

Cantho, 12th Apr 2024

ELECTION REGULATION OF THE BOARD MEMBERS TERM V (2024 – 2028) OF DHG PHARMACEUTICAL JSC

- Pursuant to Enterprise Law No.59/2020/QH14 dated 17 Jun 2020;
- Pursuant to the Charter of DHG Pharmaceutical Joint Stock Company (DHG PHARMA) issued on 19 Apr 2021;
- Pursuant to the Internal Regulation on Corporate Governance of DHG Pharma issued on 19 Apr 2021,

The Annual General Meeting of Shareholders (GMS or Meeting) 2023 of DHG PHARMA conducts the election of Board Members Term V (2024 – 2028) in accordance with the following provisions:

Article 1. Scope

This regulation includes the provisions on the election of Board Members Term V (2024 – 2028) at GMS.

Article 2. Subjects entitled to vote

All shareholders owning voting shares or their proxies, who are entitled to vote (according to the list of shareholders dated 18 Mar 2024), present at the time of voting, complete the registration procedures, and sign in the list of shareholders attending the meeting shall have the right to elect Board Members.

Article 3. Responsibilities of the Presidium

The Presidium at the Meeting is responsible for presiding over the election in accordance with the following specific tasks:

- Introducing the list of nominations and candidates for Board members for the 2024 - 2028 term;
- Nominating the vote counting and election committee;
- Supervising voting and vote counting;
- Resolving complaints about the election, (if any)

Article 4: Criteria and conditions for candidates to join the BOD

Pursuant to clause 1, Article 34 of the Charter of DHG PHARMA and clause 1, Article 155 of the Enterprise Law 2020, a Board Member must meet the following criteria and conditions:

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

(ii). Have good health and moral qualities; Have professional qualifications, experience in business management of DHG PHARMA and not necessarily being DHG PHARMA's shareholder;

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

Pursuant to point u, clause 1, Article 2 of DHG PHARMA's Charter, an independent Board member satisfies the following additional standards and conditions:

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

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

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

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

(v) Not ever holding the position of members of the Board of Directors, the Board of Supervisory of the Company for at least previous five (05) consecutive years, unless being appointed continuously for 02 consecutive terms.

Article 5: Nominate candidates to the Board

Number of the Board members Term V (2024 – 2028): seven (07) Board members. In which: the number of independent Board members is two (02) members and must ensure that at least one-third (1/3) of the total number of Board members are non-executive members.

Candidacy and nomination to the Board of Directors:

Pursuant to the provisions of clause 1 and clause 2, Article 33 of the Charter of DHG PHARMA and clause 5, Article 115 of the Enterprise Law 2020 regarding the candidacy and nomination of the Board Members as follows:

(i). Shareholders who are holding 5% or more of their voting shares have the right to add up the number of voting rights of each other to nominate candidates for the Board of Directors. A shareholder or a group of shareholders who are holding from 5% to under 10% of the total number of voting shares shall be entitled to nominate one (01) candidate; from 10% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% shall be entitled to nominate

up to four (04) candidates; from 50% to under 60% shall be entitled to nominate up to five (05) candidates; from 60% to under 70% shall be entitled to nominate up to six (06) candidates; from 70% to under 80% shall be entitled to nominate up to seven (07) candidates and from 80% to under 90% shall be entitled to nominate up to eight (08) candidates.

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

Article 6. Application for nomination and candidacy of the Board

A shareholder or a group of shareholders who is eligible to participate in the nomination and candidacy of the Board members Term V (2024 – 2028) of DHG Pharma, please send your candidacy and nomination application to:

RECIPIENT: THE BOARD OF DIRECTORS - DHG PHARMACEUTICAL JSC

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

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

Contact person: Tran Thi Nhung Gam – BOD Secretary, Person in charge of Corporate Governance of DHG Pharma

Deadline for submission of application: **5:00pm, 09 Apr 2024.**

Application for nomination and candidacy includes:

- Application of nomination and candidacy of the Board members Term V (2024 – 2028) (form 01);
- Curriculum vitae declared by the candidate (form 02);
- Declaration for the purpose of verifying independence for candidates of the independent Board members (form 03);
- A valid copy of ID card/citizen identification/passport of the candidate/nominated person.

Candidates nominated for the Board must be responsible before the law and the GMS for the accuracy and truthfulness of the content of their documents.

After the end of the above period, all cases of nomination and candidacy will not be considered for settlement. Only the nomination and candidacy records that satisfy the nomination, candidacy conditions, and candidates who meet the corresponding criteria of the new Board members are recognized in the list of candidates announced at the Meeting.

Article 7. Method of election

(i). The election for the Board members is conducted by the method of secret ballot using cumulative voting.

(ii). Each representative attending the meeting will be issued (01) Board election ballot with name, code of the shareholder, number of shares owned and total votes for the Board. Accordingly, the total number of votes corresponding to the total number of shares held (including ownership and authorized) is multiplied by the number of elected Board members. When the election ballot is issued, the representative must check all information on the election ballot. If there is any error, the representative must immediately inform the Vote Counting Committee.

(iii). The total number of votes is filled on each vote as follows:

$$\text{Total number of votes for the Board} = \text{Number of shares} \times 7$$

(iv). Instruction on how to fill out an election ballot:

When conducting the election, shareholder/shareholder's representative may choose **one of the two following methods** to elect the Board members:

- **Method 1:** Only mark (X) or (✓) in the box above to select the candidate. In case only one (01) candidate is selected, the number of votes for the selected candidate is all the votes cast by the shareholders for the trusted candidate. In case there are two (02) or more candidates selected, the total number of votes will be divided equally among the selected candidates.
- **Method 2:** Directly write the number of votes. The total number of votes for the candidate does not exceed the total number of votes cast by that shareholder.

Note: Shareholder only selects one out of two methods. If shareholder performs both methods or leaves the ballot blank, the ballot will be considered invalid. In case of making modification, shareholder must cross out the written content, sign next to the crossed content and vote again by using one of the two above methods.

Example of cumulative voting principle:

Shareholder A represents 1,000 shares, elects 07 Board members, the total number of votes of shareholder A is **1,000 shares * 7 = 7,000 votes**.

Shareholder A conducts the election:

Shareholder A chooses **one of two** methods as follows:

Example 1: Shareholder A elects all 7,000 votes to candidate 3.

No.	Name of candidate	Marking (X) or (✓) (Method 1)	Number of votes for the candidate (Method 2)
1.	Candidate 1		
2.	Candidate 2		
3.	Candidate 3	X	7,000
4.	Candidate 4		
5.	Candidate 5		
6.	Candidate 6		
7.	Candidate 7		

Example 2: Shareholder A could vote for 2 candidates. Each candidate has 3,500 votes (equal division).

No.	Name of candidate	Marking (X) or (✓) (Method 1)	Number of votes for the candidate (Method 2)
1.	Candidate 1		
2.	Candidate 2		
3.	Candidate 3	X	3,500
4.	Candidate 4		
5.	Candidate 5		
6.	Candidate 6	X	3,500
7.	Candidate 7		

Example 3: Shareholder A evenly divides his 7,000 votes into 07 candidates (1,000 votes/candidate).

No.	Name of candidate	Marking (X) or (✓) (Method 1)	Number of votes for the candidate (Method 2)
1.	Candidate 1	X	1,000
2.	Candidate 2	X	1,000
3.	Candidate 3	X	1,000
4.	Candidate 4	X	1,000
5.	Candidate 5	X	1,000
6.	Candidate 6	X	1,000
7.	Candidate 7	X	1,000

Example 4: Shareholder A elects each candidate with a different number of votes. Method 2 can only be applied in this case.

No.	Name of candidate	Number of votes (Method 2)
1.	Candidate 1	1,000
2.	Candidate 2	500
3.	Candidate 3	2,000
4.	Candidate 4	1,200
5.	Candidate 5	400
6.	Candidate 6	600
7.	Candidate 7	1,300

An invalid ballot:

- The election ballot is not issued by the Organizing Board and not stamped by DHG Pharma.
- The election ballot is erased, scratched or added name of the person who is not on the nomination and candidacy list approved by the GMS before the election.
- The election ballot has the total number of voting rights for the candidate greater than the total number of voting rights inscribed on the ballot of the shareholder.
- Shareholder performs both methods at the same time (marking and writing down the number of votes on the election ballot).
- The election ballot is not signed by the person exercising the right to vote.
- The election ballot is left blank and does not vote for any candidate. The election ballot is added information and symbols.

Article 8. Vote Counting Committee, procedures for voting and vote counting:

(i). The Vote Counting Committee is appointed by the Chairperson and approved by the General Meeting of Shareholders.

(ii). The Vote Counting Committee is responsible for:

- Counting voting ballots and election ballots.
- Supervising voting and election procedures of shareholders or proxies attending the Meeting.
- Aggregating voting shares on each content.
- Preparing the minutes of vote counting and presenting it at the Meeting.
- Handing over the minutes of vote counting and all sealed voting ballots and election ballots to the Organizing Board.
- The Vote Counting Committee is obliged to be trustworthy and careful when performing tasks and be responsible for the results of its performance.

(iii). Procedures for voting and vote counting:

- The Vote Counting Committee shall check the ballot box in front of all shareholders attending the Meeting.
- The voting shall begin upon the order of the Chairperson and shall end once the last shareholder puts his/her ballot into the box.
- The counting of votes must be implemented right after the voting ends.
- Election results will be calculated in percentage (%) and rounded to two (02) decimal numbers.
- The Voting Counting Committee shall be responsible for aggregating the voting result and made in the minutes of vote counting.
- The minutes of vote counting shall be signed by members of the Voting Counting Committee to confirm the accuracy, transparency and in concordance with the principles and procedure of counting the votes.
- The Head of the Vote Counting Committee shall declare the minutes of vote counting at the Meeting. The Head of the Vote Counting Committee together with the Chairperson shall answer questions and complaints of shareholders (if any). After the election ballots are counted, the election ballots shall be archived at the head office of the Company in accordance with the regulations.

Article 9. Principles of selecting elected member

(i). The selection of an elected member shall be determined based on the number of votes calculated from high to low, starting from the candidates winning the highest number of votes until sufficient members are obtained and ensuring compliance with the minimum number of independent Board members in accordance with the laws and the Company's Charter.

(ii). In which, independent candidates will firstly be selected (pursuant to the rate of votes in descending order separately for independent Board members). After having obtained a sufficient number of independent members as prescribed, the selection of Board member will be calculated by rate of votes in descending order (including the non-independent and remaining dependent candidates for the Board).

(iii). In case there are 02 (two) or more candidates receiving the same number of votes for the final member of the Board, the candidate who owns or represents shareholders owning more shares will be selected. If the number of shares owned or represented by shareholders is equal, a re-election will be conducted among the candidates with an equal number of votes in accordance with the selection principle as in point (i) above.

(iv). A second election shall be held among those who were nominated or failed to win the first election if the election results indicate that there are insufficient Board members approved by the General Meeting of Shareholders. If the number of Board members is still insufficient, the next election shall be decided by the GMS.

Article 10. Claims on the election and vote counting

(i) The Head of the Vote Counting Committee shall explain the shareholder's concerns on the Election Regulation (if any) on behalf of the Vote Counting Committee at the Meeting.

(ii) The AGM Chairperson shall resolve complaints about the election and the election result of the Board Member as a replacement at the Meeting.

(iii) All complaints and their resolution shall be recorded in the minutes of the meeting.

Article 11. Announcement of election result

Result of the election of the Board Members Term V (2024 – 2028) is recorded in the Resolution of the General Meeting of Shareholders, and also disclosed on the website of DHG Pharma, the State Securities Commission, and the Ho Chi Minh Stock Exchange.

Article 12. Execution provision

This Regulation shall be effective from the date the AGM 2023 passed this regulation and shall be the legal basis for the election of the Board Members Term V (2024 – 2028). This Regulation will expire when the AGM 2023 of DHG Pharma ends.

**OBO. THE ORGANIZING BOARD
DEPUTY HEAD**

Toshiyuki Ishii

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