

DRAFT

RESOLUTION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017 OF DHG PHARMACEUTICAL JSC

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017

- Pursuant to the Charter of Organization and Operation of DHG Pharmaceutical JSC (“**DHG Pharma**”);
- Pursuant to the Statements and Reports submitted to the Annual General Meeting of Shareholders (“**AGM**”) 2017 dated 28 Mar 2018 by the Board of Directors (“**BOD**”) and Board of Supervisory (“**BOS**”);
- Pursuant to the Meeting minutes No.004/2018/BB.ĐHĐCĐ of the AGM 2017 of DHG Pharma dated 28 Mar 2018,

RESOLUTION

The AGM 2017 of DHG Pharma unanimously approves the following contents:

Article 1: Approval of the BOD report in terms of evaluation of the business result in 2017; performance and remuneration of the BOD in 2017; direction and business targets for 2018; the adjustments of strategic goals and business targets 2018 – 2019 – 2020; approval of the consolidated audited financial statement 2017; approval of the BOS report 2017.

Several targets in 2017:

| No. | Item | Figures in | 2017 |
|-----|--|-------------|--------|
| 1. | Total assets as at 31 December 2017 | VND Billion | 4,087 |
| 2. | Owner’s equity as at 31 December 2017 | VND Billion | 2,759 |
| 3. | Net revenue | VND Billion | 4,063 |
| 4. | Profit before tax | VND Billion | 719 |
| 5. | Profit after tax | VND Billion | 642 |
| 6. | Profit after tax of the parent Company’s shareholder | VND Billion | 642 |
| 7. | EPS (Earnings per share) | VND | 4,367 |
| 8. | ROS (Profit after tax/Net sales) | % | 15.81% |
| 9. | ROA (Profit after tax/Average total assets) | % | 15.99% |
| 10. | ROE (Profit after tax /Average owner’s equity) | % | 22.82% |

Strategic goals 2018 – 2019 – 2020:

- Maximizing the enterprise value and increasing the interests of all stakeholders.
- Being the largest Generic pharmaceutical enterprise in Vietnam.

- Being a pharmaceutical enterprise with the deepest, broadest, most professional and diversified distribution channel.
- Becoming a symbol of humanity in contributing to the society and enhancing the quality of life.
- Being the leading enterprise in applying science and technology in operation (R&D, production, information, and management).
- Well - improving and developing platform resources.

Adjustments for consolidated business targets 2018-2019-2020 under the following principles:

- Net revenue growth: at least 13%/year
- Profit before tax growth: at least 7%/year

Article 2: Authorizing the BOD to coordinately select with the BOS 01 out of the 03 following auditors to be the independent auditor for the financial statements of DHG Pharma and its subsidiaries.

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

Article 3: Approval of the report on profit distribution in 2017 and balance of the funds after distributing profit in 2017:

Profit distribution in 2017:

| Target | Appropriation rate in 2017 | Amount (VND) |
|---|--|------------------------|
| Consolidated profit after tax (PAT) of the parent company | | 642,407,977,142 |
| Additional corporate income tax (CIT) for FY 2016 | | 24,456,194,565 |
| PAT in 2017 for distribution | | 617,951,782,577 |
| Dividends in 2017 - Advance dividend payment Phase 1: 10% par value on 04 Oct 2017 - Advance dividend payment Phase 2: 15% par value on 25 Jan 2018 - The remaining: 5% par value (expected to make payment after the AGM) | 30% par value | 392,238,213,000 |
| Deduction from the Bonus and Welfare Fund | 10% of consolidated PAT for distribution | 61,795,178,258 |
| Remuneration of the BOD, BOS, members of the BOD subcommittees and the BOD Secretarial team | VND 6 billion | 6,000,000,000 |
| Bonus for the BOD, BOS, members of the BOD subcommittees, BOD Secretarial team, Executive Board and outstanding staffs in 2017 | Unimplemented due to not fulfilling the target | - |
| The remaining profit shall be added to the Investment & Development Fund | The remaining | 157,918,391,319 |

Balance of the funds after distributing profit in 2017:

| No. | Content | Balance as at 31 Dec 2017 (*) | Expected profit distribution 2017 | Balance after profit distribution 2017 |
|-----|---|-------------------------------|-----------------------------------|--|
| 1. | Bonus and Welfare Fund | 55,056,051,032 | 61,795,178,258 | 116,851,229,290 |
| 2. | Remuneration and Bonus Fund of the BOD, BOS and Executive Board | 7,902,745,368 | 6,000,000,000 | 13,902,745,368 |
| 3. | Investment & Development Fund | 1,112,177,317,110 | 157,918,391,319 | 1,270,095,708,429 |

(*) Audited consolidated financial statements 2017

Article 4: Approval of the profit distribution plan 2018

| Target | Expected appropriation rate 2018 |
|--|----------------------------------|
| Consolidated PAT of the parent company | 100% PAT |
| Dividends in 2018 | 30% par value (by cash) |
| Deduction from the Bonus and Welfare Fund | 10% consolidated PAT |
| Remuneration of the BOD, BOS, members of the BOD subcommittees and BOD Secretarial team | VND 6,000,000,000 |
| Bonus for the BOD, BOS, members of the BOD subcommittees, BOD Secretarial team, Executive Board and outstanding staffs in 2018 | 5% growth of consolidated PAT |
| The remaining profit shall be added to the Investment & Development fund | The remaining |

Article 5: Approval of the merger plan of DHG Packaging and Printing 1 One Member Limited Company (“**DHG PP1**”) and DHG Pharmaceutical One Member Limited Company (“**DHG Pharma Ltd.**”) into DHG Pharma.

The BOD and the Board of Management (“**BOM**”) have been assigned to unlimitedly implement the following tasks:

1. Negotiation on the merger agreement: on the basis that the AGM Resolution approves the merger, the BOD of DHG Pharma shall complete the merger agreement, the Charter of organization and operation of DHG Pharma after the merger.
2. Signing of the merger agreement.
3. Implementing all necessary procedures on changing the information related to the two merged Companies and DHG Pharma’s business lines as well as the procedures on transferring the ownership rights to DHG Pharma in accordance with the Law and the Company’s Charter, including the following procedures:
 - Procedures on supplementing the packaging business line to DHG Pharma’s Business Registration Certificate;

- Procedures on notifying the termination on operation of the two merged subsidiaries;
 - Operational procedures/tax procedures;
 - Procedures on the transfer of asset ownership and use rights;
 - Procedures on adjusting the Investment Certificate; and
 - Other relevant procedures
4. Information disclosure on the merger
 5. Carrying out tax finalization procedures and obligations to the State, organizations and individuals related to the debts and termination of operation of DHG PP1 and DHG Pharma Ltd..
 6. Carrying out all relevant tasks, adjusting and handling issues related to the implementation of the above resolution, ensuring the most favorable interests to the Company.
 7. The BOD is permitted to authorize General Director, departments or individuals to perform one or several specific tasks mentioned above on case-by-case basis.

Article 6: Adding business lines to DHG Pharma and approving the adjustments for the Charter in line with the additional business lines:

| No. | Code | Name of business lines |
|-----|------|---|
| 1 | 1702 | Manufacture of corrugated paper and paperboard and of containers of paper and paperboard In detail: manufacture and trading of containers of paper |
| 2 | 1709 | Manufacture of paper and paperboard n.e.c |
| 3 | 1811 | Printing. In detail: Printing of publications, packages, labels, catalogs, flyers, brochures; interpretation, manual instruction, forms and transaction papers; Printing of books, pictures, photographs, maps, posters; flyers, brochures, calendars. |
| 4 | 1812 | Printing services |
| 5 | 1820 | Preproduction of recorded media |
| 6 | 2220 | Manufacture of plastic products In detail: manufacture and trading of plastic containers |
| 7 | 3290 | Other manufacturing n.e.c |
| 8 | 4669 | Other wholesale n.e.c In detail: trading of printing supplies and equipment |
| 9 | 1079 | Manufacture of other food product n.e.c In detail: Manufacture of food |
| 10 | 4632 | Wholesale of food In detail: Trading, export and import of food. Wholesale of food and other food products. |
| 11 | 7490 | Other professional, scientific and technical activities n.e.c In detail: R&D service |

Article 7: Amendments and supplements of DHG Pharma's Charter in line with the enclosed reference table.

Article 8: Amendments and supplements of the Internal Corporate Governance Regulation in line with the enclosed reference table.

Article 9: Dismissal from the position as a Supervisor Term III (2014 – 2018) to *Mr. Dinh Duc Minh* since 29 Dec 2017.

Article 10: Election result of the additional independent BOD member and Supervisor Term III (2014 – 2018) carried out by the method of cumulative voting are as follows:

Independent BOD member:

| No. | Full name | Title | No. of vote for | Win ratio % |
|-----|--------------|-------------------|-----------------|-------------|
| 1. | Mr./Ms | Member of the BOD | |% |

Supervisor:

| No. | Full name | Title | No. of vote for | Win ratio % |
|-----|--------------|------------|-----------------|-------------|
| 1. | Mr./Ms | Supervisor | |% |

Article 11: The BOD, General Director and Legal representative of DHG Pharma Term III (2014 – 2018) have been assigned to implement the contents approved by the AGM in accordance with the Company's Charter and applicable law. The BOS Term III (2014 – 2018) is responsible for checking and supervising the implementation of the contents approved by the AGM.

This Resolution was approved by the AGM 2017 of DHG Pharma dated 28th March 2018 and was made in 04 (four) original copies of equal legal force.

**ON BEHALF OF THE AGM 2017
CHAIRMAN**

Recipients:

- Members of the BOD and BOS;
- The Company's shareholders;
- SSC;
- HOSE;
- VSD HCMC Branch;
- DHG Pharma's website;
- Mass media;
- Archived: BOD Secretary, AT.

**CHAIRMAN OF THE BOD
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.]