

RESOLUTION
ANNUAL GENERAL MEETING 2013
DHG PHARMACEUTICAL JOINT-STOCK COMPANY

SHAREHOLDERS' MEETING – ANNUAL SESSION 2013

- Based on the Charter of DHG Pharmaceutical Joint-Stock Company;
- Based on the Proposals, Reports presented by Board of Directors, Board of Supervision at the Annual Shareholders' Meeting 2013 on 28 April 2014;
- Based on the Minutes No. 004/2014/BB.ĐHĐCĐ of DHG Pharma's Annual Shareholders' Meeting 2013 on 28 April 2014,

RESOLVE

Annual Shareholders' Meeting 2013 of DHG Pharma agrees to approve:

Article 1: Approval of the Board of Directors' report on the production, business, investment in the second term (2009-2013), BOD's activities and strategy orientation in 2013, business plan for 2014-2018, investment plan for 2014; BOS's report in the second term (2009-2013); Consolidated Financial Statements of the year 2013 audited by PricewaterhouseCoopers Vietnam.

Consolidated business results and basic ratio in 2009-2013:

| No. | Item | Cal.unit | 2009 | 2010 | 2011 | 2012 | 2013 |
|-----|---|----------|--------|--------|-------|-------|-------|
| 1. | Total assets | bln VND | 1,522 | 1,820 | 1,996 | 2,378 | 3,081 |
| 2. | Owner's equity | bln VND | 1,018 | 1,280 | 1,382 | 1,688 | 1,981 |
| 5. | Profit after tax | bln VND | 362 | 383 | 420 | 491 | 593 |
| 6. | Profit after tax of parent company's shareholders | bln VND | 357 | 381 | 416 | 486 | 589 |
| 7. | EPS (Earning Per Share) | VND | 13,396 | 14,234 | 6,382 | 7,443 | 9,010 |
| 8. | ROS (Profit after tax/Net sales) | % | 20.5% | 18.7% | 16.7% | 16.6% | 16.7% |
| 9. | ROA (Profit after tax/Total assets) | % | 23.5% | 20.9% | 20.8% | 20.4% | 19.1% |
| 10. | ROE (Profit after tax/Owner's equity) | % | 35.1% | 29.8% | 30.1% | 28.8% | 29.7% |

Performance compared to the plan and growth rate of 5 years (2009-2013)

| Targets (billion VND) | 2009 | 2010 | 2011 | 2012 | 2013 |
|-------------------------|--------|-------|-------|-------|-------|
| Targets | | | | | |
| Net sales | 1,500 | 1,920 | 2,240 | 2,750 | 3,200 |
| Profit before tax | 150 | 310 | 380 | 505 | 570 |
| Performance | | | | | |
| Net sales | 1,746 | 2,035 | 2,491 | 2,931 | 3,527 |
| Profit before tax | 410 | 434 | 491 | 585 | 782 |
| Performance/Plan | | | | | |
| Net sales | 116% | 106% | 111% | 107% | 110% |
| Profit before tax | 273% | 140% | 129% | 116% | 137% |
| Growth | | | | | |
| Net sales | 17.5% | 16.5% | 22.4% | 17.7% | 20.3% |
| Profit before tax | 182.4% | 6.0% | 13.1% | 19.1% | 33.6% |

Note: Profit before tax in 2009 including the written back of provision VND 67.6 billion and the profit before tax in 2013 having the extraordinary income from the transfer of Eugica (VND 122 billion), and extracted 5% of PBT for the Science & Tech Fund (VND 36 billion).

Article 2: Approval of the business plan for 2014 – 2018:

| Target (billion VND) | 2014 | 2015 | 2016 | 2017 | 2018 |
|------------------------------------|--------------|--------------|--------------|--------------|--------------|
| Net sales | 3,880 | 4,420 | 5,216 | 6,199 | 7,400 |
| Growth of net sales | 10% | 14% | 18% | 19% | 19% |
| Profit before tax | 686 | 729 | 835 | 992 | 1,184 |
| Growth of profit before tax | 6% | 6% | 14% | 19% | 19% |
| <i>Profit before tax/net sales</i> | <i>17.7%</i> | <i>17%</i> | <i>16%</i> | <i>16%</i> | <i>16%</i> |

Notes: Profit before tax of 2013 is VND 647 billion: not including extraction for the Science & Tech Fund (VND 36 billion), excluded the financial income (VND 48 billion) and the extraordinary income from the transfer of Eugica (VND 122 billion)

Article 3: Approval of the issuance of bonus shares with the ratio 3:1 to increase stock capital from owner's equity

- Name of share: Share of DHG Pharmaceutical JSC
- Type of share: Common share
- Par value: 10,000 VND/share
- Total shares: 65,376,429 shares
- Number of outstanding shares: 65,366,299 shares
- Number of treasury shares: 10,130 shares
- Number of shares expected to issue: **21,788,766** shares
- Total value of expected shares as par value: 217,887,660,000 VND
- Issuance ratio: **3:1** (rounded down to the unit).
- Capital source: Investment & Development Fund
- Plan of fractional shares handling: keeping at the Investment & Development Fund

Article 4: Approval of the reports on profit distribution, remuneration and bonus for BOD, BOS, members of committees directly under BOD, BOD's secretary, Management Board and key staffs in 2013.

| Item | Extracted ratio in 2013 | Amount (VND) |
|--|-------------------------|-----------------|
| Consolidated profit after tax of owner's equity (after deducting the interests of minority shareholders) | | 588,959,753,802 |

| Item | Extracted ratio in 2013 | Amount (VND) |
|---|--|------------------------|
| Profit after tax for shareholders of parent company used to distribute | | 607,926,796,204 |
| Dividends for 2013 | According to the plan: 25% par value (by cash) Propose: 30% par value (by cash) | 228,782,046,500 |
| - Dividend payment in phase 1/2013 by cash on 30 August 2013 | 15% par value | 98,049,448,500 |
| - Expected payment of dividend in phase 2/2013 by cash (after issuing shares to increase chapter capital from owner's equity) | 15% par value | 130,732,598,000 |
| Extracting for bonus, welfare fund (*) | Plan: 10% Proposing: 12% | 72,951,215,544 |
| Remuneration for BOD, BOS, members of committees directly under BOD, BOD's secretary | Follow the plan | 5,000,000,000 |
| Bonus for BOD, BOS, members of committees directly under BOD, BOD's secretary, Management Board and key staffs in 2013 | 5% growth in consolidated profit after tax of owner's equity (follow the plan) | 5,151,898,356 |
| The remaining profit is added the Investment & Development Fund | | 296,041,635,804 |

(*): Purpose of asking extracted more 2% for bonus, welfare fund is expected to be used in programs of caring for staffs' family and for the activities of 40th anniversary celebration of Company.

Article 5: Approval of the plan of profit distribution for 2014 as follows:

| Norm | Extracted ratio |
|---|---|
| Dividends of 2014 | 25% par value |
| Extracting for the Bonus, welfare fund | 10% Profit after tax at Parent Company |
| Remuneration for BOD, BOS, and collaborators | 5,000,000,000 VND |
| Bonus for BOD, BOS, and collaborators | 5% growth of consolidated profit after tax (excluding extraordinary income from Eugica in 2013) |
| The remaining profit is added the Investment & Development Fund | The remaining |

Article 6: Approval of the amendments in DHG Pharma's Charter following the attached reference table (in which adding business fields and codes in Article 4). The contents of 31.2 and 31.2 are preserved as the current Charter to strengthen the governance and management efficacy of the Company's BOD.

Approval of adding business lines of DHG Pharmaceutical JSC.

| No. | Name of lines | Code |
|-----|--|------|
| 1. | Computer Programming | 6201 |
| 2. | Computer Consultants and Computer Systems Administrator | 6202 |
| 3. | Information technology service operation and other services relating to computers | 6209 |
| 4. | Computer Repair and peripheral devices | 9511 |
| 5. | Software publisher | 5820 |
| 6. | Other professional activities about science and technology which not classified. In detail: Technology transfer and technology transfer services | 7490 |

Approval of encryption of business lines by Decision No. 337/QD-BKH dated 10/4/2007 for line codes not match the Vietnam economics system:

| No. | Business lines | Code |
|-----|---|------|
| 1. | Wholesale of other household appliances. Details: Export of herbals, pharmaceuticals according to the stipulation of the Ministry of Health Imports of finished pharmaceutical products and cosmetics Business, import and export of cosmetic products | 4649 |
| 2. | Wholesale of machineries, equipment and other machine parts Details: Import of drug manufacturing equipment, herbals, pharmaceuticals as prescribed by the Ministry of Health Direct import of medical equipment Business, export and import of drug production equipment which produced by the Company | 4659 |
| 3. | Wholesale of food Details: Import of food supplement Export of processed food products Business, import and export of food supplement products. Export and import of seafood | 4632 |
| 4. | Installation of electrical system Details: Installation, repair of electricity | 4321 |
| 5. | Installation of drainage, heater and air conditioning Details: Installation, repair of electricity | 4322 |
| 6. | Other productions which have not classified yet Details: Processing of electricity | 3290 |
| 7. | Producing other specialized machines Details: Production of drug manufacturing machine self-produced by the Company | 2829 |
| 8. | Production of other foods which have not classified yet Details: Production of food supplement products | 1079 |
| 9. | Production of cosmetics, soaps, detergents, perfumes and toilet preparations Details: Production of cosmetics | 2023 |
| 10. | Other specialized wholesales which have not classified yet. Details: Export and import of raw materials of veterinary medicines Business, import and export of raw materials, auxiliary materials used in human medicines | 4669 |
| 11. | Wholesale of raw materials of agricultural and forestry (except wood and bamboo) and live animals (except for rare animals) Details: Export and import of foodstuff for cattle | 4620 |

Article 7: Grant authorization to BOD and BOS to choose 1 of 3 auditing company to be the independent auditor for Financial Statement in the fiscal year 2014 of DHG Pharma and its subsidiaries.

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

Article 8: Approval of the quantity of BOD's and BOS's members for the third term (2014-2018): 07 members for BOD (two of which are independent members) and 03 members for BOS.

Article 9: Carry out re-election. Results of election for BOD and BOD for the third term (2014-2018) are as follows:

Board of Directors:

| No. | Full-name | Title |
|-----|--------------------------|---------------|
| 1. | Mr. Hoang Nguyen Hoc | Chairman |
| 2. | Mr. Le Dinh Buu Tri | Vice-chairman |
| 3. | Mrs. Pham Thi Viet Nga | Member |
| 4. | Mrs. Dang Pham Minh Loan | Member |
| 5. | Mr. Doan Dinh Duy Khuong | Member |
| 6. | Mr. Tran Chi Liem | Member |
| 7. | Mr. Shuhei Tabata | Member |

Board of Supervision:

| No. | Full-name | Title |
|-----|-------------------------|-------------|
| 1. | Mr. Tran Quoc Hung | Head of BOS |
| 2. | Mrs. Nguyen Phuong Thao | Member |
| 3. | Mr. Dinh Duc Minh | Member |

Article 10: Approval of the nomination of BOD to appoint Mrs. Pham Thi Viet Nga to act as CEO of DHG Pharma for the third term as from 01 May 2014. The CEO term is 03 years and can be reappointed as the stipulation stated in the Company Charter and labor contract.

Article 11: Grant authority to Board of Directors, CEO of DHG Pharma of the third term (2014-2018) to deploy and implement all the approved contents in accordance with the Company's Charter and current laws. Board of Supervision of the third term (2014-2018) has responsibility to examine and monitor the implementation of these approved contents.

This Resolution has been approved by DHG Pharma's Annual General Meeting 2013 on 28 April 2014 and be made into 04 versions of equal validity.

Received places:

- Members of BOD, BOS;
- Shareholders;
- State Securities Committee;
- HCM Stock Exchange;
- Securities Deposit Center – HCMC Branch;
- Website of DHG Pharma;
- Mass media;
- Saved at: BOD's secretary, AT.

**ON BEHALF OF
ANNUAL SHAREHOLDERS' MEETING 2013
CHAIRWOMAN**

PHAM THI VIET NGA