shares, <u>payment of each issue and rights of shareholders holding shares;</u></p> <p>i. <u>Split, merge or converse DHG PHARMA;</u></p> <p>j. <u>Dissolution (liquidation) of DHG PHARMA and appointment of liquidator;</u></p> <p>k. Review and handle violations of the BOD or the BOS causing detriment for DHG PHARMA and its shareholders;</p> <p>l. <u>Decision on investment in projects, transactions of assets sale of DHG PHARMA or purchase transactions worth 25% or more of total assets value of DHG PHARMA recorded in the lastest audited financial statements;</u></p> <p>m. DHG PHARMA acquires more than 10% of a type of shares issued;</p> <p><u>n. CEO is also a Chairperson of BOD;</u></p> <p>o. DHG PHARMA or its branches signed a contract with persons specified in Clause 1 of <u>Article 120</u> of Law on Enterprises with a value equal or greater than 20% of the total assets value of DHG PHARMA recorded in the lastest audited financial statement;</p> <p>p. Other issues under the provisions of this Charter and other regulations of DHG PHARMA.</p>	<p>i. <u>Reorganization, dissolution and bankruptcy of DHG PHARMA</u></p> <p>j. Review and handle violations of the BOD or the BOS causing detriment for DHG PHARMA and its shareholders;</p> <p>k. <u>Decision on investment or sale of assets of DHG PHARMA worth 25% or more of total assets value of DHG PHARMA recorded in the lastest audited financial statements;</u></p> <p>l. DHG PHARMA acquired more than 10% of a type of shares issued;</p> <p>m. DHG PHARMA or its branches signed a contract with persons specified in Clause 1 of <u>Article 162</u> of Law on Enterprises with a value equal or greater than 20% of the total assets value of DHG PHARMA recorded in the lastest audited financial statement;</p> <p><u>n. Report on Company's business and production.</u></p> <p><u>o. Report of the BOD on governance and result of operations of BOD and each member of BOD;</u></p> <p><u>p. Report of the BOS on result of performance of BOD and Executive Board.</u></p> <p><u>q. Report on self-assessment of performance of BOS and its member;</u></p> <p>r. <u>Plan for annual profit distribution</u></p> <p>s. <u>Number of members of BOD and</u></p>		<p><u>Regarding item k:</u></p> <ul style="list-style-type: none"> - Clause 2 of Article 135 of Law on Enterprise 2014 has allowed the Company Charter stipulates another ratio relevant to the Company's operations. - Currently, the Company's Charter specifies value of investment or sale of assets: CEO: 5% (# VND164.7 bn), the BOD: 25% (# VND823 bn), GMS: >25% of total assets value. - Due to total of assets has a great value to minimize risk. Recommendation is apply current rate of 25%. <p>Addition based on Article 27 and Article 44 of the Company Charter</p>

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		<u>BOS:</u> t. <u>Selection of an auditing institution;</u> u. <u>Changing business fields;</u> v. <u>Changing management structure of the Company under the provisions of Article 134 of Law on Enterprise.</u>		
20.	Article 18: Authorized representatives Shareholders may attend the General Meeting of Shareholders in accordance with one of the following forms:: a. Directly attend the General Meeting of Shareholders; b. Send voting form by registered letter to BOD not later than 01 day before the opening of the meeting. Head of the vote counting board of the General Meeting of Shareholders has right to open voting forms of such shareholder; c. Authorize other persons to attend the General Meeting of Shareholders. If there is more than one authorized representative, the number of shares and votes of each representative must be determined.	<u>Amended by:</u> Shareholders are considered to attend <u>and vote at the General Meeting of Shareholders</u> in the following cases: a. Directly attend the General Meeting of Shareholders; b. Send voting form by registered letter to BOD not later than 01 day before the opening of the meeting. Head of the vote counting board of the General Meeting of Shareholders has right to open voting forms of such shareholder; <u>c. Attend and vote via online conferences, electronic voting or other electronic forms;</u> <u>d. Send voting form to the meeting via mail, fax, e-mail.</u>	Amendment in accordance with Clause 2 Article 140 of Law on Enterprise 2014	A new point of the Law on Enterprise 2014: Shareholders may attend and vote via online conference; voting by email.
21.	Article 19: Changing the rights 1. Changing or canceling the special rights attached to a type of valid preferred shares if shareholders hold at least <u>sixty-</u>	Article 19: Changing the rights of <u>preferred shares</u> 1. Changing or canceling the special rights attached to a type of valid preferred shares if shareholders hold at least <u>fifty-one (51%)</u> of	Amendment in accordance with Article 114 of Law on	Adding the phrase "preferred shares" for clearer meaning

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	five (65%) of ordinary shares to attend the meeting and must be approved by shareholders holding at least seventy-five (75%) of voting rights of preferred shares.	ordinary shares to attend the meeting and must be approved by shareholders holding at least sixty-five (65%) of voting rights of preferred shares.	Enterprise 2014	
22.	<p>Article 20: Convocation of General Meeting of Shareholders, agenda and inform the General Meeting of Shareholders</p> <p>2. Convocator of the General Meeting of Shareholders must perform the following tasks:</p> <p>a. Prepare a list of shareholders eligible to participate and vote at the meeting no later than thirty days before the opening date of General Meeting of Shareholders; agenda and documents in accordance with the laws and regulations of DHG PHARMA;</p> <p>b. Determine time and venue of the meeting;</p> <p>c. Inform and send the meeting announcement of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.</p> <p>3. The meeting announcement of General Meeting of Shareholders includes agenda and relevant information on issues discussed and voted at the meeting. For shareholders made the securities depository, the announcement of the General Meeting of Shareholders shall be sent to the Central Depository and</p>	<p><u>Amended and added by:</u></p> <p>2. Convocator of the General Meeting of Shareholders must perform the following tasks:</p> <p>a. <u>List of shareholders eligible to participate and vote at the General Meeting of Shareholders is made not earlier than 05 days before the date of sending the invitation letter to the General Meeting of Shareholders;</u></p> <p>b. Determine the time and venue of the meeting;</p> <p>c. Inform and send the meeting announcement of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.</p> <p>3. The meeting announcement of General Meeting of Shareholders includes agenda and relevant information on issues discussed and voted at the meeting, <u>voting form and attorney form.</u></p> <p>a. <u>The meeting announcement may be sent by registered letter to the shareholder's address; and posted on the Company's website and daily central and local newspaper (if necessary).</u></p>	Amendment, supplement in accordance with Article 139 of Law on Enterprise 2014	<p>A new feature of Law on Enterprise 2014:</p> <ul style="list-style-type: none"> - The meeting announcement of General Meeting of Shareholders, if necessary, can be posted once on central or local newspapers. - Meeting documents of General Meeting of Shareholders may be posted on the company website and replaced for current form of registered letter.

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	<p><u>disclosed on media of the Securities Exchange/ Securities Trading Center, DHG PHARMA website. For shareholders who have not registered to securities depository, the announcement of the General Meeting of Shareholders may be sent by registered letter. In case the shareholder has notified in writing of fax number or e-mail address to DHG PHARMA, the announcement of the General Meeting of Shareholders shall be sent in writting to that fax number or e-mail address.</u> The annoucement of General meeting of shareholders must be sent at least fifteen (15) days before the opening of the General Meeting of Shareholders <u>(from the date the announcement is sent properly, are charged or are put into the mailbox).</u> The announcement of General Meeting of Shareholders shall be <u>disclosed on DHG's website and sent to shareholders. If documents are not attached into the meeting annoucement of general meeting of shareholders, the meeting announcement must state clearly address of website.</u></p> <p><u>Shareholders who have not registered securities depository shall be obligated to provide address contact to be sent the meeting announcement of General Meeting of Shareholders. If not providing the address, they will lose rights to complain about not receiving such notification</u></p>	<p>The meeting announcement of General meeting of shareholders must be <u>sent fifteen (15) days at the latest before the opening of the General Meeting of Shareholders.</u></p> <p>b. <u>Sending of the meeting documents and annoucement prescribed in this clause can be replaced with posting on the company website. In this case, the meeting announcement shall be specified place, way to load documents and if required, the handout must be sent to the shareholders.</u></p>		

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23.	<p>8. In case all shareholders representing 100% of shares with voting rights in person participate or authorize representatives at the General Meeting of Shareholders, decisions completely approved by General Meeting of Shareholders shall be considered validity even in case of the General Meeting of Shareholders do not follow proper <u>procedures</u> or content for voting outside the program.</p>	<p><u>Amended, added, and separated into:</u> Expiry of Resolutions of General Meeting of Shareholders</p> <p>1. Resolutions of the General Meeting of Shareholders shall come effective from the date of adoption or from the effective time specified in the resolution</p> <p>2. Resolutions of the General Meeting of Shareholders approved by 100% of total shares with voting rights are legitimate and valid immediately even when the <u>order and procedures</u> to approve these resolutions are wrong.</p> <p>3. <u>In case a shareholder or group of shareholders requests the court or arbitrator to cancel the resolutions of the General Meeting of Shareholders in accordance with the provisions of Article 147 of Law on Enterprise, these resolutions will remain effective until the court, arbitrator has other decisions, except application of a temporary emergency measure as decided by the competent authority.</u></p>	Article 148 of Law on Enterprise 2014	Split into separate article for easy research.
24.	<p>Article 21: Conditions to conduct General Meeting of Shareholders</p> <p>1. General Meeting of Shareholders shall be conducted when the number of shareholders represents <u>at least 65% of shares with voting rights.</u></p> <p>2. In case there is no sufficient number of delegates <u>within thirty minutes</u> from the</p>	<p><u>Amendment as follows:</u></p> <p>1. General Meeting of Shareholders shall be conducted when the number of shareholders represents <u>at least 51% of the shares with voting rights.</u></p> <p>2.. In case there is no sufficient number of delegates required as stipulated in Clause 1 of this charter, the meeting shall be convened at the second time within 30 days from the</p>	Amendment in accordance with Article 141 of Law on Enterprise	A new feature of Law on Enterprise 2014: conditions to conduct the first General Meeting of Shareholders are to reduce the

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	<p>opening of the meeting, the meeting shall be convened within thirty days from the scheduled date for the first General Meeting of Shareholders. The reconvoation of the Meeting only is conducted if participants including shareholders and authorized representatives to attend the meeting represent <u>at least 51% of shares with voting rights.</u></p> <p>3. In case the second meeting cannot conduct due to <u>insufficient number of delegates within thirty minutes since the opening the meeting</u>, the third General Meeting of Shareholders may be convoked within twenty days since the time set for second meeting tentatively, and in this case the meeting is conducted irrespectively of the number of shareholders or their authorized representatives to attend and be considered valid and have the right to decide all matters approved by General Meeting of Shareholders at the first time.</p> <p>4. <u>At the request of the Chairperson, the General Meeting of Shareholders may change agenda</u> which attached with invitation letter stipulated in Clause 3 of Article 20 of this Regulation.</p>	<p>scheduled date for the first General Meeting of Shareholders. The second Meeting only is convened once number of shareholders attending the meeting accounts for <u>at least 33% of the shares with voting rights.</u></p> <p>3. Where the second meeting cannot conduct due to insufficient conditions for conduction according to Clause 2 of this regulation, the third General Meeting of Shareholders may be called set within twenty days since the time set for tentatively second meeting. <u>In this case the meeting is conducted irrespectively of the number of shareholders or their authorized representatives to attend.</u></p> <p>4. <u>Only new General Meeting of Shareholders may decide to change the agenda</u> attached with invitation letter stipulated in Clause 3 of Article 20 of this Regulation.invitation stipulated in Clause 3 of Article 20 of this Regulation.</p>	2014	percentage of meeting participants at 65% instead of 51%, the second one from 51% to 33%.
25.	Article 22. Procedures for meeting and voting at the General Meeting of Shareholders			
26.	3. Shareholders who lately come to attend the General Meeting of Shareholders	<p><u>Amendment as follows:</u></p> <p>3. Shareholders who lately come to attend</p>	Amendment in	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	have the right to register for participation and then have the right to vote at the meeting. The chairperson shall not be responsible for stopping the meeting to wait late shareholders and the already-made voting in the meeting is still valid and <u>not affected</u> by late participants.	the General Meeting of Shareholders have the right to register for participation and then have the right to vote at the meeting. The chairperson shall not be responsible for stopping the meeting to wait late shareholders and the already-made voting in the meeting before the late participants to come <u>has not been changed.</u>	accordance with Clause 6 Article 142 of Law on Enterprise 2014	
27.	4. Chairperson of the BOD chaired the General Meeting of Shareholders convened by the BOD. If the chairperson is absent or temporarily unable to work, the remaining members elect one of them to chair the meeting. <u>In other cases, the person who signs to convene the General Meeting of Shareholders facilitate/chair the meeting and one who has got the highest number of votes become chairperson.</u> Where the election of the chairperson occurs, the name of the Chairperson to be nominated and number of votes shall be announced.	<p><u>Amendment and supplement as follows:</u></p> <p>5. Chairperson of the BOD chaired the General Meeting of Shareholders convened by the BOD. If the chairperson is absent or temporarily unable to work, the remaining members elect one of them to chair the meeting according to the majority rule. <u>Where the chairperson is not elected the Supervisory Board to control the meeting will elect the chairperson</u> and one who has got the highest number of votes become chairperson of the meeting;</p> <p>In other cases, the person who signs to convene the General Meeting of Shareholders facilitate/chair the meeting and one who has got the highest number of votes become chairperson of the meeting.</p> <p><u>The chairperson appoints one or some to be a secretary of the meeting;</u></p> <p><u>General Meeting of Shareholders shall elect one or more in the voting committee to check votes as chairperson's request.</u></p>	Amendment in accordance with Clause 2 Article 142 of Law on Enterprise 2014	<p>New point of the Law on Enterprise 2014:</p> <ul style="list-style-type: none"> - Head of the Board of Supervision to control the meeting elected chairperson of the meeting where the BOD cannot appoint a secretary. - The chairperson appoints one to be a secretary of the meeting;
28.	6. Chairperson of General Meeting of Shareholders can postpone the meeting	<p><u>Amended by:</u></p> <p>Chairperson of General Meeting of</p>		

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>even sufficient number of delegates and transfer to another time and place decided by the chairperson without consultation of the meeting if:</p> <p>a. Participants may not have comfortable seats in the meeting;</p> <p>b. Behavior of participants causes or potentially causes disarrange of the meeting.</p> <p>c. The postponement is necessary for lawful conduction of the meeting.</p> <p><u>In addition, Chairperson may postpone a meeting upon the request or consent of the Meeting Shareholders with sufficient number of delegates. The delay shall not exceed three days after the planned opening meeting. The meeting will only consider works that ought to have been legally solved in Meeting delayed before.</u></p>	<p>Shareholders can postpone the meeting even sufficient number of delegates and transfer to another time and place decided by the chairperson without consultation of the meeting if:</p> <p>a. The meeting venue has not enough seats for all participants;</p> <p><u>b. Media at the venue does not ensure participants feel comfortable to discuss and vote in the meeting;</u></p> <p>c. Participants <u>obstruct,</u> cause disarrange or <u>show a risk that the meeting is not conducted fairly and lawfully.</u></p> <p>The delay of the meeting shall not exceed 03 days from the date of the tentatively scheduled meeting.</p>	<p>Amendment in accordance with Clause 8 Article 142 of Law on Enterprise 2014</p>	
29.	<p>7. In case Chair postpones or halts the General Meeting of Shareholders contrary to the provisions in Clause 6 of this Article, the Meeting Shareholders shall elect another person from participants for replacement of the Chair to run the meeting until the closing of meeting and validity of votes at the meeting <u>shall not be affected.</u></p>	<p>7. In case Chair postpones or halts the General Meeting of Shareholders contrary to the provisions in Clause 6 of this Article, the Meeting Shareholders shall elect another person from participants for replacement of the Chair to run the meeting until the closing of meeting and validity of votes at the meeting <u>shall not be effective for implementation.</u></p>	<p>Amendment in accordance with Clause 9 Article 142 of Law on Enterprise 2014</p>	
30.	<p>9. <u>The BOD</u> may request shareholders or authorized representatives to attend the General Meeting of Shareholders subject to inspection or security measures that the</p>	<p>9. <u>The convener</u> of the General meeting of Shareholders has the following rights:</p> <p>a. To request all participants subject to inspection or other lawful and appropriate</p>	<p>Amendment in accordance with Clause 7</p>	<p>Clause 4b & c</p>

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	Board of Directors considers appropriate. If shareholders or authorized representatives refused to comply with the provisions of inspection or security measures mentioned above, the Board of Directors, after careful consideration may refuse or expel that participants out of the meeting.	security measures. b. To request a competent authority to maintain order of meetings; expel those who do not abide by the presiding authority of the Chairperson, intentionally disturb the peace, prevent the normal progression of the meeting or not comply with requirements of security checking when leaving the Meeting; To request the competent authority to maintain meetings in good manner ; to expel those who do not abide by the chairperson's management, intentionally cause trouble, hinder the normal progression of the meeting or not in compliance with the requirements of security when leaving the General Meeting of Shareholders;	Article 142 of Law on Enterprise 2014	Article 16 stipulates that the Board of Supervision, group of shareholders also have the right to convene the General Meeting of Shareholders. Therefore, the convener of the meeting is requested to be cable to manage all the sbove subjects.
31.	10. <u>The BOD</u> , after careful consideration, may undertake measures which the Board of Directors deems appropriate to: 	<u>Amendment as follows:</u> 10. <u>The convener of the General Meeting of Shareholders</u> , after careful consideration, may undertake measures which the Board of Directors deems appropriate to: 		
32.	11. In case the General Meeting of Shareholders may apply the above mentioned measures, when determining the meeting venue, the <u>BOD</u> can: 	11. In case the General Meeting of Shareholders may apply the above mentioned measures, when determining the meeting venue, the <u>the convener of the General Meeting of Shareholders</u> can: 		

No	Current chapter	Proposed amendment and supplement	Rationale	Note
33.	<p>Article 23: Approval of the GMS's decisions</p> <p>1. Unless otherwise provides in Clause 2 of this Article, the BOD's decisions on the following issues will be approved when getting from 65% and more of the total of votes of shareholders be entitled to vote in person or through an authorized representative present in the meeting</p> <p>a. <u>Approving the annual financial statements;</u></p> <p>b. <u>Short and long-term development plan of DHG PHARMA;</u></p> <p>c. Dismissal, replacement of a member of the Board of Directors and Supervision Board and reporting appointment of CEO by the Board of Directors.</p> <p>d. Other issues within the Board of Directors' competence, but belonging the Clause 2 of this Article.</p> <p>2. The decisions of the Board of Directors related to amendment of the Charter, type of shares, and quantity of shares offered for sale, merger, reorganization and dissolution of DHG Pharma, transaction of asset selling of DHG Pharma or its branches or purchasing transaction conducted by DHG Pharma and its branches with the value from 25% and more on the total value of DHG Pharma's assets that calculated on the last audited accounting records will only be approved by 75% and more of the total votes of the shareholders entitled to vote present in the meeting or through an authorized representative being on the meeting.</p>	<p><u>Amended by as follows:</u></p> <p>1. <u>Unless otherwise provides in Clause 2 and Clause 3 of this Article, the GMS's resolutions will be approved when getting from 51% and more of the total of agreement votes of all shareholders attending the meeting</u></p> <p>2. The AGM's resolutions on the following issues will be approved by <u>at least 65%</u> of the total of agreement votes of all shareholders attending the meeting:</p> <p>a. Type of shares and total of shares of each type;</p> <p>b. <u>Change of business careers, fields;</u></p> <p>c. <u>Change of the Company's organization and management structure;</u></p> <p>d. Dismissal, replacement of a member of the Board of Directors and Supervision Board and reporting appointment of CEO by the Board of Directors;</p> <p>e. <u>Investment project or assets selling worth equal to or greater than 25% of the total value of assets recorded in the latest financial statements of the Company or other rate or value smaller than the Company Charter;</u></p> <p>f. <u>Reorganization, dissolution of the Company.</u></p> <p>3. For voting to select a member of the Board of Directors and <u>a Supervisor</u> must be performed according to complied with gathering votes, in which each shareholder has a total number of votes corresponding with the total of number of owned shares multiplied with the number of elected</p>	<p>Amended, added in accordance with Article 144 of Law on Enterprise 2014.</p>	<p>A new feature of the Law on Enterprise 2014:</p> <ul style="list-style-type: none"> - Rate regulation according to the content at AGM: 51% and 65% (Law on Enterprise 2005 stated 65% and 75%). - Specifying more clearly about votes gathering.

No	Current chapter	Proposed amendment and supplement	Rationale	Note
34.		<p><u>Added:</u></p> <p><u>Form has been approved by the AGM's Resolution</u></p> <p><u>1. The AGM has approved decisions under the authority by voting form at the meeting or consultation in writing.</u></p> <p><u>2. The ASM's Resolution on the following issues must be approved by voting at the AGM:</u></p> <p><u>a. Amending, adding content of the Company Charter;</u></p> <p><u>b. The Company's development orientation;</u></p> <p><u>c. Type of shares and total of shares of each type;</u></p> <p><u>d. Electing, dismissing a member of the Board of Directors and Board of Supervisors;</u></p> <p><u>d. Investment decisions or sales of assets with a value equal to or greater than 25% of the total of assets value recorded in the Company's latest financial statement, or other smaller rates, values specified by the Company,</u></p> <p><u>e. Approving the annual financial statements;</u></p> <p><u>g. Reorganization, liquidation of the Company.</u></p>	Added in accordance with Article 143 of Law on Enterprise 2014	
35.		<u>Added by:</u>	Added in	The Company can

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<u>5. The AGM's Resolutions must be notified to the Shareholders entitled to attend the AGM within 15 days after the resolutions are approved by publishing on the Company's website.</u>	accordance with Article 143 of Law on Enterprise 2014	publish the resolutions on its website instead of sending directly to shareholders.
36.	<p>Article 24: Authority and way to collect suggestions of the shareholders in writing in order to approve the AGM's decisions</p> <p>The AGM's decisions have been approved under collecting suggestions in writing if the number of shareholders represented <u>at least 75% of the total of voting rights has been approved.</u></p> <p>Authority and way to collect suggestions of shareholders in writing to approve the AGM's resolutions should be have been conducted by the following specifications:</p> <p>1. The Board of Directors has the right to collect suggestions from shareholders in writing at any time if deemed necessary in the interest of DHG PHARMA.</p> <p><u>According to the BOD's decisions, the following issues may be collected suggestions from shareholders in writing to approve the AGM's decisions:</u></p> <p><u>a. Decisions of type of shares or the total number of shares of each type to be offered;</u></p>	<p><u>Sửa đổi như sau:</u></p> <p>The AGM's decisions have been approved under collecting suggestions in writing if the number of shareholders represented <u>at least 51% of the total of voting rights has been approved.</u></p> <p>Authority and way to collect suggestions of shareholders in writing to approve the AGM's resolutions should be have been conducted by the following specifications:</p> <p>1. The Board of Directors has the right to collect suggestions from shareholders in writing at any time if deemed necessary in the interest of DHG PHARMA.</p> <p>2. The Board of Directors prepares opinion forms, resolution drafts of the AGM, documents explaining the resolution drafts and sends to all shareholders with voting rights at the latest 10 days before deadline of returning feedback forms. The preparation of the list of shareholders to send feedback forms has been employed in accordance with the provisions of Clause 2 Article 20 of the Charter. Requirements and way of sending feedback forms and accompanying documents have been complied with <u>Clause</u></p>	Amended in accordance with Clause 4 Article 144 of Law on Enterprise 2014	A new feature of the Law on Enterprise 2014: For the form of suggestion collection in writing, the voting rate of 51% is approved (Law on Enterprises being 75%)

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p><u>b. Adjustment of content of the Certificate of Business Registration in accordance with the actual demand of the Company;</u></p> <p><u>c. Other issues not contrary to Law on Enterprises.</u></p>	<u>3 Article 20 of this Charter.</u>		
37.	Article 25: Minutes of the AGM			
38.	<p>1. The AGM's minutes must be finished and approved prior to the closing of the General Meeting of Shareholders. The minutes shall be included the following main content:</p> <p>a. Name, address of head office, number and date of issue of <u>Certificate of Business Registration, business registration place;</u></p> <p>b. Time and place of the General Meeting of Shareholders;</p> <p>c. Program and content of the meeting;</p> <p>d. Chairperson and secretary;</p> <p>e. Summary of meeting happenings and opinions stated in the AGM on each issue in the agenda of the meeting;</p> <p>f. Number of shareholders and the total number of votes of present shareholders, appendix of list of registered shareholders, present representative of shareholders with the corresponding number of shares and votes;</p> <p>g. The total number of votes for each</p>	<p><u>Amended as follows:</u></p> <p>1. The General Meeting of Shareholders shall be recorded in writing <u>and recorded or taken notes in the form of other electronics. The minutes shall be made in Vietnamese and also foreign language</u> and shall be included the following main content:</p> <p><u>a. Name, address of head office, enterprise code;</u></p> <p>b. Time and place of the General Meeting of Shareholders;</p> <p>c. Program and content of the meeting;</p> <p>d. Chairperson and secretary;</p> <p>e. Summary of meeting happenings and opinions stated in the AGM on each issue in the agenda of the meeting;</p> <p>f. Number of shareholders and the total number of votes of present shareholders, appendix of list of registered shareholders, present representative of shareholders with the corresponding number of shares and votes;</p> <p>g. The total number of votes for each</p>	Amended in accordance with Article 146 of Law on Enterprise 2014	A new feature of Law on Enterprise 2014: apart from recorded in writing, Secretary of the ASM can recorded and kept by electronic form.

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>voting issue, which clearly indicated the total number of agreed, disagreed votes and no comments; corresponding rates on the total number of votes of the present shareholders.</p> <p>h. Approved decisions;</p> <p>i. Full names, signatures of Chairperson and secretary.</p>	<p>voting issue, <u>which clearly indicated voting way, the total number of valid, invalid votes</u>, the total number of agreed, disagreed votes and no comments; corresponding rates on the total number of votes of the present shareholders.</p> <p>h. Approved issues and <u>approved rate of corresponding votes</u>;</p> <p>i. Full names, signatures of Chairperson and secretary.</p> <p>The AGM's must be completed and approved prior to the closing of the General Meeting of Shareholders.</p> <p><u>The minutes made in Vietnamese and foreign language has the same legal validity. Where there are differences in content between Vietnamese and foreign language, the content of Vietnamese version will be applied.</u></p>		
39.	<p>i. Chairperson and Secretary of the General Meeting of Shareholders shall be jointly responsible for truthfulness and accuracy of the Minutes' content. The Chairperson shall be responsible for holding storage of the ASM's minutes and sending to all shareholders within 15 days from the ending of the AGM. The AGM's minutes is considered a real evidence of works happening in the ASM except objections about content of the minutes and will complied with specified procedures within 10 days from the date of sending the minutes. The minutes must be made in</p>	<p><u>Added by:</u></p> <p>3. Chairperson and Secretary of the General Meeting of Shareholders shall be jointly responsible for truthfulness and accuracy of the Minutes' content. The Chairperson shall be responsible for holding storage of the ASM's minutes and sending to all shareholders within 15 days from the ending of the AGM. <u>Sending of vote-counting minutes shall be posted on the Company's website.</u></p> <p>The AGM's minutes is considered a real evidence of works happening in the ASM</p>	<p>Amended in accordance with Article 146 of Law on Enterprise 2014</p>	<p>A new feature of Law on Enterprise 2014:</p> <ul style="list-style-type: none"> - Minutes must be sent or posted the Company's website. - Specifying clearly storing of minutes and documents of the ASM.

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	Vietnamese with signatures of the Chairperson and Secretary and made under the provisions of Law on Enterprise and this Charter. <u>Records, minutes, signatures of the present shareholders and authorized documents for attending the meeting shall be kept at DHG's headoffice.</u>	except objections about content of the minutes and will comply with specified procedures within 10 days from the date of sending the minutes. Minutes of the General Meeting of Shareholders, <u>appendix list of shareholders registering to attend the meeting, approved resolution and related documents attached to the meeting-invited announcement must be kept at the Company's headoffice.</u>		
40.	Article 26: Requirement of cancel of decisions of the General Meeting of Shareholders Within 90 days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting result, the shareholders, the BOD's members, CEO, Board of Supervision may request Court or Arbitrator to consider, cancel the ASM's decisions in the following cases: 1. Order and procedure for convening the General Meeting of Shareholders do not perform in accordance with the law and this Charter; 2. Order, procedure for making decisions and content of violation of the law or this Charter.	<u>Amended by:</u> Within 90 days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting result, <u>the shareholders, group of shareholders specified at Clause 3 Article 14</u> of this Charter may request Court or Arbitrator to consider, cancel the ASM's decisions in the following cases: 1. Order and procedure for convening the meeting and <u>making decisions</u> of the General Meeting of Shareholders do not perform in accordance with the law and this Charter, <u>unless the ASM's resolution is approved by 100% of the total number of shares having the right to vote.</u> 2. <u>The resolution's content breaking the law or the Company's Charter.</u>	Amended in accordance with Article 147 of Law on Enterprise 2014	
41.	Article 27: Rights and obligations of the Board of Directors			

No	Current chapter	Proposed amendment and supplement	Rationale	Note
42.	<p>4. Rights and obligations of the Board of Directors are prescribed by the law, the Charter, DHG PHARMA's internal regulations and decisions of the ASM. Specifically, the Board of Directors has the following rights and obligations:</p> <p>a. <u>Deciding medium-term and annual strategies, plan of production business development, annual budget;</u></p> <p>b. Proposing long-term <u>development strategy</u> of DHG PHARMA; Identifying <u>operation targets</u> on the basis of strategic targets approved by the General Meeting of Shareholders;</p> <p>c. Proposing increase, decrease in charter capital and transfer of shares;</p> <p>d. Proposing annual dividend rate and determining dividend rate in advance; holding dividend payment;</p> <p>e. Proposing type of shares to be probably issued and the total of number of shares issued on each type;</p> <p>f. Proposing issuance of bonds, bonds changed to shares, and warrants allowing owners to buy shares at a predetermined price;</p> <p>g. Proposing reorganization or dissolution of DHG PHARMA;</p> <p>h. Deciding to convene, prepare content, organize the annual and unusual General Meeting of Shareholders;</p>	<p><u>Amended by:</u></p> <p>4. Rights and obligations of the Board of Directors are prescribed by the law, the Charter, DHG PHARMA's internal regulations and decisions of the ASM. Specifically, the Board of Directors has the following rights and obligations:</p> <p>a. Deciding medium-term and annual strategies, plan of production business development, annual budget;</p> <p>b. Proposing long-term <u>development orientation</u> of DHG PHARMA; Identifying <u>targets</u>, operation <u>strategies</u> on the basis of <u>development orientations approved</u> by the General Meeting of Shareholders;</p> <p>c. Proposing increase, decrease in charter capital and transfer of shares;</p> <p>d. Proposing annual dividend rate and determining dividend rate in advance; holding dividend payment;</p> <p>e. Proposing type of shares to be probably issued and the total of number of shares issued on each type;</p> <p>f. Proposing issuance of bonds, bonds changed to shares, and warrants allowing owners to buy shares at a predetermined price; <u>Deciding issuance of bonds, borrowing from credit organizations and mobilizing more capital by other forms;</u></p> <p>g. Proposing reorganization or dissolution of DHG PHARMA;</p>		<p>Điều lệ Công ty quy định quyền và nghĩa vụ của HĐQT tại khoản 4 và khoản 5, Điều 27. Đề nghị gộp lại cho nhất quán.</p>

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>i. Reporting assignment of CEO by the Board of Directors to the General Meeting of Shareholders;</p> <p>j. Assigning and dismissing the Company's managers at the request of CEO and deciding their level of salary;</p> <p>k. Deciding organization structure of Board of Management, function departments; internal management rules of DHG PHARMA;</p> <p>l. Resolving complaints of DHG PHARMA for managers as well as deciding selection of representative of DHG PHARMA to solve issues related to the legal procedures against those managers;</p> <p>m. Deciding on giving price of bonds, shares and convertible securities in case of the General Meeting of Shareholders authorized;</p> <p>n. Appointing, resigning, dismissing CEO, Deputy CEO or managers, or representative of DHG PHARMA when the Board of Directors is deemed that it is for supreme interests of DHG PHARMA. The above dismissal is not contrary to the contractual rights of the dismissed persons (if any);</p> <p>o. Deciding on bonus, standards and conditions to get bonus, bonus by shares, cash or other forms to shareholders or people who are not shareholders but holding key management positions in DHG PHARMA with many contributions to the</p>	<p>h. Deciding to convene, prepare content, organize the annual and unusual General Meeting of Shareholders;</p> <p>i. Reporting assignment of CEO by the Board of Directors to the General Meeting of Shareholders;</p> <p>j. Assigning and dismissing the Company's managers at the request of CEO and deciding their level of salary;</p> <p>k. Deciding organization structure of Board of Management, function departments; internal management rules of DHG PHARMA; <u>Decision on establishing a subsidiary, a branch or representative office and the capital contribution, shares purchase of other enterprises;</u></p> <p>l. Resolving complaints of DHG PHARMA for managers as well as deciding selection of representative of DHG PHARMA to solve issues related to the legal procedures against those managers;</p> <p>m. Deciding on giving price of bonds, shares and convertible securities in case of the General Meeting of Shareholders authorized;</p> <p>n. <u>Appointment, resignation, dismissal Chairperson of BoD;</u> Appointing, resigning, dismissing CEO, Deputy CEO or managers, or representative of DHG PHARMA when the Board of Directors is deemed that it is for supreme interests of DHG PHARMA. The above dismissal is not contrary to the contractual rights of the dismissed persons (if</p>	<p>Additional accordance with the provisions of Clause 6 Article 152 of the Law on Enterprise</p>	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>development of DHG PHARMA;</p> <p>p. Carrying out rights and obligations of DHG PHARMA to subsidiaries, associated companies wholly owned charter capital, or equity, dominant capital by DHG PHARMA, as defined in Article 60, Article 61 and Article 62 of this Charter.</p>	<p>any);</p> <p>o. Deciding on bonus, standards and conditions to get bonus, bonus by shares, cash or other forms to shareholders or people who are not shareholders but holding key management positions in DHG PHARMA with many contributions to the development of DHG PHARMA;</p> <p>p. Carrying out rights and obligations of DHG PHARMA to subsidiaries, associated companies wholly owned charter capital, or equity, dominant capital by DHG PHARMA, as defined in Article 60, Article 61 and Article 62 of this Charter.</p> <p><u>q. Through contracts of purchasing, selling, loaning, granting loans and other contracts with a equal value or 25% greater than the total value of assets recorded in the latest financial statements of the company. This provision does not apply to investment decisions or selling property sale value equal to or greater than 25% of the total value of assets recorded in the financial statements of the companies most recent.</u></p> <p><u>r. Supervise and direct CEO and other mangagers in daily business executive management of the company;</u></p> <p><u>s. Decisions on aquisition is not more than 10% of the total number of shares of each class which has been offered within 12 months, but must comply with the provisions of Article 130 of the Law on Enterprise 2014</u></p>	<p>Additional accordance with the provisions of Article 149 of the Law on Enterprise 2014</p>	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<p><u>and law on purchase, selling, transfer of current stock;</u></p> <p><u>t. Decisions on investment plans and projects within the authority and limits prescribed by this Charter and the law</u></p> <p><u>u. Decisions on solutions for market development, marketing and technology;</u></p> <p><u>v. Decisions on investment which is not in the business plan and budget in excess of 10% of the planned value and the annual business budget.</u></p> <p><u>w. Indicate and dismiss those who authorized by DHG Pharma to be commercial representatives and lawyers of DHG Pharma.</u></p> <p><u>x. The rights and obligations under this Charter provisions and regulations of internal governance of the Company.</u></p>		
43.		<p>Add Article: Right to be provided information of members of the Board of Directors</p> <p><u>1. Members of the Board of Directors may request CEO, Deputy CEO, managers of the company to provide information and documents on financial condition, business operations of the company and of the units in the company.</u></p> <p><u>2. Managers are required to provide timely, completely and accurately information and documents as requested in writing by members of the Board of</u></p>	Adding accordance with Article 155 of the Law on Enterprise 2014	Institutionalizing rights to be provided information of the Board of Directors through a written request

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<u>Directors.</u>		
44.	<p>Articel 28: Composition and tenure of members of the Board</p> <p>1. The number of members of the Board of Directors is at least <u>five (05) persons</u> and maximum of eleven (11) people. <u>In which, the number of independent members of the Board of Directors accounted for at least one third of the total members of the Board of Directors. The minimum number of the independent members of the Board of Directors is determined by the method of rounding down.</u></p> <p>The term of the Board of Directors is five (05) years. The term of the BOD's members shall not exceed five (05) years; the BOD's members may be re-elected for unrestricted number of terms by the method of cumulative voting.</p>	<p><u>Added by:</u></p> <p><u>Number of the Board of Directors must reside in Vietnam accounted for at least 3/4 of the total number of members of the Board of Directors.</u></p>	Adding accordance with Article 150 of the Law on Enterprise 2014	Article 150 of the Law on Enterprise 2014 prescribes: the number of members of BoD must reside in Vietnam regulated by the company charter. ⇒ Proposed: adding the minimum ratio of BoD's members residing in Vietnam is $\frac{3}{4}$.
45.	<p><u>2. Members of the Board of Directors assigned by the founding shareholders based on ownership proportion of shares. The founding shareholders are entitled to gather the percentage of shares ownership to vote to nominate the members of the Board of Directors.</u></p>	<p><u>2. In case all members of BoD finish their terms, they will be members of BoD until new members are voted to replace and take over the job, except that the company charter has other stipulations.</u></p>	Adding accordance with Clause 3 Article 150 of the Law on Enterprise 2014	
46.	<p><u>5. Members of the Board of Directors are not necessarily shares holders of</u></p>	Skip this content because it overlaps with Clause 1 Article 29 of the Company charter.		

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<u>DHG PHARMA</u>			
47.	<p>Article 29: Standards, conditions, rights and responsibilities of members of the Board of Directors</p> <p>1. Members of the Board of Directors shall have standards and conditions hereinafter:</p> <p>a. Enough capacity for civil acts , not being prohibited subjects in corporate management under the provisions of Clause 2 , <u>Article 13</u> of the Law on Enterprise;</p> <p>b. <u>As a shareholder owning at least 5% of the common shares</u> or those who have professional qualifications, experience in business management mainly of DHG PHARMA.</p> <p><u>c. Member of the Board of Directors may not simultaneously be a member of BoD of more than 5 other companies.</u></p>	<p><u>Amended as follows:</u></p> <p>1. Members of the Board shall have the standards and conditions hereinafter:</p> <p>a. Enough capacity for civil acts , not the prohibited subject in corporate management under the provisions of Clause 2 , <u>Article 18</u> of the Law on Enterprises;</p> <p>b. Have professional qualifications and experience in business management of DHG PHARMA and <u>are not necessarily the shareholders of the company.</u></p>	<p>Amendment consistent with Clause 1 Article 151 of the Law on Enterprise 2014</p>	<p>Law on Enterprise 2014 better defined standards of the Board members:</p> <p>w. Not necessary to be the company shareholders.</p> <p>x. Not required to be the members of the Board in other companies.</p>
48.	<p>Article 30: Resignation, <u>dismissal</u>, and amendment of members of the Board of Directors.</p> <p>1. Members of the Board of Directors are <u>dismissed</u>, resigned in below cases:</p> <p>a. The member is not eligible for membership of the Board of Directors in accordance with Clause 1 Article 29 of the Charter <u>or prohibited by law not to be a member of BoD.</u></p> <p>b. The member submits a written</p>	<p><u>Amended as follows:</u></p> <p>1. Members of the Board are <u>dismissed</u> in below cases:</p> <p>a. The member is not eligible for membership of the Board in accordance with Clause 1 Article 29 of the Charter.</p> <p>b. The member submits a written resignation to the headquarters of DHG PHARMA.</p> <p>c. <u>Not participate in the Board's activities continuously for 06 months.</u></p>	<p>Amendment consistent with Article 156 of the Law on Enterprise 2014</p>	<p>A new feature of the Law on Enterprise 2014:</p> <p>z. Board members may not participate in the activities of the BoD for 6 consecutive months without being dismissed if the reason for not participating is in cases of force</p>

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>resignation to the headquarters of DHG PHARMA;</p> <p>c. <u>The member that has mental disorders and other members of the Board of Directors have the expert evidence demonstrates that person no longer act capacity;</u></p> <p>d. The member is <u>absent</u> from meetings of the Board of Directors continuously for six months, <u>and during this time the Board of Directors does not allow that member to be absent and has decided that his/her position is vacant;</u></p> <p>e. The member is <u>dismissed</u> from the Board of Directors in accordance with the decision of the General Meeting of Shareholders</p>	<p><u>except in cases of force majeure;</u></p> <p>2. Members of the Board may be <u>dismissed</u> under the resolutions of the General Meeting of Shareholders.</p>		majeure.
49.	<p>Article 31: Chairperson, Vice chairperson of BoD</p> <p>1. The Board of Directors shall select from among members of the Board of Directors to elect a Chairperson and a Vice Chairperson. <u>Chairperson of the Board of Directors may concurrently hold CEO, but must be approved annually at the Annual General Meeting of Shareholders.</u></p>	<p><u>Amended by:</u></p> <p>1. The Board of Directors shall select from among members of the Board of Directors to elect a Chairperson and a Vice Chairperson.</p> <p><u>Unless the General Meeting of Shareholders decides otherwise, Chairperson of the Board of Directors will not hold concurrently CEO of the Company. That Chairperson of the Board of Directors concurrently hold the General Manager must be approved annually at the Annual General Meeting of Shareholders.</u></p>		Words modified clearer
50.		<u>Added by:</u>		

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<u>1. Chairperson of the Board of Directors may be dismissed by decision of BoD. In this case, the BOD's Chairperson who is dismissed can still be a member of BOD.</u>	Amendment consistent with Clause 6 Article 152 of the Law on Enterprise 2014	
51.	<p>2. Chairperson of the Board of Directors has the following rights and obligations:</p> <p>a. Rights and obligations referred to Clause 2 Article 29 of this Charter</p> <p>b. Comply with obligations of managers under provisions in Section D of Chapter III this Charter.</p> <p>c. Make programs and activities plan of the Board of Directors.</p> <p>d. Prepare or organize preparation of programs, contents, materials for meetings; convene and to chair meetings of the Board of Directors.</p> <p>e. Organize approval of decisions of the Board of Directors.</p> <p>f. Inspect and supervise the organization and implementation progress of decisions of the Board of Directors.</p> <p>g. To Chair General Meeting of Shareholders.</p> <p>h. Convene Executive Board for periodical meetings and report on production and business of the Company.</p> <p>i. Be responsible for ensuring that the</p>	<p>2. Chairperson of the Board of Directors has the following rights and obligations:</p> <p>a. Rights and obligations referred to Clause 2 Article 29 of this Charter</p> <p>b. Comply with obligations of managers under provisions in Section D of Chapter III this Charter.</p> <p>c. Make programs and activities plan of the Board of Directors.</p> <p>d. Prepare or organize preparation of programs, contents, materials for meetings; convene and to chair meetings of the Board of Directors.</p> <p>e. Organize approval of decisions of the Board of Directors.</p> <p>f. Inspect and supervise the organization and implementation progress of decisions of the Board of Directors.</p> <p>g. To Chair meetings of the <u>Board of Directors</u>, General Meeting of Shareholders.</p> <p>h. Convene Executive Board for periodical meetings and report on production and business of the Company.</p> <p>i. Be responsible for ensuring that the</p>	<p>Amendment consistent with Clause 3 Article 152 of the Law on Enterprise 2014</p>	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>Board of Directors submits annual financial statements, activities reports of DHG PHARMA, audit reports and inspection report of the Board of Directors to shareholders at the General Meeting of Shareholders</p> <p>j. On behalf of the Board of Directors to sign documents under jurisdiction of the Board of Directors</p> <p>k. other rights and obligations under this Charter and in accordance with the law</p>	<p>Board of Directors submits annual financial statements, activities reports of DHG PHARMA, audit reports and inspection report of the Board of Directors to shareholders at the General Meeting of Shareholders</p> <p>j. On behalf of the Board of Directors to sign documents under jurisdiction of the Board of Directors</p> <p>k. other rights and obligations under this Charter and in accordance with the law</p>		
52.	<p>5. In case both Chairperson and Vice Chairperson are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person among them to perform duties of Chairperson in accordance with principles of <u>majority, more than half.</u></p>	<p>5. In case both Chairperson and Vice Chairperson are temporarily unable to perform their duties for any reason, the Board may appoint another person among them to perform duties of the Chairperson in accordance with the principles of <u>majority.</u></p>	<p>Amendment consistent with Clause 4 Article 152 of the Law on Enterprise 2014</p>	
53.	Article 32: Meetings of BoD			
54.	<p>2. The regular meeting: Chairperson of BoD shall convene the meetings of the Board of Directors, establish agenda, time and venue of the meeting <u>at least seven days before the scheduled meeting time.</u> Chairperson may convene meetings whenever necessary, but at least once every quarter.</p>	<p><u>Amended as follows:</u></p> <p><u>2. Meetings of BoD asre convened by Chairperson if necessary, but it must be met at least once every quarter.</u></p>	<p>Amendment consistent with Clause 3 Article 153 of the Law on Enterprise 2014</p>	
55.	<p>4. The meetings of the Board of Directors referred to Clause 3 of this Article shall be conducted <u>within fifteen days</u> after</p>	<p><u>Amended as follows:</u></p> <p>4. The meetings of the Board of Directors</p>	<p>Amendment consistent with</p>	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	the proposed meetings. In case that Chairperson of the Board of Directors does not accept to convene a meeting, Chairperson shall be responsible for the damages caused to DHG PHARMA; people who propose the meeting referred to Clause 3 of this Article may themselves convene a meeting of the Board of Directors.	referred to Clause 3 of this Article shall be conducted <u>within seven (07) days</u> after the proposed meetings. In case that Chairperson of the Board of Directors does not accept to convene a meeting, Chairperson shall be responsible for the damages caused to DHG PHARMA; people who propose the meeting referred to Clause 3 of this Article may themselves convene a meeting of the Board of Directors.	Clause 5 Article 153 of the Law on Enterprise 2014	
56.	<p>8. Minimum number of participants: meetings of the Board of Directors are only conducted and approved decisions when there is at least three quarters (3/4) of the members of the Board of Directors <u>present in person or through an authorized representative.</u></p> <p>In case of insufficient number of members attending the meeting as prescribed, the meeting must be reconvened <u>within fifteen (15) days</u> from the planned date for the first meeting. The reconvened meeting will be conducted if there is more than one half (1/2) of the members of the BoD attending the meeting.</p>	<p>8. Minimum number of participants: meetings of the Board are only conducted and will approve decisions when there is at least three quarters (3/4) of the members of the Board of Directors <u>participating in the meeting.</u></p> <p>In case of insufficient number of members attending the meeting as prescribed, the meeting must be convened <u>within seven (7) days</u> from the planned date for the first meeting. The reconvened meeting will be conducted if there is more than one half (1/2) of the members of the BoD attending the meeting.</p>	Amendment consistent with Clause 8 Article 153 of the Law on Enterprise 2014	
57.	11. Majority voting: the Board of Directors approves resolutions and decisions by following approval of majority of BOD's members present (more than 50%). In case the number of approval votes is equal to that of opposition, Chairperson's vote will be decisive.	<p>11. BOD's members are considered to attend and vote at the meeting in the following cases:</p> <p>a. Attend and vote in person at the meeting;</p> <p>b. Authorize another person to attend the meeting <u>if a majority of BOD's members</u></p>	Amendment consistent with Clause 9 Article 153 of the Law on Enterprise 2014	Law on Enterprise has just add cases of online meeting, votes via fax, email.

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<p><u>accepts.</u></p> <p>c. <u>Attend and vote through online conference or other similar forms;</u></p> <p>d. <u>Send votes to meetings via mail, fax, email.</u></p> <p><u>In case votes sent via mail to the meeting, voting form shall be contained in a sealed envelope and must be referred to Chairperson no later than one hour before the opening. The votes can only be opened in the presence of all those attending the meeting.</u></p> <p><u>In case votes sent via fax or e-mail, the member must send to the Secretary of BoD at least one hour before the meeting. The votes will be provided to all attendees by the BOD's Secretary.</u></p> <p>Resolution of BoD shall be adopted by a majority of participants in the meeting; in case of equal votes, the final decision belongs to the opinion of Chairperson of BoD.</p>		
58.	12. Voting of absentees: absent members of the Board of Directors may vote on resolutions of the Board of Directors by written votes. These must be forwarded to the Chairperson <u>or otherwise sent to the Secretary of the Board (if unable to send to Chairperson)</u> not later than one hour before the time appointed for the meeting.	Skip this content for duplication with Clause 11 of this Article.		
59.	14. Resolution in writing: <u>Resolution in writing must be signed by all the</u>	<p><u>Amended as follows:</u></p> <p>14. <u>Resolution in the form of a written</u></p>	Amendment consistent with	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p><u>following members of the Board of Directors:</u></p> <p><u>a. Members are entitled to vote on resolutions at a meeting of the Board of Directors:</u></p> <p><u>b. The number of present members is not less than the minimum number of members prescribed for conducting the BOD's meeting.</u></p> <p>This Resolution is effective and valid as the resolution adopted by members of the Board of Directors at a meeting convened and held in accordance normal. <u>Resolutions can be passed by using multiple copies of the same document if each copy has at least one signature of a member.</u></p>	<p><u>opinion is approved on the basis of the approval of the majority of the BOD's members who have voting rights.</u></p> <p>This Resolution is effective and valid as the resolution adopted by members of the Board of Directors at a meeting convened and held in accordance normal.</p>	<p>Clause 13 Article 27 Charter form attached Circular 121/2012/TT-BTC dated 26/7/2012</p>	
60.	<p>Article 33: Minutes of meetings of the Board of Directors.</p> <p>1. BOD's meetings shall be recorded in minutes. The minutes must be made in Vietnamese and possible in a foreign languages, with the following main content:</p> <p>a. Name , head office address, <u>number and issued date of Business registration certificate, place of business registration</u></p> <p>b. Purpose, program and content of the meeting;</p> <p>c. Meeting time and location;</p> <p>d. Full name of each member attending</p>	<p><u>Amended as follows:</u></p> <p>1. BOD's meetings shall be recorded in minutes, <u>record and saving under other electronic forms.</u> The minutes must be made in Vietnamese and possible in a foreign languages, with the following main content:</p> <p>a. Name , head office address and <u>enterprise code</u>;</p> <p>b. Purpose, program and meeting content;</p> <p>c. Meeting time and location;</p> <p>d. Full name of each member attending the meeting or authorized persons attending the meeting; names of the members not</p>	<p>Amendment consistent with Clause 1 Article 154 of the Law on Enterprise 2014</p>	<p>A new feature of the Law on Enterprise 2014: Minutes of the Board meetings only signed by the Chairperson and minutes recorder (Law on Enterprise 2005: must be signed by all attending members of BoD or authorized persons).</p>

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>the meeting or authorized persons attending the meeting; names of the members not attending the meeting and reasons;</p> <p>e. Issues to be discussed and voted at the meeting;</p> <p>f. Summary of opinions of each member attending the meeting during the evolution of the meeting;</p> <p>g. Voting results in which stated clearly members agreeing, disagreeing and giving no opinion;</p> <p>h. Adopted decisions;</p> <p>i. <u>Full names and signatures of all members or authorized representatives.</u></p>	<p>attending the meeting and reasons;</p> <p>e. Issues to be discussed and voted at the meeting;</p> <p>f. Summary of opinions of each member attending the meeting during the evolution of the meeting;</p> <p>g. Voting results in which stated clearly members agreeing, disagreeing and giving no opinion;</p> <p>h. Adopted decisions;</p> <p>i. <u>Full names and signatures of the Chair and minutes recorder.</u></p>		
61.	<p>Article 35: DHG PHARMA Secretary</p> <p>BoD will appoint one (or more) person to be a secretary with terms and rules under provisions of BoD's decision. BoD may dismiss the Secretary if necessary, but not contrary to provisions of existing labour laws. BoD may also appoint one or more secretary's assistants time to time. The role and duties of the Secretary included:</p> <p>a. <u>Prepare</u> meetings of BoD, <u>BoS</u> and the General Meeting of Shareholders under orders of BOD's Chairperson and BOS;</p> <p>b. Make meeting minutes;</p> <p>c. Consult procedures of the meeting;</p> <p>d. <u>Provide financial information,</u></p>	<p><u>Amended as follows:</u></p> <p>BoD will appoint one (or more) person to be the secretary with terms and rules under provisions of BoD's decision. BoD may dismiss the Secretary if necessary, but not contrary to the provisions of existing labour laws. BoD may also appoint one or more secretary's assistants time to time. The role and duties of the Secretary included:</p> <p>a. <u>Support</u> to organize, convene meetings of GMS, BOD and taking notes minutes;</p> <p>b. <u>Support BOD's members in carrying out assigned rights and obligations;</u></p> <p>c. <u>Support BoD to apply and implement corporate governance principles;</u></p> <p>d. <u>Support the Company in building</u></p>	<p>Clause 5 Article 152 Law on Enterprise 2014</p>	<p>Law on Enterprise 2014 adds several duties for secretary: Support BOD in applying management principles; building shareholder relationship; exercising rights and obligations of BoD.</p>

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p><u>copies of meeting minutes of BoD and other information for members of BoD and BoS.</u></p> <p>e. <u>Ensure resolutions of BoD in accordance with the law.</u></p> <p>Secretary shall be responsible for the security of information under the provisions of this law and this Charter.</p>	<p><u>shareholder relationships and protecting shareholder rights and legitimate interests;</u></p> <p>e. <u>Support the company in compliance with the obligation to provide information and publicity of information and administrative procedures;</u></p> <p>f. Other rights and obligations as stipulated in the company charter.</p> <p>Secretary shall be responsible for the security of information under the provisions of this law and this Charter.</p>		
62.	Article 38: CEO			
63.	<p>1. Appointment: BoD will appoint <u>one member of BoD</u> or hire someone else as CEO and will a contract showing salary, remuneration, benefits and other terms related to recruitment. Information on salaries, allowances and benefits of CEO must be reported in the Annual General Meeting of BoD and referred to the annual report of DHG PHARMA.</p>	<p>1. Appointment: BoD will appoint <u>one of the members of BoD</u> or hire someone else as CEO and will contract stipulated salary, remuneration, benefits and other terms related to recruitment. Information on salaries, allowances and benefits of CEO must be reported in the Annual General Meeting of BoD and referred to the annual report of DHG PHARMA.</p>		Words amended clearer
64.	<p>3. Standards of a candidate for CEO position:</p> <p>a. There is enough capacity for civil acts and not subject of being banned from the enterprise establishment and management specified in <u>Clause 2, Article 13 of the Enterprise Law;</u></p>	<p><u>Amended as follows:</u></p> <p>3. Standards of a candidate for CEO position:</p> <p>a. There is enough capacity for civil acts and not the subject that is not allowed to mange enterprises specified in <u>Clause 2, Article 18 of the Enterprise Law.</u></p>	Amendment consistent with Clause 2 Article 157 of the Law on Enterprise	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>b. <u>Is an individual who owns at least 5% of charter capital of DHG PHARMA or</u> has professional qualifications, practical experience in business administration or primary business lines of DHG PHARMA.</p> <p>c. CEO of DHG PHARMA is not concurrently as a Director or a CEO of other enterprises.</p>	<p>b. Have professional qualifications, practical experience in business administration of the Company.</p> <p>c. CEO of DHG PHARMA is not concurrently as a Director or a CEO of other enterprises.</p>	2014	
65.	<p>4. Powers and duties: CEO has the following powers and responsibilities:</p> <p>.....</p>	<p><u>Amended as follows:</u></p> <ul style="list-style-type: none"> - <u>Propose plans of organizational structure, internal management rules of the Company;</u> - <u>Propose plans of dividend payment or settlement of losses in business;</u> - <u>Rights and obligations as prescribed by law, the company charter and resolutions of BoD.</u> 	Amendment consistent with Clause 3 Article 157 of the Law on Enterprise 2014	
66.		<p><u>Adding public disclosure of relevant benefits</u></p> <p><u>The publicizing of benefits and related persons of the Company complied with the following provisions:</u></p> <p><u>1. The company must gather and update the list of related persons of the Company as defined in Clause 17, Article 4 of Law on Enterprise and their equivalent transactions with the Company;</u></p> <p><u>2. Members of BoD, Supervisors, CEO and other managers of the Company must declare their related benefits in the</u></p>	Article 159 Law on Enterprise 2014	<p>A new feature of the Law on Enterprise 2014:</p> <ul style="list-style-type: none"> - Have to declare list of related people and benefits of BoD, BoS, CEO and the other managers in the meeting of shareholders. - Shareholders, BoD, BoS, CEO may consider, search the content of above

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<p><u>Company including:</u></p> <p>a. <u>Name, enterprise code, headoffice address, lines of business that they own shares or capital contribution; rate and timing of capital or share ownership;</u></p> <p>b. <u>Name, enterprise code, headoffice address, lines of business of enterprise that their concerned persons own or partially own capital or share of 10% or more of the charter capital;</u></p> <p><u>3. Declaration provided for in Clause 2 of this Article shall be made within 07 working days from the date of rising relevant interest; amendments must be notified to the Company within 07 working days from the date of the amendment respectively;</u></p> <p><u>4. Publicity, review, excerpt, copy of the list of related persons and related benefits shall be declared under the provisions of Clause 1 and Clause 2 of this Article and shall be made as:</u></p> <p>a. <u>The Company must notify the list of related persons and related benefits to the General Meeting of Shareholders at the annual meetings;</u></p> <p>b. <u>List of related persons and related benefits is kept at the head office of the Company; If necessary it can be kept a part or whole of content of the above list at the branches of the Company;</u></p> <p>c. <u>Shareholders,</u> authorized</p>		declaration.

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<p><u>representatives of shareholders, members of BoD, BoS, CEO and other managers have the right to review, excerpt and copy part or all of contents of declaration in working hours;</u></p> <p><u>d. The Company must create conditions to those specified in this Point c approach, see, excerpt and copy the list of related persons of the Company and other contents in the most quickly and most favorable way; not be prevented, make difficulties for them to exercise this right. Order and procedures of consideration, excerpt and copy of the declaration contents of the related persons and related benefits shall comply with the provisions of the company charter.</u></p> <p><u>5. Members of BoD, CEO in the name of individual and another person to perform works in any form within the business of the company must explain the core and contents of that work in front of BoD, BoS and shall be only made if the majority of the remaining members of the BoD approved; if done without reporting or consent of BoD, all income earned from activities will belong to the Company.</u></p>		
67.	<p>Article 42: Honesty responsibilities and avoid interest conflicts</p> <p><u>4. Contracts or transactions between DHG PHARMA and one or more BOD's members, BOS's members, CEO,</u></p>	<p><u>Amended as follows:</u></p> <p><u>4. Contract and transactions shall be approved by General Meeting of Shareholders or the Board of Directors:</u></p> <p><u>4.1. Contracts and transactions</u></p>	<p>Revised under Article 162 Law on Enterprise</p>	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p><u>managers, or those related to them or the Company, partners, association or organizations that one or more BOD's members, BOS' members, managers or those associated with them is a member, or has related financial benefits would not be disabled because of the aforementioned relationship, or since that member of BoD or that manager is present or participates in relevant meetings or being Board of Directors or subcommittees was allowed to perform the contract or transactions, or because their votes are counted as voting for that purpose, if:</u></p> <p>....</p>	<p><u>between the company and the following subjects must be approved by General Meeting of Shareholders or the Board of Directors:</u></p> <p><u>a. Shareholders, authorized representatives of shareholders owning more than 10% of common shares of the Company and their related persons;</u></p> <p><u>b. Members of BoD, Manager or CEO and their related persons;</u></p> <p><u>c. Enterprises specified at Clause 2 Article 159 of the Law on Enterprise 2014.</u></p> <p><u>4.2. BoD approves contracts or transactions with a value of less than 25% of the total of company's assets recorded in the nearest financial statements specified in the company charter. In this case, the representative of the company who signs a contract shall inform the members of BoD, Supervisors about related subjects to the contract/transactions; also enclosed with draft contract or main contents of the transaction. BoD decides to approve the contract or transaction within 15 days from the date of receipt of the notice unless members with related interests do not have voting rights.</u></p> <p><u>4.3. General Meeting of Shareholders approved other contracts and transactions beside those specified in Clause 4 of this Article. In this case, the Company representative who signs contract must</u></p>	2014	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<u>notify BoD and Supervisor about of the related subjects to that contract/transaction; also enclosed with draft contract or main contents of the transaction. BoD submits the draft contract or explains the main contents of the transaction at the general meeting of shareholders or take shareholders' opinion in writing. In this case, shareholders with related interests do not have voting rights; contract or transaction is only approved when a number of shareholders representatives is 65% of the total number of remaining approval votes.</u>		
68.		<p>Adding: Right to sue to members of the Board of Directors, CEO</p> <p>1. <u>Shareholders or group of shareholders holding at least 1% of common shares in a period of 06 consecutive months have rights to themselves or on behalf of the company to sue for civil liability for members of the BoD, CEO in the following cases:</u></p> <p>a. <u>Violations of manager's obligation as stipulated in Article 160 of this Law ;</u></p> <p>b. <u>Failing to comply with the rights and duties assigned to them; not perform, perform incompletely, untimely resolutions of BoD;</u></p> <p>c. <u>Exercise the assigned rights and obligations contrary to the provisions of law, company charter or resolutions of the General Meeting of Shareholders;</u></p>	Amended under Article 161 Law on Enterprise 2014	A new feature of Law on Enterprise2014: shareholders, group of shareholders holding at least 1% of the common shares who have a period of 06 consecutive months have rights to themselves or on behalf of the company to sue for civil liability for members of the BoD, CEO

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<p>d. <u>Use information, know-how, business opportunities of the company for their own benefits or serve the interests of other organizations or individuals;</u></p> <p>e. <u>Use position, title, and the Company's assets for own benefit or for benefits of other organizations or individuals;</u></p> <p>f. <u>Other cases prescribed by law and the charter company.</u></p> <p>2. <u>Order and procedures for suing are carried out correlatively in accordance with the law of civil procedure. The suing cost in case of shareholder or group of shareholders in the name of the Company will be included in the cost of the company, unless petitioner are rejected petition.</u></p> <p><u>In case that petition content is not exactl affecting reputation, causing damages to the company, the petitioner must take responsibility and compensate according to the law.</u></p>		Propose amendment in case shareholder, group of shareholders unexactly sue

No	Current chapter	Proposed amendment and supplement	Rationale	Note
69.	<p>Article 44: BoS</p> <p>1. <u>The company must have a BoS and the BoS shall have the authority and responsibility under the provisions of Article 123 of the Law on Enterprise and this Charter, mainly the following powers and responsibilities:</u></p> <p>a. <u>Propose to choose an independent auditing company, audit fees and all matters relating to the withdrawal or dismissal of the independent auditing company;</u></p> <p>b. <u>Discuss with the independent auditor about characters and auditing scope before the beginning of audit;</u></p> <p>c. <u>Consult independent professional consultants or legal advice and ensure participation of experts outside DHG Pharma with experience, qualifications appropriate to the work of DHG PHARMA if necessary;</u></p> <p>d. <u>Check annual financial statements yearly, each 6 months, quarterly before submission of the Board;</u></p> <p>e. <u>Discuss about difficulties and existence which are found from the midterm, term-ending audit results as well as all issues that independent auditors wish to discuss;</u></p> <p>f. <u>Consider the management letter of the independent auditor and feedback of</u></p>	<p><u>Amended as follows:</u></p> <p>1. BoS has the following authority and responsibility:</p> <p>a. <u>BoS shall supervise BoD, CEO in the management and administration of the Company.</u></p> <p>b. <u>Check the validity, legality, honesty and prudence in the management and business operations; systematics, consistency and appropriateness of accounting, statistics and financial statements.</u></p> <p>c. <u>Evaluate the completeness, legality and truthfulness of business reports, yearly, 1H financial statements, report on evaluation of management of BoD and present the appraisal report to the annual Shareholders' Meeting.</u></p> <p>d. <u>Review, test and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of the Company.</u></p> <p>e. Consider account book, accounting records and other documents of the Company, affairs of management and operations of the Company as it deems necessary or resolutions of the General Meeting of Shareholders or as requirement of shareholder or group of shareholders defined in Clause 3 Article 14 of this Charter.</p> <p>f. <u>Upon request of a shareholder or</u></p>	<p>Amended under Article 165 Law on Enterprise 2014</p>	<p>Law on Enterprise 2014 is amended clearly the content of authorities of BoS such as</p> <ul style="list-style-type: none"> - Responsible for evaluating the legality, completeness and truthfulness of the reports of BoD before presenting to annual General Meeting of BoD. - Assess the effectiveness of the internal supervising system

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p><u>management division of DHG PHARMA;</u></p> <p><u>g. Review of DHG PHARMA report on internal control systems prior to the Board of Directors approving; and</u></p> <p><u>h. Consider results of internal investigation and feedback of management's.</u></p>	<p><u>group of shareholders as defined in Clause 3 Article 14 of this Charter, the BoS shall examine, within 07 working days from the date of receipt of the request. Within 15 days from the finishing date of inspection, the BoS shall explain issues required to be inspected to the Board of Directors and shareholder or group of shareholders who have requested.</u></p> <p><u>g. The examination of BoS specified in this clause must not hinder normal activities of the BoD, shall not interrupt business operations of the Company.</u></p> <p><u>h. Propose Board of Directors or the General Meeting of Shareholders measures of amendments and improvement for framework of organization of management, monitoring of business operations of the Company.</u></p> <p><u>i. When detecting violation of members of the Board of Directors, CEO on the provisions of Article 160 of the Enterprise Law, the BOS shall notify immediately in writing to BoD and request that person to desist from violations and find measures to solve consequence.</u></p> <p><u>j. Have rights to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.</u></p> <p><u>k. Have the right to use independent consultant, internal audit division of the company to perform the assigned task.</u></p>		

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<p><u>l. May ask for advice of the Board of Directors before presenting the report, conclusions and recommendations to the General Meeting of Shareholders.</u></p> <p><u>m. Exercise other rights and obligations under the provisions of this law, the Company Charter and the resolutions of the General Meeting of Shareholders.</u></p>		
70.	Article 45: Members of BoS			
71.	<p>1. The number of members of BoS shall be three (03) to five (05) members. <u>In BoS, there must be at least one member as an accountant or auditor. BoS's members are not employees of the accounting/financial department of DHG PHARMA and are not member or employee of the independent auditing company which is performing the audit of the financial statements of DHG PHARMA.</u> BoS shall appoint one member as its head. <u>Head of BoS shall expertise in accounting.</u></p>	<p><u>Amendment as follows:</u></p> <p>1. BoS has from 03 to 05 members. The term of the above supervisors shall not exceed 05 years and they may be re-elected for unlimited term.</p> <p>Supervisors shall elect one of them to be the Head of BoS under majority voting rule. The rights and obligations of the head of BoS are under provisions of the company's charter. <u>BoS must have more than half of the members reside in Vietnam. Head of BoS must work full-time at the company.</u></p> <p><u>In case supervisors have the same ending term time and new supervisors have not been elected, supervisors who have expired term continue to exercise the rights and obligations until new ones elected and assigned tasks.</u></p>	Amended under Article 163 Law on Enterprise 2014	<p>A new feature of Law on Enterprise2014: Head of BoS must work full-time at the company.</p> <p>For regulation: Supervisors must be qualified as an accountant or auditor. Human Resources of BoS of the Company are not currently eligible under the Law on Enterprise2014. It takes time to complete certification.</p>
72.	5. Standards and conditions as members of BoS:	<p>5. Supervisors must have following standards and conditions:</p> <p>a. There is enough capacity for civil acts</p>	Amended under Clause	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	<p>a. From 21 years of age and more, there is enough capacity for civil acts and is not subject to being banned from the establishment and management of enterprises under the provisions of Clause 2, Article 13, Law on Enterprises;</p> <p>b. Is not a related person of BOD, CEO or other managers as defined in Point m, Clause 1, Article 2 of this Charter.</p>	<p>and is not subject to being banned from the establishment and management of enterprises under the provisions of this Law;</p> <p>b. <u>Not a wife or husband, father, adoptive father, mother, adoptive mother, adopted children, brother, sister, younger brother/sister of a member of BoD, CEO and other managers;</u></p> <p>c. Do not hold management positions in the Company; <u>not necessarily the shareholders or employees of the Company;</u></p> <p>d. Other standards and conditions under other provisions of related law.</p>	1 Article 164 Law on Enterprise 2014	
73.	<p>4. Members of BoS not being membership in following cases:</p> <p>a. <u>The member is prohibited by law to be a member of BoS</u></p> <p>b. The member resigns <u>by a written notice sent to the headquarters of the Company;</u></p> <p>c. The member suffers a mental disorder and the other members of BoS have expert evidence showing that that person is not capable to act any longer;</p> <p>d. <u>The member is absent from meetings of BoS continuously for six consecutive months, and during this time BoS does not allow that member to be absent and decided that position of this vacant;</u></p>	<p><u>Splited into separate terms:</u></p> <p>Dismissing supervisors</p> <p>1. Supervisors are dismissed in the following cases:</p> <p>a. <u>Have no enough standards and conditions to be as a supervisor defined in Article 164 of Law on Enterprise;</u></p> <p>b. <u>Do not perform their rights and obligations in 06 consecutive months, unless unforeseen circumstances;</u></p> <p>c. Regined <u>and is accepted;</u></p> <p>d. Other cases defined in the company charter.</p> <p>2. Supervisors are removed in following cases:</p> <p>a. <u>Duties and assigned tasks are not</u></p>	Amended under Article 169 Law on Enterprise 2014	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
	e. <u>The member is dismissed from membership of BoS in accordance with the decision of the General Meeting of Shareholders.</u>	<u>completed;</u> b. <u>Seriously violate or violate many times obligations of Supervisors defined in this Law and Company charter;</u> c. <u>Follow the decision of the General Meeting of Shareholders.</u>		
74.		<u>Add the following articles:</u> <u>Supervisors' duties</u> 1. <u>Comply with the law, the company charter and resolutions of the General Meeting of Shareholders and professional ethics in the exercise of the assigned rights and obligations.</u> 2. <u>Exercise the assigned rights and obligations with honesty, carefulness and best ensure maximum legal interests of the Company.</u> 3. <u>Be loyal to the interests of the company and shareholders; do not use the information, know-how, business opportunities of the company, position, and do not use the Company's assets for personal benefits or for the benefits of other organizations or individuals.</u> 4. <u>Other duties defined in Law on Enterprise and the company charter.</u> 5. <u>In case of violation specified in clause 1, 2, 3 and 4 of this Article, which causes damage to the company or another person, supervisors shall be responsible individually or pay compensation for any</u>	Amended under Article 168 Law on Enterprise 2014	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<p><u>joint damage. All income and other benefits that supervisors have been repaid to the company.</u></p> <p><u>6. In case of detecting violations of Supervisors in exercising assigned rights and obligations, Board of Directors shall notify in writing to BoS and request person with violations to stop their violations and give solution for consequences.</u></p>		
75.	Article 49: Payment of dividends			
76.	<p>2. Under the provisions of the Law on Enterprise, the Board of Directors may decide to pay interim dividends if it is deemed such payment in accordance with the profitability of DHG PHARMA.</p>	<p><u>Amended as follows:</u></p> <p><u>2. Dividends are fully paid within six (06) months from the end of the annual General Meeting of Shareholders.</u></p> <p>Under the provisions of the Law on Enterprise, the Board of Directors may decide to pay interim dividends if it is deemed such payment in accordance with the profitability of DHG PHARMA.</p>	<p>Amended under Clause 4 Article 132 Law on Enterprise 2014</p>	
77.	Article 54: Disclosure of information and inform to public	<p><u>Added by:</u></p> <p><u>The company must disclose information on the company website with the following information:</u></p> <p>a. <u>Company charter;</u></p> <p>b. <u>Curriculum vitae, education and professional experience of the members of the Board of Directors, BoS, CEO of the company;</u></p> <p>c. <u>The annual financial statements were approved by the General Shareholder's</u></p>	<p>Amended under Article 171 Law on Enterprise 2014</p>	

No	Current chapter	Proposed amendment and supplement	Rationale	Note
		<u>Meeting;</u> <u>d. The evaluation report on annual operation results of of the BoD and BoS.</u>		
78.	Article 50: Yearly, quarterly and 1H reports	<u>Added by:</u> <u>At the end of the fiscal year, BoD must prepare reports and documents, including:</u> <u>a. Business result statement of the company;</u> <u>b. Financial statement;</u> <u>c. Report on evaluation of management and administration of the company.</u> <u>The referred reports and the documents shall be submitted to BoS for evaluation at least 30 days before the opening of the annual General Meeting of Shareholders.</u> <u>Reports and documents prepared by BoD; evaluation report of BoS and audit report must be in the company's headquarters no later than 10 days before the opening of the annual General Meeting of Shareholders.</u>	Amended under Article 170 Law on Enterprise 2014	<p>Article 170 of the Law on Enterprises 2014 regulated Reports and documents prepared by the Board, the evaluation report of BoS and the audit report must be in the company and branches least 10 days before the opening of regular meetings of General Meeting of Shareholders.</p> <p>However, currently the branches of DHG is dependent accounting unit, so the listing of reports and documents for General Meeting of Shareholders at the branch are not necessary.</p> <p>Recommend to remove this content</p>

No	Current chapter	Proposed amendment and supplement	Rationale	Note
79.	Article 68: Validity	Article 68: Validity		
80.	1. This Charter consists of 9 chapters and 68 articles unanimously adopted by the annual General Shareholders' Meeting 2013 of DHG PHARMA on April 28, 2014 at DHG Pharmaceutical JSC.	1. This Charter consists of 9 chapters and 68 articles unanimously adopted by the annual General Shareholders' Meeting 2013 of DHG PHARMA on April 20, 2015 at DHG Pharmaceutical JSC and <u>has effective from the date 1/Jul/2015.</u>		Because Law on Enterprise 2014 has effect from the date of 01/7/2015, the proposed charter amendment, supplement applies from the date of 01/7/2015.
81.	4. The copies of DHG PHARMA charter must be signed by the Chairperson of the Board of Directors or at least half of the total members of the Board of Directors.	4. The copies of DHG PHARMA charter must be signed by the Chairperson of the Board of Directors or at least half of the total members of the Board of Directors. <u>If necessary, the Board of Directors authorized the CEO to sign the copy of DHG PHARMA Charter.</u>		To facilitate the implementation of procedures with government agencies when requested to provide copies, excerpts of the Charter, proposal of CEO to be authorized to sign copies.

The above content is proposed amendments and supplements to the Charter of organization and operation of the Company. we respectfully submit to the Board of Directors for approval.