

MINUTES
ANNUAL GENERAL MEETING 2015
DHG PHARMACEUTICAL JOINT-STOCK COMPANY

Today, at 08:50 AM, April 28 2016, at the General Hall of Hau Giang Pharma JSC. Headquarters (Address: 288Bis Nguyễn Văn Cừ, An Hòa Ward, Ninh Kiều District, Cần Thơ City, Business License No: 1800156801 issued firstly on September 15 2004, revised the 21st time on October 29, 2015, issued at the Ministry of Planning and Development of Can Tho City) the Annual General Shareholder's meeting (AGM) was conducted with the following contents:

I. Participants, legality and validity of the AGM

1. Participant

- Representatives of State Capital Investment Corporation (SCIC);
- Representatives of the independent auditor: Pricewaterhouse Coopers Việt Nam (PwC).
- Member of the BOD, Supervisory Board, BOM in the third term (2014-2018) of DHG Pharma;
- The company's shareholders.

2. The legality and validity of the AGM:

Based on the record number 001/2016/BB.ĐHĐCĐ on 28/04/2016 of the Board of verification for eligibility of shareholders by ***Mrs. Trần Thị Ánh Như – Head of the Board*** announced as followed:

No.	Shareholder participating at the AGM	Number of Shareholders	Amount of shares	Percentage (%)
1.	Number of voting shares eligible to participate in the AGM according to the shareholder list on 24/03/2016	3.216	86.941.950	100%
2.	Number of absent shareholders that did not authorize the voting rights	2.307	12.776.207	14,70%
3.	Participating shareholders (<i>official shareholders and authorized representatives</i>).	909	74.165.743	85,30%

All shareholders and authorized representatives presented at the AGM has completed the registration procedures and are eligible to participate in the AGM.

Pursuant to Article 141 of the Enterprise Law No. 68/2014 / QH13 dated 26/11/2014 regulating that the AGM shall be conducted by a number of shareholders representing at least 51% of the total number of voting shares.

Clause 1, Article 21 of the Charter of organization and operation of DHG Pharma defined as followed: "The AGM shall be conducted if the numbers of shareholders present at the AGM are at least 65% of shares with voting rights ".

Thus, under the provisions of the Enterprise Law and the Charter of the Company, the 2015 AGM of DHG Pharma held on 28.04.2016 have 85.30% attendance of the total of shares with voting rights thus it is legal and valid.

II. Contents of the AGM:

1. Mrs. Lương Thị Thái Hiền – on behalf of the AGM Organization Board - Ban Tổ chức Đại hội – went through the meeting content, working regulation, rules of voting; introduced the Presidium, the Secretariat, the Meeting Supervisory Board and the vote tabulation board

The AGM Presidium:

- + Mr. Hoàng Nguyễn Học – Chairman of the BOD – Presidium
- + Mr. Lê Đình Bửu Trí – Vice-Chairman of the BOD – Member
- + Mrs. Phạm Thị Việt Nga – Member of the BOD, General Director – Member
- + Mr. Đoàn Đình Duy Khương – Member of the BOD, Vice General Director – Member

The Secretariat

- + Mrs. Lê Thị Hồng Nhung – Secretary of the BOD – Head
- + Mrs. Lê Thị Hoàng Niệm – Legal Department Executive– Member

The AGM Supervisory Board

- + Mr. Trần Quốc Hưng – Head of the Supervisory Board
- + Mr. Hứa Trường Hải – Member

Vote tabulation board

- + Mrs. Ông Thanh Kiều – Deputy HR Head– Head of Board
- + Vote tabulation group:
 - Ms. Dương Kim Loan
 - Ms. Nguyễn Thị Phương Giang
 - Mr. Đặng Văn Võ
 - Mr. Trần Ngọc Phúc
- Mrs. Võ Hà Anh Thư – (Shareholder ID: 0034, holding 58.563 shares) – represent shareholders to oversee the vote tabulation board.

- ⇒ **The percentage voting held in the form of holding voting certificate:** 100% of presenting AGM shareholders agreed on the Meeting contents, working regulations, voting rules; the presidium, the secretariat, the supervisory board and the vote tabulating board.
2. Mr. **Đoàn Đình Duy Khương** – Member of the BOD presented “Report of the BOD regarding the assessment of business operation in 2015.” accomplishment and compensation of the BOD in 2015. Mr. **Hoàng Nguyễn Học** – Chairman went through “Strategic target and business planning for 2016 – 2020; Investment plan in 2016, business target for 2016”; (Report no. 001/2016/BC.ĐHĐCĐ on 05/04/2016 attached).
 3. Mr. **Trần Quốc Hưng** – Head of the Supervisory board – went over “report of the Supervisory Board 2015” (Report no. 002/2016/BC.ĐHĐCĐ on 05/04/2016 attached).
 4. Mrs. **Đặng Phạm Huyền Nhung** – The Company’s Chief Accountant – went over to the AGM “2015 audited consolidated Financial Statements of DHG Pharma” (Report no. 003/2016/BC.ĐHĐCĐ on 05/04/2016 attached).
 5. Mrs. **Đặng Phạm Minh Loan** – Member of the BOD – presented to the AGM “2015 Statement on profit distribution” and “2016 plan for profit distribution” (Statement no. 001/2016/TTr.ĐHĐCĐ on 05/04/2016 attached).
 6. Mr. **Lê Đình Bửu Trí** – Vice Chairman of the BOD – presented to the AGM “Statement on amending and addition of DHG Pharma’s Charter) (Statement no. 002/2016/TTr.ĐHĐCĐ on 05/04/2016 attached).

In which revision of Clause 4 regulating DHG’s organization and operation: adding business line code #7120: technical testing and analyzing. In detail: the service of checking ingredients, packaging, finished pharmaceutical products, dietary supplements.

Assign the legal Representative to update, amend, issue the revised company Charter and perform procedures to adding new business lines according to the law

7. **Mrs. Nguyễn Phương Thảo** – Member of the supervisory board – presented to the AGM ‘statement on choosing the independent auditor for Financial Statements for fiscal year 2016” for DHG Pharma and subsidiaries (Statement no. 003/2016/TTr.ĐHĐCĐ on 05/04/2016 attached).
8. Discussion, Q& A session between shareholders and the Presidium regarding the content of the AGM.

Questions from shareholders	Answers from the Board
1. Please explain the DHG revenue structure of in-house DHG goods and other goods in 2015?	DHG in-house goods revenues in 2015: 74,1% Other revenues approximately 25% including: sales of goods, raw material trading, commodity trading, exclusive

Questions from shareholders	Answers from the Board
	imported goods, Eugica trading and other goods. In which, exclusive imported goods sales about 300 billion, about 10% of total sales and have a profit margin of 10%
<p>2. Please confirm there was a loss of 8 billion in goods from Bac Ninh branch. This incident happened since 2014, only discovered recently: is there a problem with internal control. Does it affect business results in 2016 and whether it happens to other branches or not.</p>	<p>DHG confirmed there was a loss of 8 billion in goods from Bac Ninh branch due to being stolen by warehouse keepers to resell on the black market.</p> <p>DHG's internal control system has some control over this issue, however it was not effective enough, thus loss occurred.</p> <p>DHG has organized disciplinary meeting, clearly outline the responsibilities of related parties, and reviewed the entire internal control system of the company to strengthen the system by employing more stringent regulations. The Board has sent out the message to all branch Directors and plan on rechecking the entire inventory at all branches.</p>
<p>3. Does DHG plan on switching to sales via distributors network as the new trend of other Vietnamese's firms?</p>	<p>DHG's competitive advantage is the wide and extensive distribution network. Up to now DHG do not plan on switching to the distributor network. DHG intend on building the new logistic system to support distribution activities.</p>
<p>4. Please supply revenue, profit and tax incentives info for the new plant for 2015.</p>	<p>Sales: VND 540 bn.</p> <p>PBT: VND 170 bn.</p> <p>Tax break: VND 38 bn.</p>
<p>5. Does DHG planning on opening up the FOL for foreign investors?</p>	<p>Even though the State has allow foreign investors to own more than 49% shares of Vietnamese companies, the Pharmaceutical industry is a sensitive one, thus the BOD and BOM are waiting for clear instructions. When we have specific instruction we will announce to the shareholders.</p>
<p>6. Please explain the reason behind DHG's in-house goods sales decline in 2015</p>	<p>The reasons has been outlined very specific on the documents for the AGM. Beside the general difficulties of the Pharmaceutical industry, DHG has the</p>

Questions from shareholders	Answers from the Board
	<p>following main reasons:</p> <ul style="list-style-type: none"> - High revenues in Q4/2014 put pressure in to Q1/2015: low sales in Q1/2015 affected the whole year. - Selling prices on the market were unstable, affecting sales of some of the strong brands. - DHG has 63 products which haven't been able to register or re-register. - DHG restructure the product portfolio, cut some product group with low margin thus while it affect Sales, PBT was higher.
<p>7. DHG is focusing on trading other goods, is it a departure from the in-house manufacturing of goods?</p>	<p>DHG beside having responsibilities with the shareholders, the State, we also have responsibilities with the employees. Thus, the Company must maintain manufacturing of goods at high proportion to ensure employee's job security. Our 5 years business plan 2016-2020 has sales breakdown of 80% from the in-house goods.</p>
<p>8. If customers order cancer drugs, can DHG supply it?</p>	<p>DHG recognize shareholder's suggestion. The manufacturing of cancer drugs is necessary for treatment. However currently the Company hasn't been able to find the appropriate partner or methods of R&D.</p>
<p>9. Does DHG has the power to always being the leading company of the Pharmaceutical Industry in Vietnam?</p>	<p>While we didn't meet target in 2015, it doesn't meant DHG is moving backward. Currently Sales and market share of DHG still significantly higher than the next largest competitor.</p>
<p>10. Can DHG monitor or control pharmacies' retail price to the end-user?</p>	<p>While we want to do that, we are currently having some difficulties to do so.</p>

Presidium's comment: in 2016 and later, if shareholders has any question or suggestion, please send it to the Company to the Department responsible for answering inquiries from shareholders.

9. Voted on the issues presented at the AGM via "voting form" and announced results

Based on the vote tabulation report no. 002/2016/BB.ĐHĐCĐ on 28/04/2016 by Mrs. Ông Thanh Kiều presented at the AGM:

The results are as followed:

No.	Voting content	Agree (1) (%)	Not Agree (2) (%)	No opinion (3) (%)	Other opinion (4) (%)	Ineligible vote (%)
1.	Approve Report of the BOD (no. 001/2016/BC.ĐHĐCĐ on 05/04/2016), include the following contents: Review operation performance of DHG in 2015, activities and compensation of BOD in 2015; strategic target and business plan for 2016-2020; 2016 investment plan and business target.	99.858%	0.000%	0.135%	0.007%	0.000%
2.	Approve Report of the Supervisory Board (no. 002/2016/BC.ĐHĐCĐ on 05/04/2016).	99.865%	0.000%	0.135%	0.000%	0.000%
3.	Approve 2015 audited consolidated Financial Statements of DHG Pharma JSC. (no. 003/2016/BC.ĐHĐCĐ on 05/04/2016)	99.858%	0.000%	0.135%	0.007%	0.000%
4.	Approve statement on report on profit distribution of 2015 and plan for profit distribution in 2016 (no. 001/2016/TTr.ĐHĐCĐ on 05/04/2016).	99.864%	0.000%	0.135%	0.000%	0.001%
5.	Approve the statement on amend and supplement on the company Charter together with the attached revisions. (*) (no. 002/2016/TTr.ĐHĐCĐ on 05/04/2016)	84.584%	15.281%	0.135%	0.000%	0.000%
6.	Approve Statement on selecting independent auditor for the 2016 Financial Statement of Hau Giang Pharma JSC. And subsidiaries. (no. 003/2016/TTr.ĐHĐCĐ on 05/04/2016)	99.872%	0.000%	0.128%	0.000%	0.000%

Therefore, all the content has been legally and validly approved at the AGM because there are more than 65% of total shares with voting rights presented at the AGM approved the contents. For the amending of the Charter content, there are more than 75% of total shares with voting rights presented at the AGM approved the content.

The 2015 AGM of Hau Giang Pharma JSC. has adjourned at 11:50 AM on the same day. The minute of the AGM are created in 4 copies and approved at the Meeting.

The approved content will be included in the resolution of the 2015 Annual General Meeting of Shareholders dated 04.28.2016 of Hau Giang Pharma JSC.

THE SECRETARIAT

Le Thi Hong Nhung

Le Thi Hoang Niem

**THE PRESIDUM
2015 ANNUAL GENERAL
SHAREHOLDER'S MEETING
CHAIRMAN OF THE BOARD**

Hoang Nguyen Hoc