

**STATEMENT TO THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS (AGM) 2017**

***(Reg: the additional election for an independent Board of Directors'
member Term III (2014 – 2018) of DHG Pharmaceutical JSC)***

Kinh Attn to: THE AGM 2017 OF DHG PHARMACEUTICAL JSC

- Pursuant to the Law on Enterprises No.68/2014/QH13 dated 26 Nov 2014 and related regulations;
- Pursuant to Decree No.71/2017/NĐ-CP dated 06 Jun 2017 regarding the guidance on corporate governance applicable to public companies, effective from 01 Aug 2017;
- Pursuant to the Charter of Organization and Operation of DHG Pharmaceutical JSC (DHG Pharma) issued on 7 Feb 2018,

The Board of Directors (BOD) of DHG Pharma respectfully submits to the AGM the additional election for an independent BOD member as a replacement Term III (2014 – 2018) as follows:

1. Number and structure of the BOD members

- The quantity of DHG Pharma's BOD members is 7 members, of which one-third must be independent members, equivalent to 02 independent members.
- Number of current independent BOD member: 01 (one) independent member.
- The number of BOD members of to be additionally elected at this Meeting: 01 independent member.

2. List of candidate:

- The candidacy and nomination of an additional independent BOD member of DHG Pharma Term III (2014 – 2018) in accordance with the Notice No.002/2018/TB.ĐHĐCĐ dated 12 March 2018: the result for application until 4:00pm on 23rd March, 2018 has shown that DHG Pharma's BOD did not receive any nomination or candidacy from any group of shareholders owning at least 5% of the Company's voting shares.
- Pursuant to law and Article 32 of the Charter of Organization and Operation of DHG Pharma in terms of candidacy and nomination of members of the BOD:
"When the number of the candidates for the BOD through nomination and candidacy fails to reach the minimum number, the incumbent BOD can introduce or nominate more candidates in accordance with this Charter and DHG PHARMA's regulation on internal governance. The introduction of

candidates by the BOD must be published clearly before the General Meeting of Shareholders votes for members of the BOD.”

The BOD of DHG Pharma introduces to the AGM a candidate joining as an independent BOD member of DHG Pharma Term III (2014 - 2018) with the curriculum vitae as follows:



Full name of the candidate: PHAN MINH TIEN

Gender: Male

Date of birth: 29 Oct 1970

Place of birth: Da Nang, Vietnam

+ Professional qualification: Bachelor of Business Studies, Moscow Institute of Management, Russia

+ Working experience:

Time	Position	Name of organization
2014-current	Marketing Executive Director	Vinamilk
2013-2014	Marketing Director	Samsung Vietnam
2008-2013	Vice President in charge of Food Category	Unilever Vietnam

+ Current position: Marketing Executive Director – Vinamilk

(The declaration of information proving the independence of Mr. Phan Minh Tien has been enclosed)

Kindly submit to the AGM for consideration and additional election for an independent BOD member of DHG Pharma as a replacement by the method of cumulative voting.

Best regards./.

Recipients:

- *As kind attn;*
- *Archived: BOD secretary*

**ON BEHALF OF THE BOD
CHAIRMAN**

Nguyen Chi Thanh

[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.]

2.2.	Is the candidate a consultant or a joint-venture partner, an affiliated partner of DHG Pharma as well as a related person?		X	
3. Criteria for independence of ownership and economic relations				
3.1.	Is the candidate a direct or indirect owner of at least 1% of voting shares of DHG PHARMA?		X	
3.2.	Is the candidate a related person of the major shareholder of DHG PHARMA?		X	
3.3.	Is the candidate a partner or a related person of partner who has annual transaction with DHG Pharma, accounting for thirty percent (30%) or more of total revenue or total value of goods and service of the Company in the last two (02) years?		X	

I hereby verify that declaration for the purpose of verifying independence of the independent BOD member is completely honest, accurate and reasonable.

If I am elected as the independent BOD member Term III (2014 - 2018) of DHG Pharma, I hereby undertake that:

- I shall remain independence during the term or shall report to the BOD once independence has not been guaranteed.
- I shall fulfill responsibilities and authorities of the independent BOD member in accordance with the Company's Charter, internal regulations on corporate governance and other tasks assigned by the BOD.

Best regards.

....., 06th March, 2018

APPLICANT

(signed)

Phan Minh Tien

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