

Draft

RESOLUTION
ANNUAL SHAREHOLDERS' MEETING 2014
DHG PHARMACEUTICAL JOINT-STOCK COMPANY

SHAREHOLDERS' MEETING – ANNUAL SESSION 2014

- Based on the organization and operations Charter of DHG Pharmaceutical Joint-Stock Company;
- Based on the Statements, Reports presented by Board of Directors, Board of Supervision at the 2014 Annual Shareholders' Meeting on 20 April 2015;
- Based on the Minutes No. 003/2015/BB.ĐHĐCĐ of DHG Pharma's 2014 Annual Shareholders' Meeting on 20 April 2015,

RESOLVE

Annual Shareholders' Meeting 2014 of DHG Pharma agrees to approve:

Article 1: Approval of “Board of Directors’ report on revaluation of operating results of the Company in 2014, activities and remuneration of the BOD in 2014 and investment plans 2015, business plan; Report of Board of Supervision 2014”; consolidated financial statements 2014 audited by PricewaterhouseCoopers Vietnam Ltd.

Consolidated business results and basic targets in 2014:

No.	Items	Cal.unit	2014
1.	Total assets as at 31/12/2014	bln VND	3,483
2.	Owner's equity as at 31/12/2014	bln VND	2,277
3.	Net sales	bln VND	3,913
4.	Profit before tax	bln VND	722
5.	Profit after tax	bln VND	534
6.	Profit after tax of the parent company's shareholders	bln VND	533
7.	EPS (Earning Per Share)	VND	6,119
8.	ROS (Profit after tax/Net sales)	%	13.64
9.	ROA (Profit after tax/Total assets)	%	15.33
10.	ROE (Profit after tax/Owner's equity)	%	23.44

In 2015, if incurred activities such as investment in fixed assets and leasing; M&A; pledge, mortgage, sales of assets must be made in accordance with the Company Charter.

Article 2: Approval of business targets for 2015:

Targets	2014	2015	Growth
Net sales (bn VND)	3,913	4,000	2.2%
Profit before tax (bn VND) (not including financial income)	687	729	6%

Article 3: Approval of the report on profit distribution 2014 and balance of the funds after profit distribution in 2014:

Profit distribution 2014

No.	Targets	Appropriation ratio in 2014	Amount (VND)
	Profit after tax at the parent company used to distribute	PAT	521,167,607,431
1	Dividends for 2014	30% nominal value (by cash)	261,462,600,000
2	Appropriation for bonus, welfare fund (*)	12% of PAT	62,540,112,892
3	Remuneration for BOD, BOS, collaborators		5,000,000,000
4	Bonus for BOD, BOS, collaborators, Executive Board, key staffs in excellent completion of mission of 2014	5% growth in consolidated profit after tax of owners' equity (excluding unusual income from Eugica transfer)	1,834,191,880
5	The remaining profit will be added the Development Investment Fund	The remaining	190,330,702,659

Balance of the Funds after profit distribution 2014:

No.	Content	Balance at 31/12/2014	Profit distribution 2014	Balance after profit distribution 2014
1.	Bonus, welfare Fund	16,889,568,487	72,111,015,166	89,000,583,653
	+ <i>At the parent Company</i>	13,766,583,414	62,540,112,892	76,306,696,306
	+ <i>At the subsidiaries (*)</i>	3,122,985,073	9,570,902,274	12,693,887,347
2.	Remuneration, bonus Fund of the BOD, BOS, Executive Board	6,944,993,395	6,834,191,880	13,779,185,275
3.	Development investment Fund	782,076,482,219	190,330,702,659	972,407,184,878
4.	Fund financial reserve (**)	67,063,774,920	0	0

(*) Bonus, welfare Fund at the subsidiaries was temporarily appropriated in the financial statement; so the balance as at 31/12/2014 on the financial statement of the subsidiaries recorded a balance of Fund of Bonus and welfare was 12,693,887,347 dong.

(**) Under the provision of Circular 200/2014/TT-BTC dated 22/12/2014 of the Ministry of Finance guiding enterprise accounting, the Company transferred all balance from the

Fund financial reserve to Fund of Development and Investment. Thus, the Development Investment after distribution profit 2014 and reversal of Fund financial reserve according to Circular 200 was 1,039,470,959,798 dong.

Article 4: Approval of plan for profit distribution in 2015 as follows:

Targets	Ratio
Dividends of 2015	25% nominal value
Appropriating for the Bonus, welfare fund	10% PAT of the Parent Company
Remuneration for BOD, BOS, and collaborators	5,000,000,000 VND
Bonus for BOD, BOS, collaborators, Executive Board, key staffs in excellent completion of mission in 2014	5% growth of consolidated profit after tax
The remaining profit added the Development Investment fund	The remaining

Article 5: Approve amendments in Company's Charter (attached the reference table). In Clause 1, Article 8, provision of charter capital of DHG Pharma is 871,643,300,000 dong, divided into 87,164,330 shares.

Article 6: Grant authority to BOD and BOS to choose 1 of 3 the following audit companies to be the independent auditor for financial statements of the fiscal year 2015 of DHG Pharma and its subsidiaries:

- PricewaterhouseCoopers Vietnam Ltd. (PwC)
- KPMG Vietnam Ltd. (KPMG)
- Deloitte Vietnam Ltd

Article 7: Assign Board of Directors, CEO, legal representative of DHG Pharma of term III (2014-2018) to implement all the approved contents in accordance with the Company's Charter and current law. Board of Supervision of Term III (2014-2018) has duties to supervise the implementation of these approved contents.

This Resolution has been approved by DHG Pharma's 2014 Annual Shareholders' Meeting held on 20 April 2015 and be made into 04 versions of equal validity.

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**ON BEHALF OF
ANNUAL SHAREHOLDERS' MEETING 2014
THE CHAIR**

**CHAIRMAN
HOANG NGUYEN HOC**