

THE CHARTER OF
DHG PHARMACEUTICAL JOINT STOCK COMPANY
(22nd revision)

Cantho, 25 June 2019

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INTRODUCTION

This Charter has been approved in accordance with Resolution No. 001/2019/DHĐCĐ of the Annual General Meeting of Shareholders 2018, dated 11 June 2019.

Chapter I: GENERAL PROVISION

Article 1. Scope and regulated entities

This Charter is a basic document that regulates on the issues related to organization, management, and activities of DHG PHARMA (as defined in Article 2 below). Shareholders, Enterprise Managers, and Enterprise Executives (as defined in Article 2 below), and all DHG PHARMA's employees must be responsible for respecting and executing this Charter.

Article 2. Interpretation of term

1. In this Charter, the terms below are construed as follows:

a. "DHG PHARMA" or "the Company" is DHG Pharmaceutical Joint Stock Company.

b. "DHG GROUP" is a collection of companies including DHG PHARMA and its subsidiaries.

c. "Dependent units of DHG PHARMA" are divisions that were established, reorganized and dissolved by the Board of Directors of DHG PHARMA, including representative offices, branches, and dependent accounting units.

d. "Subsidiary" of DHG PHARMA is an enterprise that: (i) DHG PHARMA holds more than fifty percent (50%) of the charter capital or the total number of ordinary shares of that company; (ii) DHG PHARMA has the direct or indirect right of appointment of a majority or all of members of the Board of Directors, the Director or General Director of such enterprise; (iii) DHG PHARMA has the right to decide on amendment and supplement to the Charter of such enterprise.

e. "Associate" is a company that has non-dominant shares, capital of DHG PHARMA. It is established in the form of limited liability company with two or more members, joint stock company, joint venture with foreign company or foreign company.

f. "DHG PHARMA's dominant power" is the decision or influence of DHG PHARMA to its subsidiaries, dominated companies, including, but not limited to the rights governing the charter of operations, key management, organization of the management apparatus, technological know-how, branding, market, business strategy, investment orientation and other important matters specified in the charter of such subsidiaries, dominated companies or under the agreement between DHG PHARMA and its subsidiaries, dominated companies.

g. “DHG PHARMA's dominant share, dominant capital” is the shares or capital contribution of DHG PHARMA, which account for over fifty percent (50%) of the charter capital of other companies.

h. “Capital investment out of DHG PHARMA” is the use of capital, assets or brand of DHG PHARMA to invest and contribute capital to other enterprises other than DHG PHARMA, including but not limited to capital contribution to joint ventures, associates, shares purchase, investing to increase capital in subsidiaries, associates and other companies.

i. “Charter Capital” means the amount of capital contributed by all shareholders and it is stipulated in Article 9 of this Charter.

j. “Major shareholder” is a shareholder owning directly or indirectly five percent (5%) or more of the voting shares of DHG PHARMA.

k. “The Law on Enterprises” means the Law on Enterprises No.68/2014/QH13 passed by the National Assembly on 26 November 2014.

l. “Establishment Date” means the date on which DHG PHARMA is granted the Business Registration Certificate for the first time.

m. “Enterprise Managers” are the Chairman of the Board of Directors, members of the Board of Directors, General Director, persons holding the position of other Enterprise Managers are entitled to enter into DHG PHARMA’s transactions on behalf of DHG PHARMA according to decentralization of the Board of Directors and/or the General Director.

n. “Enterprise Executives” is the General Director, Deputy General Director, Chief Accountant, Functional Directors, and other positions within the appointed competence of the Board of Directors.

o. “Related person” means any individual or organization that has a direct or indirect relationship with DHG PHARMA in the cases prescribed by Clause 17, Article 4 of the Law on Enterprises and Clause 34 Article 6 of the Law on Securities.

p. “Operation term” means the duration of operation of DHG PHARMA as stated in Clause 5 Article 3 of this Charter.

q. “Vietnam” means the Socialist Republic of Vietnam.

r. “Non-executive members of the Board of Directors” are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant and other titles designated by the Board of Directors.

s. “Independent Board of Directors’ members” are the members of the Board of Directors that satisfy the following standards and conditions:

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

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

(iii) Not having a spouse, birth parent or sibling 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 DHG PHARMA for at least previous five (05) consecutive years.

t. Audit Committee is Audit Committee under the Board of Directors in accordance with point b, clause 1, Article 134 of the Law on Enterprises.

2. In this Charter, references to one or a number of other regulations or documents will include their amendments or substitutions.

3. Headings (Chapters, Articles of this Charter) are used herein for convenience only, and do not affect the content of this Charter.

4. Words or terms defined in the Law on Enterprises (if they do not contradict the subject or context) will have the same meanings in this Charter.

Article 3. Name, form, head office, branch, representative office, and operation term of DHG PHARMA

1. Name of the Company:

- In Vietnamese: CÔNG TY CỔ PHẦN DƯỢC HẬU GIANG.

- In English: DHG PHARMACEUTICAL JOINT-STOCK COMPANY.

- In abbreviation: DHG PHARMA.

2. DHG PHARMA is a joint-stock company having legal entity status in compliance with applicable law of Vietnam.

3. Registered head office of DHG PHARMA is:

- Address : 288 Bis Nguyen Van Cu Street, An Hoa Ward, Ninh Kieu District, Can Tho City

- Tel : (84 – 292) 3891 433

- Fax : (84 – 292) 3895 209

- E-mail : dhgpharma@dhgpharma.com.vn

- Website : www.dhgpharma.com.vn

4. DHG PHARMA may establish branches and representative offices to carry out the operational objectives of DHG PHARMA in accordance with the resolutions of the Board of Directors and to the extent permitted by law.

5. Except for early termination of the operation term in accordance with Article 73 of this Charter, the operation term of DHG PHARMA commences from the “establishment date” and does not specify the termination date.

Article 4. Legal representative

1. The Company has one legal representative. The General Director is the legal representative of DHG PHARMA.

2. The legal representative of DHG PHARMA has the following obligations:

a. To perform the rights and assigned obligations in an honest, careful and best manner to ensure the legitimate interests of DHG PHARMA;

b. To be loyal to the interests of DHG PHARMA, not to use the Company's information, know-how, business opportunities, not to misuse his/her positions and use the Company's assets for personal benefit or for the benefit of the other organizations or individual;

c. To inform DHG PHARMA promptly, fully and accurately of the fact that the legal representative and their related persons own or have contributed capital to other enterprises.

3. The legal representative of DHG PHARMA is personally liable for damages to DHG PHARMA for breach of the obligations stipulated in Clause 2 of this Article.

Article 5. Operational objectives of DHG PHARMA

1. DHG PHARMA's business lines are:

No.	Name of business lines	Code
1	<p>Real estates activities with own or leased property</p> <p>Detail: Rent buildings, construction works for sublease; Build houses on the land which is leased by the State for lease; build houses or constructions other than houses on such land for sale, for lease, or for lease purchase; Receive total or a part of real estate project from investors to build buildings, constructions on it for sale, for lease, or for lease purchase; Build houses on land which is allocated by the State for sale, for lease, or for lease purchase.</p>	6810
2	<p>Wholesale of other household products</p> <p>In detail: trading of pharmaceutical products manufactured by the company; Export of pharmaceutical products and herbal drug in accordance with provisions of the Ministry of Health. Import of finished cosmetics and pharmaceutical products; Trading, import and export of cosmetics.</p>	4649
3	<p>Manufacture of drug, modern drug and herbal drug</p> <p>In detail: Manufacture of drug, modern drug, herbal drug and medicinal ingredients.</p>	2100 (main)
4	<p>Manufacture of other food product n.e.c</p> <p>In detail: Manufacture of dietary supplements. Manufacture of food.</p>	1079
5	<p>Wholesale of food</p> <p>In detail: import of dietary supplements; export of processing food; Trading, import and export of dietary supplements; trading, import and export of seafood; trading, import and export of food; wholesales of food and other food products.</p> <p>(excluding trading in cane and beet sugar and excluding rice trade)</p> <p>(trading of prohibited animal meat)</p>	4632
6	<p>Freight transport by road.</p> <p>In detail: Internal freight transport by road for the Company's business and production activities.</p>	4933

No.	Name of business lines	Code
7	Warehousing and storage. In detail: general warehouse and refrigerated storage.	5210
8	Organization of conventions and trade shows In detail: Organization, promotion and/or event management such as trading or exhibition, presentation, conference, with or without management and staffing issues.	8230
9	Wholesale of other machinery and equipment n.e.c In detail: Import of manufacture equipment for drug, herbal drug and pharmaceutical products in accordance with provisions of the Ministry of Health; Direct import of medical supplies and equipment; Trading, import and export of manufacture equipment for self-made drug; Trading of printing materials and equipment.	4659
10	Manufacture of soap and detergents, cleaning and polishing preparations. In detail: manufacture of cosmetics.	2023
11	Wholesale of waste and scrap and other products n.e.c In detail: Trading, import and export of veterinary pharmaceutical raw materials; Trading, import and export of pharmaceutical raw materials, auxiliary materials for human use; (trading of pharmaceutical raw materials and auxiliary materials for human use only including trading of pharmaceutical raw materials and auxiliary materials for human use manufactured by the Company itself); Trading, import and export of manufacturing packaging in the field of medicine, pharmaceutical, food and cosmetics.	4669
12	Wholesale of agricultural raw materials (except wood, bamboo) and live animals. In detail: Trading, import and export of cattle and poultry feed; Trading, import and export of raw materials for cattle, poultry and seafood feed.	4620

No.	Name of business lines	Code
13	Other professional, scientific and technical activities n.e.c. In detail: Technology transfer and technology transfer services; Product research and development services.	7490
14	Manufacture of soft drinks, mineral water. In detail: Manufacture of bottled purified water.	1104
15	Wholesale of beverages. In detail: Wholesale of bottled purified water.	4633
16	Retail sale of beverages in specialized stores. In detail: Retail sale of bottled purified water.	4723
17	Technical testing and analysis. In detail: Testing services for raw materials, packaging, finished pharmaceutical products, dietary supplements.	7120
18	Manufacture of plastic products. In detail: manufacture and trading of plastic containers.	2220
19	Manufacture of paper and paperboard n.e.c	1709
20	Manufacture of corrugated paper, paperboard and containers of paper and paperboard. In detail: manufacture and trading of paper containers.	1702
21	Retail sale of pharmaceuticals, medical goods, cosmetics and toilet articles in specialized stores. In detail: Retail sale of cosmetics.	4772
22	Retail sale of food products in specialized stores. In detail: Retail sale of dietary supplements (health supplements).	4722

2. DHG PHARMA's operational objectives are: DHG PHARMA was established to mobilize and utilize capital effectively in the sustainable development of registered production and business lines, aiming to maximize profits for shareholders, create stable jobs, while improving the quality of life for workers and contributing to the society.

Article 6. Scope of business and operation

1. DHG PHARMA is permitted to plan and conduct all business activities in accordance with the business lines DHG PHARMA disclosed on the National Business

Registration Portal, this Charter and in accordance with the applicable law. Moreover, DHG PHARMA is permitted to take appropriate measures to achieve its objectives.

2. DHG PHARMA may carry out business activities in the business lines permitted by the Law and approved by the General Meeting of Shareholders.

Article 7. Bank account

1. DHG PHARMA opens accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.

2. Subject to the prior approval of the competent authority, if necessary, DHG PHARMA may open a bank account in a foreign country in accordance with the law.

3. DHG PHARMA will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where DHG PHARMA opened such accounts.

Article 8. Seal

1. DHG PHARMA has one (01) seal, and this seal is the property of DHG PHARMA. The Board of Directors decides the form, number, and contents of the official seal of DHG PHARMA and the official seal of DHG PHARMA's subordinate units.

2. The management and use of the seal shall be in accordance with the regulation on the management and use of seal issued by the Board of Directors.

Chapter II: CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 9. Charter capital, and founding shareholders

1. The charter capital of DHG PHARMA on the approval date of this Charter is VND 1,307,460,710,000 (One thousand three hundred and seven billion, four hundred and sixty million, seven hundred and ten thousand Vietnamese dongs).

2. The total charter capital of DHG PHARMA is divided into 130,746,071 (one hundred thirty million, seven hundred forty-six thousand, and seventy-one) shares with a par value of ten thousand Vietnamese dongs (VND 10,000)/share.

3. When there is a change in the charter capital in accordance with the Resolution of the General Meeting of Shareholders, this provision shall automatically be amended in accordance with the resolution of such General Meeting of Shareholders.

4. DHG PHARMA may change its charter capital upon the approval of the General Meeting of Shareholders and in accordance with the law.

5. All shares issued by DHG PHARMA on the approval date of this Charter shall be ordinary shares. Holders of ordinary shares are referred to as common shareholders. The rights and obligations of shareholders are stipulated in Articles 15 and 16 of this Charter.

6. If necessary, DHG PHARMA may issue preference shares after approval of the General Meeting of Shareholders and in accordance with the law. Holders of preference shares are called preferred shareholders.

7. Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to the number of ordinary shares of each shareholder in DHG PHARMA unless decided by the General Meeting of Shareholders. The number of remaining shares not subscribed to be purchased by such shareholders shall be decided by the Board of Directors of DHG PHARMA. The Board of Directors may allocate the shares to subjects in accordance with the conditions and in a manner that the Board of Directors deems appropriate, provided that the shares may not be sold on conditions which are more favourable than the conditions offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares being sold via the Stock Exchange under the auction method.

8. DHG PHARMA may purchase its own shares (including redeemable preference shares) in any way permitted by this Charter and applicable law. The ordinary shares acquired by DHG PHARMA shall be treasury shares and the Board of Directors may offer in ways in conformity with the provisions of the Law on Securities, relevant guiding documents and this Charter.

9. DHG PHARMA may issue other types of securities as approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

Article 10. Share certificates

1. DHG PHARMA's shareholders shall be granted with share certificates corresponding to the number of shares and class of shares owned.

2. Shares are certificates issued by the company, book entries or electronic data certifying ownership of one or a number of shares of DHG PHARMA. Shares must contain all contents as stipulated in Clause 1, Article 120 of the Law on Enterprises.

3. Within a period of thirty (30) days from the date of submission of a complete application file for the transfer of shares ownership in accordance with DHG PHARMA's provisions or within a (02) two-month period or may be longer under the terms of shares issuance from the full payment date of share purchase as stipulated in DHG PHARMA's share issuance plan, shareholders will be granted with share

certificates. Shareholders do not have to pay DHG PHARMA for the cost of printing share certificates.

4. In case only a number of shares in a share certificate shall be transferred, the old share certificate will be rescinded and a new share certificate recording the remaining shares will be granted free of charge.

5. If a share certificate is lost, destroyed or damaged, the owner of such share certificate may request a new share certificate under a condition that he/she must provide evidence of ownership and pay all relevant expenses to DHG PHARMA.

6. Owners of share certificates shall be solely responsible for preserving their share certificates and DHG PHARMA will not be responsible in any case where these certificates are stolen or used for fraudulent purposes.

7. Pursuant to the provisions of the Law on Enterprises and the Law on Securities and the stock market, DHG PHARMA may issue shares which shall not take the form of certificates, and allow the shares (regardless of whether being issued in this form or not) to be transferred and a document on such transfer shall not necessarily be required; or at certain times, the Board of Directors may issue other regulations replacing respective regulations in this Charter regarding share certificates and share transfer.

Article 11. Other securities certificates

1. DHG PHARMA may issue bonds, convertible bonds and other bonds in accordance with the law. The Board of Directors has the rights to decide on the types of shares (except bonds converted to shares to be decided by the General Meeting of Shareholders), the total value of bonds and the time of issuance, but must report to the General Meeting of Shareholders at the nearest meeting. The report must be enclosed with documents and dossiers explaining the Board of Directors' decision on the issuance of bonds.

2. DHG PHARMA may issue covered bonds and debentures upon approval by the General Meeting of Shareholders. The bonds may be converted into ordinary shares and subscription rights allow their holders to purchase shares in accordance with the laws and this Charter.

3. Bond certificate or other securities certificates of DHG PHARMA (excluding sale offer letters, temporary certificates, and similar documents) shall be issued with the seal and signature of the legal representative of DHG PHARMA unless otherwise provided by the terms and conditions of issue.

Article 12. Transfer of shares

1. All shares may be transferred freely unless otherwise stipulated in this Charter and the law. The shares listed on the Stock Exchange will be transferred in accordance with the Laws on securities and securities market.

2. The shares that were not fully paid are not transferable and are not entitled to related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from owners' capital, the right to buy new shares for sale.

Article 13. Reclamation of shares

1. If a shareholder fails to pay in full and on time the amount payable for the subscription of shares, the Board of Directors shall notify and send a notice to the shareholder to request for payment of such amount, together with any accrued interest which may be accumulated on the amount, and costs arising from any failure to pay such amount to DHG PHARMA in accordance with the provisions.

2. The above-mentioned notice must specify a new time-limit for payment (at least seven (07) days from the date on which the notice is sent), place, method of payment, and clearly state that in the event that payment is not made as required, the shares which have not yet been fully paid for will be reclaimed.

3. If the requirements stipulated in the above-mentioned notices are not fulfilled, before all amounts payable, interest and related costs are fully paid, the Board of Directors may reclaim such shares (including all announced dividends to be paid on the reclaimed shares which have not been paid out at the time of reclamation). The Board of Directors may accept the submission of shares to be reclaimed in accordance with Clauses 4, 5 and 6 of this Article and in other cases stipulated in this Charter.

4. The reclaimed shares shall become assets and are considered as the shares offered for sale of DHG PHARMA as stipulated in Clause 3, Article 111 of the Law on Enterprises. The Board of Directors may directly execute or authorize the sale, redistribution or settlement for persons whose own shares reclaimed or other subjects under the conditions and ways which the Board of Directors deems appropriate.

5. The shareholder who holds the reclaimed shares will have to relinquish his or her shareholder status in respect of those shares, but still have to pay all related amounts plus interest at the time of reclamation in accordance with the decision of the Board of Directors, from the date of reclamation to the date of payment. The Board of Directors reserves the right to enforce full payment of shares at the time of reclamation or may waive part or all of such amounts.

6. A reclamation notice shall be sent to the shareholders holding reclaimed shares prior to the time of reclamation. The reclamation shall be still valid even in case of error or negligence of sending notice.

Chapter III: ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 14. Organizational structure, management, and control

The organizational structure, management, governance and control of DHG PHARMA include:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. Audit Committee under the Board of Directors (hereinafter referred to the Audit Committee);
4. The General Director.

Section A: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 15. Rights of shareholders

1. Shareholders who are owners of DHG PHARMA shall have rights and obligations corresponding to the number and classes of shares they owned. The shareholders shall only be liable for the debts and other asset obligations of DHG PHARMA within the amount of contributed capital to DHG PHARMA.

2. Common shareholders have the following rights:

a. The right to be treated equally. Each share of the same type gives its shareholders the equal rights, obligations, and interests;

b. The right to fully access the periodical and extraordinary information disclosed by DHG PHARMA in accordance with regulations of law;

c. Shareholders have the right to protect their legal rights. In case the decision of the General Meeting of Shareholders violates the law or the Charter, the Board of Directors' decisions in contrary to the provisions of law or the Charter causing damage to DHG PHARMA, shareholders have the right to propose the cancellation or suspension of such decisions in accordance with the Law on Enterprises;

d. To attend and express opinions at the meeting of the General Meeting of Shareholders and to exercise the right to vote directly or through a proxy or other forms as stipulated by the law and this Charter.

e. To receive dividends at the rate decided by the General Meeting of Shareholders;

f. To freely transfer shares which have been fully paid for in accordance with the applicable law, except for restricted share transfer in accordance with the provisions of DHG PHARMA and applicable law;

g. To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares each shareholder holds;

h. To consider, consult and extract information relating to shareholders with voting rights and to request amendment of incorrect information;

i. Access information on the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders;

j. To consider, consult, extract or copy of DHG PHARMA's Charter, the minutes and resolutions of the General Meeting of Shareholders;

k. In case DHG PHARMA is dissolved or bankrupt, shareholders shall receive a part of the remaining assets in proportion to the ownership ratio of shares in DHG PHARMA after DHG PHARMA has paid out the debts (including debt obligations to the State, taxes, fees) and payment to shareholders holding other classes of shares of DHG PHARMA in accordance with applicable law;

l. To request DHG PHARMA to repurchase shares in the cases stipulated in Article 129 of the Law on Enterprises;

m. Other rights stipulated in the law and this Charter.

3. A shareholder or a group of shareholders holding five percent (5%) or more of the total number of ordinary shares for at least six (06) consecutive months or more shall have the following rights:

a. To nominate members to the Board of Directors according to the respective provisions of Clause 1 of Article 33 of this Charter.

b. To request the Board of Directors to convene the meeting of the General Meeting of Shareholders in accordance with Article 114 and Article 136 of the Law on Enterprises.

The request must be made in writing, accompanied by the required documents and evidence of the violations of the Board of Directors, the extent of the violations or the decisions beyond its competence.

c. To inspect and receive a copy or an extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders.

d. To request the Board of Directors to inspect each particular issue related to the management and operation of DHG PHARMA whenever necessary. The request must be made in writing; and must contain the full name, permanent address, nationality, number of citizen identification/identification card/ passport, or other lawful personal

identification in respect of a shareholder being an individual; or the name, business code or number of establishment decision, address of head office in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership of the total number of shares of DHG PHARMA; issues to be inspected and purpose of the inspection;

e. Other rights stipulated in the law and this Charter.

Article 16. Obligations of shareholders

1. Shareholders shall have the following obligations:

a. Not to withdraw the capital contributed as ordinary shares from DHG PHARMA in any form, except in the case of DHG PHARMA or others repurchase the shares. If a shareholder withdraws a part or all of the contributed share capital in contravention of this point, members of the Board of Directors and the legal representative of DHG PHARMA shall be jointly liable for the debts and other asset obligations of DHG PHARMA within the value of equity have been withdrawn.

b. To comply with the Charter and the regulations of DHG PHARMA; to observe the decisions of the General Meeting of Shareholders and the Board of Directors;

c. To pay for shares according to the number of shares which the shareholder has registered to subscribe in accordance with the regulations;

d. To provide the correct address when registering to subscribe for shares;

e. To fulfill other obligations in accordance with the applicable law;

f. To bear personal responsibility where he/she performs one of the following acts in any form in the name of DHG PHARMA:

(i) Violation of law;

(ii) Conducting business and other transactions for self-interest or for the benefit of other organizations and individuals;

(iii) Payment of not-past-due debts where DHG PHARMA is likely to be in financial danger.

g. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:

(i) To attend and vote in person at the meeting;

(ii) To authorize others to attend and vote at the meeting;

(iii) To attend and vote via online meetings, electronic voting or other electronic forms;

(iv) to send votes to the meeting via post, fax, email.

2. The organizations and individuals who become major shareholders of DHG PHARMA, apart from the obligations prescribed by Clause 1 this Article and disclose information in accordance with regulations of law, must also fulfill obligations to report to DHG PHARMA, the State Securities Commission and the Stock Exchange where stocks of DHG PHARMA are listed within seven (07) days after they become majority shareholders. A report on a majority shareholder's ownership covers the following contents:

a. The name, address and business lines in case of a major shareholder being an organization; Full name, age, nationality, residence, and profession in case of a major shareholder being an individual;

b. The number and percentage of shares owned by organizations or individual or jointly with other organizations or individuals on the total number of outstanding shares.

3. If there is an important change in the information in the report stipulated in Clause 2 of this Article, or if there is a change in the number of shares owned in excess of one percent (1%) of the number of shares of the same class currently in circulation, then within seven (07) days from the date of such change, the major shareholder must submit an amendment or supplement report to DHG PHARMA, the State Securities Commission and the Stock Exchange where the shares are listed.

4. Major shareholders must not take advantages of their influences to affect the rights and interests of DHG PHARMA and other shareholders in accordance with regulations of law and this Charter.

5. The provisions of Clauses 2, 3 of this Article also apply to related persons who own five percent (5%) or more of DHG PHARMA's voting shares.

Article 17. The General Meeting of Shareholders

1. The General Meeting of Shareholders shall be the highest competent authority of DHG PHARMA. The Annual General Meeting of Shareholders shall be organized once every year and must be held within four (04) months from the end of a fiscal year. At the request of the Board of Directors, this period of time may be extended if approved by the Authority issuing the Business Registration Certificate, but not exceeding six (06) months from the end of the fiscal year.

2. The Board of Directors convenes the meeting of Annual General Meeting of Shareholders and selects the appropriate venue. The Annual General Meeting of Shareholders shall make decisions on issues in accordance with the law and this Charter, especially the annual financial statements and estimation for the next fiscal year. In cases where the audited financial statements of DHG PHARMA have significant exceptions, DHG PHARMA may invite representatives of the independent auditor to attend the meeting of the General Meeting of Shareholders in terms of giving explanation on related contents.

3. The Board of Directors must convene the Extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefits of DHG PHARMA;

b. The annual financial statements, semi-annual (6-month) or quarterly reports or audited reports of a fiscal year reflect the loss of half (1/2) of the equity capital in comparison with the one at the beginning of the same period;

c. The number of the Board of Directors' members, independent Board of Directors' members are less than the number of members required by law or the number of the Board of Directors' members are reduced by more than one-third (1/3) compared to the number of members stipulated in Clause 2 Article 32 of this Charter;

d. The reduced number of independent Board of Directors' member does not ensure the ratio in accordance with the provisions of Clause 2 Article 32 of this Charter.

e. A shareholder or group of shareholders stipulated in Clause 3, Article 15 of this Charter request the convening of the meeting of the General Meeting of Shareholders in writing which must clearly state the reason and the purpose of the meeting, and must be signed by all the related shareholders or the written proposal may be made in multiple copies, and signed by all related shareholders;

f. Other cases as prescribed by the law and this Charter.

4. To convene an extraordinary meeting of the General Meeting of Shareholders:

a. The Board of Directors must convene the meeting of the General Meeting of Shareholders within thirty (30) days from the date when the member of Board of Directors, independent Board of Directors' member remained as stipulated at Clause 3 (c,d) of this Article or from the date of receipt of a request stated in Clause 3(e, f) of this Article. If the Board of Directors does not convene the meeting of the General Meeting of Shareholders as prescribed, then the Chairman of the Board of Directors shall be responsible before the law and must compensate to DHG PHARMA for damages arising.

b. If the Board of Directors fails to convene the meeting of the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the next thirty (30) days, a shareholder or a group of shareholders as stipulated in Point e, Clause 3 of this Article shall have the right to replace the Board of Directors to convene the meeting of the General Meeting of Shareholders. In this case, a shareholder or a group of shareholders convening the meeting of the General Meeting of Shareholders shall have the right to request the Business Registration Authority to supervise the convening and conduct the meeting if necessary.

c. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by DHG PHARMA. Such expenses shall not include expenses paid by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

Article 18. Rights and duties of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall be held at least once (01) a year and it is not held by way of collecting shareholders' opinions by solicitation of written consent. The Annual General Meeting of Shareholders has the right to discuss and approve:

a. Audited annual financial statements;

b. Report of the Board of Directors evaluating the status of business management in DHG PHARMA;

c. Short-term and long-term development plans of DHG PHARMA;

d. Other issues under the jurisdiction.

2. The Annual and Extraordinary General Meeting of Shareholders shall make decisions on the following issues:

a. Approve the annual financial statements;

b. Approve development orientation of DHG PHARMA;

c. The annual dividend payment for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such dividends ratio must not be higher than the rate proposed by the Board of Directors after consulting the shareholders at the meeting of the General Meeting of Shareholders;

d. Number of members of the Board of Directors;

e. Election, dismissal, removal, and replacement of members of the Board of Directors;

f. Total remuneration of the Board of Directors' members and reports on the Board of Directors' remuneration;

g. Supplement and amendment to DHG PHARMA's Charter, Regulations on internal governance;

h. Class of shares and number of newly issued shares for each class of shares;

i. Division, separation, consolidation, merger or conversion of DHG PHARMA;

j. Dissolution (liquidation) of DHG PHARMA and appointment of liquidators;

k. Examine and handle violations of the Board of Directors that may cause damage to DHG PHARMA and DHG PHARMA's shareholders;

l. Decision on investment to projects, sales transactions of DHG PHARMA's assets or purchase of assets with a value of twenty-five percent (25%) or more of the total value of DHG PHARMA's assets recorded in the most recent audited financial statements;

m. DHG PHARMA repurchases ten percent (10%) or more of a class of issued shares;

n. DHG PHARMA or subsidiaries of DHG PHARMA sign contracts with persons defined in Clause 1 Article 162 of the Law on Enterprise with a value of twenty percent (20%) or more of the total value of DHG PHARMA's assets recorded in the most recent audited financial statement;

o. Report on production and business activities of DHG PHARMA;

p. Report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors, results of internal audit of the Audit Committee;

q. Selecting an audit firm;

r. Adjustment and supplement of business lines;

s. Adjustment of DHG PHARMA's organizational structure in accordance with Article 134 of the Law on Enterprises;

t. Other issues in accordance with this Charter and other regulations of DHG PHARMA.

3. A Shareholder shall not be permitted to vote under the following cases:

a. Contracts stipulated in point n, Clause 2 of this Article when such shareholder or his/her related person is a party of the contracts;

b. Repurchase of shares by such shareholder or a related person of such shareholder, except where such repurchase is implemented corresponding with the ratio of ownership of all shareholders or such repurchase is implemented via order matching on the Stock Exchange or public offer in accordance with the law.

4. All resolutions and issues included in the agenda must be discussed and voted at the meeting of the General Meeting of Shareholders.

Article 19. Authorized representatives

1. Shareholders who are entitled to attend the General Meeting of Shareholders in accordance with the law may directly attend or authorize their proxies to attend. In cases more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified. Shareholders may authorize the Board of Directors or depository institutions to represent them at the General Meeting of Shareholders. If the depository institutions are authorized by the

shareholders to act as their representatives, the depository institutions shall have to publicize the contents entitled to vote. Persons authorized to attend the General Meeting of Shareholders are not allowed to re-authorize the third party to attend the meeting.

2. Authorization for a proxy must be made in writing on the standard form of DHG PHARMA and must be signed in accordance with the following provisions:

a. If an individual shareholder is a principal, the power of attorney must be signed by such shareholder and the individual/legal representative of the organization authorized to attend the meeting;

b. If an organization shareholder is a principal, the power of attorney must be signed by the authorized representative, the legal representative of the organization shareholder, and the individual/legal representative of the organization authorized to attend the meeting;

c. In other cases, there must be the signature of the legal representative of the shareholder and the proxy to attend the meeting;

Any proxy to attend the meeting of the General Meeting of Shareholders must submit the power of attorney when registering for the meeting before he/she enters the meeting room.

3. If a lawyer on behalf the principal signs a letter of appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such letter of appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with DHG PHARMA).

4. Except for the case stipulated in Clause 3 of this Article, the votes of the authorized person within the scope of authorization shall remain effective even in one of the following cases:

a. The principal died, or his civil legal capacity is restricted or is lost;

b. The principal has rescinded the appointment of authorization;

c. The principal has rescinded the authority of the person carrying out the authorization.

This Clause shall not be applied in a case where DHG PHARMA receives a notice of one of the above cases within forty-eight (48) hours prior to the time of opening of the meeting of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 20. Change of rights

1. The change or cancellation of any special right attached to a class of preference shares shall take effect when such change or cancellation shall be approved by the

shareholders holding at least sixty-five percent (65%) of ordinary shares who are in attendance and concurrently approved by the shareholders holding at least seventy-five percent (75%) of voting rights of the above class of preference shares.

2. The holding of such meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (02) shareholders (or their proxies) are present and hold at least one-third (1/3) of the par value of the issued shares of such class. In case there are not enough attendees as mentioned above, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (regardless of the number of attendees and the number of shares) who are present directly or via their authorized persons shall be deemed to constitute the quorum. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via proxies may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

3. The procedures for conducting such separate meeting shall be implemented in the same way as stipulated in Articles 24 and 26 of this Charter.

4. Unless otherwise stipulated in the terms of shares issuance, special rights attached to various classes of shares with preference rights with respect to some or all issues relating to the distribution of profits or assets of DHG PHARMA shall not be changed when DHG PHARMA issues additional shares of the same class.

Article 21. Convening, agenda and notice of the meeting of the General Meeting of Shareholders

1. The Board of Directors convenes the General Meeting of Shareholders or the General Meeting of Shareholders is convened in the circumstances stipulated in Clauses 2 and 3 Article 17 of this Charter.

2. The person who convenes the meeting of the General Meeting of Shareholders must carry out the following duties:

a. Prepare a list of all shareholders entitled to attend the meeting of the General Meeting of Shareholders no earlier than ten (10) working days before the date of sending the notice of the meeting of the General Meeting of Shareholders;

b. Prepare the agenda, contents of the meeting;

c. Prepare documents for the meeting;

d. A draft resolution of the General Meeting of Shareholders according to the proposed content of the meeting;

e. Determine the time and venue of the meeting;

f. Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other tasks to organize the Meeting.

3. The notice of the meeting of the General Meeting of Shareholders is sent to all shareholders by a guaranteed method, and at the same time shall be published on the media means (website) of DHG PHARMA, the State Securities Committee and Stock Exchange.

The convenor of the meeting of the General Meeting of Shareholders must send the notice of meeting to all shareholders satisfying all conditions for attending and voting at the meeting at least fifteen (15) days prior to the opening day of the meeting of the General Meeting of Shareholders, (calculated from the date on which the notice is validly sent or delivered, the postal charge is paid, or the notice is put in the mailbox). The agenda of the meeting of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to the shareholders or/and published on the website of the Company. In the case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the shareholders to access such documents, including:

a. Meeting agenda, documents to be used in the meeting;

b. List and detailed information on candidates in case of voting for the Board of Directors' members;

c. Votes;

d. Power of attorney;

e. Draft resolution towards each content in the meeting agenda.

4. In cases where the annual audited financial statements of DHG PHARMA have significant exceptions, representatives of independent auditing firm shall be invited to attend the General Meeting of Shareholders.

5. A shareholder or group of shareholders stipulated in Article 15.3 of this Charter shall have the right to make recommendation on any issue to be included in the agenda of the meeting of the General Meeting of Shareholders. The recommendation must be made in writing and sent to DHG PHARMA at least three (03) business days before the opening day of the meeting of the General Meeting of Shareholders. The recommendation must contain full names of the shareholders, permanent address, nationality, citizen identification/ID card/passport or other personal identification to those who are individual shareholders; names, business code or establishment decision, address of head office to those who are organization shareholders; number and classes of shares held by shareholders, and the issues recommended to be included in the agenda.

6. The person convening the meeting of the General Meeting of Shareholders shall have the right to refuse any recommendation related to Clause 5 of this Article in the following cases:

a. The recommendation was not sent on time or not enough, untrue contents;

b. At the time of the recommendation, the shareholder or group of shareholders does not own five percent (5%) or more of the ordinary shares for at least six (06) consecutive months;

c. The recommended issue does not fall within the authority of the General Meeting of Shareholders to decide;

d. Other cases as stipulated by the law and this Charter.

Article 22. Effect of resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the time of validity of such resolutions.

2. The resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of total shares with voting rights are legal and effective even if the order and procedures for adopting such resolutions are not properly implemented as the provisions.

3. Where a shareholder or group of shareholders request a Court or Arbitrator to cancel the resolutions of the General Meeting of Shareholders in accordance with Article 147 of the Law on Enterprises, such resolutions shall still be effective until the Court and the Arbitrator make a different decision, except for cases of application of temporary emergency measures under the decision of the competent authority.

Article 23. Conditions for conducting the meeting of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least sixty-five percent (65%) of the voting shares.

2. In case the number of members of delegates shall not reach the sufficient quorum within thirty (30) minutes from the time determining for the opening of the meeting, the convenor of the meeting shall cancel the meeting. The meeting of the General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting of the General Meeting of Shareholders. The re-convened meeting of the General Meeting of Shareholders shall be conducted only when the attending members are the shareholders and their proxies representing at least fifty-one percent (51%) of total shares with voting right.

3. In case the meeting convened for the second time is not able to be conducted due to an insufficient quorum within thirty (30) minutes from the intended time of opening the meeting, the meeting of the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the intended date of conducting the second meeting. In such case, the meeting shall be conducted irrespective of the total number of voting shares of shareholders attending the meeting, and shall be deemed valid and shall have the right to make decisions on all matters which can be passed at the first meeting of the General Meeting of Shareholders.

4. At the request of the Chairman of the Presidium, the General Meeting of Shareholders may change the meeting agenda sent together with the notice inviting to the meeting as stipulated in Clause 3 Article 21 of this Charter.

Article 24. Procedures for conducting the meeting and voting at the meeting of the General Meeting of Shareholders

1. Before the opening section, DHG PHARMA must perform the procedures for registration of shareholders and fulfill the registration until the shareholders entitled to attend the meeting complete the registration.

2. Upon registration of shareholders, DHG PHARMA shall issue to each shareholder or proxy with voting rights a voting card which shall indicate registration number, name (full name for individual) of the shareholder, name (full name for individual) of the proxy and number of votes of such shareholder.

3. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by collecting voting cards which for the resolution, then collecting voting cards which against the resolution, and finally the overall number of votes for, against and abstain shall be aggregated and counted for decision making. The Chairman of the Presidium shall announce the voting results immediately prior to the closing of the meeting, the General Meeting of Shareholders shall pass the election and voting regulations at the Meeting.

4. Any shareholder or proxy who arrives after the opening of the meeting shall be registered immediately and shall have the right to participate and vote at the meeting. The Chairman of the Presidium shall not be responsible to delay the meeting so that such late shareholders may register, and the effectiveness of any voting which has already been conducted before the late shareholders attend shall not be affected.

5. The Chairman of the Board of Directors shall act as Chairman of the Presidium of all the meetings convened by the Board of Directors. In case the Chairman is absent or is temporarily unable to work, then the remaining members of the Board of Directors shall elect one of them to act as the Chairman of the Presidium of the meeting by a majority vote.

In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall arrange for the meeting of the General Meeting of Shareholders to elect the Chairman of the Presidium of the meeting and the person

with the highest number of votes shall act as the Chairman of the Presidium of the meeting. In the event of election of the Chairman of the Presidium, the name of the elected Chairman and the number of votes for the Chairman must be announced.

6. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly specify the time for each content in the meeting agenda.

7. The Chairman of the Presidium or Secretary of the meeting may carry out activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner; or to enable the meeting to reflect the expectations of the majority of attendees.

8. The Chairman of the Presidium may postpone the meeting when reaching a consensus or request of the General Meeting of Shareholders which has sufficient attendees in accordance with Clause 8, Article 142 of the Law on Enterprises, if the Chairman considers that:

- a. The venue of the meeting fails to provide convenient seats for all attendees;
- b. The media at the venue of the meeting does not guarantee participating shareholders to participate, discuss, and vote;
- c. There are attendees who obstruct and disturb the order at the meeting, causing a risk that the meeting is not conducted in a fair and legal manner.

The maximum time for any adjournment shall not be more than three (03) days as from the date of the planned opening of the meeting.

9. Where the Chairman of the Presidium adjourns or postpones the General Meeting of Shareholders contrary to the Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairman of the Presidium in conducting the meeting until its completion, and the effectiveness of voting conducted at such meeting shall not be affected.

10. The person convening the meeting of the General Meeting of Shareholders shall have the following rights:

- a. Require all the attendees to be checked or subjected to other legal and appropriate security measures;
- b. Request the competent authority to maintain the order of the meeting; expel the persons from the meeting of the General Meeting of Shareholders who do not comply with the executive authority of the Chairman of the Presidium, intentionally disrupt the order, obstruct normal progress of the meeting, or fail to comply with the security measures;

11. The person who convenes the meeting of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:

- a. Adjust the number of attendees, have seating arrangement for shareholders at the main venue of the meeting of the General Meeting of Shareholders;

- b. Ensure safety for the attendees present at that venue;
- c. Create favorable conditions for shareholders to attend (or continue to attend) the meeting.

The convenor of the meeting of the General Meeting of Shareholders may have full powers to change the above measures and take all measures if necessary. The measures taken may be the issuance of entry permits or use of other options.

12. In cases where the meeting of the General Meeting of Shareholders applies the above-mentioned measures, when determining the venue of the meeting, the person convening the meeting of the General Meeting of Shareholders may:

- a. Notify that the meeting shall be conducted at the venue in the notice and the Chairman of the Presidium shall be present there (the “Official venue of the meeting”);
- b. Arrange, organize for shareholders or proxies who are unable to attend the meeting in accordance with this Article or the persons who want to attend the meeting at a venue different from the official venue of the meeting can follow the meeting;

The notice on holding the meeting does not require to state the detailed organizational measures in accordance with this Article.

13. In this Charter (unless the context otherwise requires), all shareholders shall be considered to attend the meeting at the official venue of the meeting.

Article 25. Approving the decisions of the General Meeting of Shareholders

1. The decisions of the General Meeting of Shareholders shall be adopted when it is approved by a number of shareholders with voting rights that represent fifty-one percent (51%) or more of all votes of shareholders who are present in person or by an authorized representative at the meeting of General Meeting of Shareholders for the following issues:

- a. Approval of the annual financial statements;
- b. The annual dividend payment for each class of shares is consistent with the Law on Enterprises and the rights attached to that class of shares;
- c. Total remuneration of members of the Board of Directors and the remuneration report of the Board of Directors;
- d. Inspection and handling of violations of the Board of Directors causing damages to DHG PHARMA and shareholders of DHG PHARMA;
- e. Report on production and business activities of DHG PHARMA;
- f. Report of the Board of Directors on governance and performances of the Board of Directors and each member of the Board of Directors;

g. Report of the Audit Committee on the assessment results of DHG PHARMA's operation and finance; supervisory results over the members of the Board of Directors, the Board of Management and other managers; report evaluating the coordination of activities between the Board of Directors, the General Director and other managers; and

h. Selection of independent auditors.

2. The decisions of the General Meeting of Shareholders shall be adopted when it is approved by a number of shareholders with voting rights that represent sixty-five percent (65%) or more of all votes of shareholders who are present in person or by an authorized representative at the General Meeting of Shareholders for the following issues:

a. Approving DHG PHARMA's development orientation;

b. Number of members of the Board of Directors;

c. Election, dismissal, removal, and replacement of members of the Board of Directors;

d. Issuance, amendment, supplement of the Charter and Regulation on Internal Governance;

e. Class of shares and number of new shares will be issued for each class of shares;

f. Re-organization, dissolution, and insolvency of DHG PHARMA;

g. Decision on investment projects, transactions of sale or purchase of assets of DHG PHARMA with a value of twenty-five percent (25%) or more of the total value of DHG PHARMA's assets recorded in the most recent audited financial statements of DHG PHARMA;

h. DHG PHARMA repurchases more than ten percent (10%) of a class of issued shares;

i. DHG PHARMA or subsidiaries of DHG PHARMA sign contracts with persons defined in Clause 1 Article 162 of the Law on Enterprise with a value of twenty-five percent (25%) or more of the total value of DHG PHARMA's assets recorded in the most recent audited financial statement and transactions specified in Clauses 3 and 4, Article 52 of this Charter;

j. Change of business lines;

k. Change in the organizational structure of DHG PHARMA under the provisions of Article 134 of the Law on Enterprises; and

l. Other matters as prescribed by the law and/or DHG PHARMA's Charter shall be approved at the General Meeting of Shareholders.

3. The decisions of the General Meeting of Shareholders shall be ratified when they are approved by a number of shareholders with voting rights that represent eighty-five percent (85%) or more of all votes of shareholders who are present in person or via an authorized representative at the General Meeting of Shareholders, with any change of DHG PHARMA's current names (including Vietnamese name, English name and abbreviated name), trade names, domain names, brand names, trademarks, logos, designs, other signs of DHG PHARMA or any deviation thereof (including but not limited to trade names, brand names, trademarks or logos using "DHG", "DHG PHARMA").

4. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting. Accordingly, each shareholder shall have his/her total votes corresponding to the total shares he or she owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder shall have the right to accumulate all of his or her votes for one or more candidates. Elected members of the Board of Directors shall be determined in accordance with the number of votes from high to low. It is starting from the candidate with the highest number of votes until there are sufficient members as stipulated in the Company's Charter. In case where two (02) or more candidates have the same votes for the position of the last member of the Board of Directors, it shall be re-elected among candidates who have the same votes or be selected in accordance with criteria of regulation/electoral rules.

5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting of the General Meeting of Shareholders within fifteen (15) days from the date the resolution is passed in the form of mailing or posting on DHG PHARMA's website.

Article 26. Competence and procedures for collecting shareholders' opinions by solicitation of written consent to adopt the resolution of the General Meeting of Shareholders

1. The decisions of the General Meeting of Shareholders shall be ratified in the form of collecting shareholders' opinions by solicitation of written consent if the number of approved shares of shareholders represents at least: (i) The issues stated in Clause 1 Article 25 are fifty-one percent (51%), (ii) The issues stated in Clause 2 Article 25 are sixty-five percent (65%) and (iii) The issues stated in Clause 3 Article 25 are eighty-five percent (85%) of the total approved shares with voting rights (in the direct or authorized form).

2. The Board of Directors is entitled to collect shareholders' opinions by solicitation of written consent to adopt decisions of the General Meeting of Shareholders if deemed necessary for the benefits of DHG PHARMA. The authority and procedures for collecting shareholders' opinions by solicitation of written consent to adopt the

resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

a. The Board of Directors must prepare the voting ballots, draft resolution of the General Meeting of Shareholders and explanatory documents of the draft resolution.

b. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for voting, and must be sent for at least fifteen (15) days before the deadline for receipt of voting ballots. The request and the manner of sending voting ballots and enclosed documents shall be implemented in accordance with Clause 3 of Article 21 of this article.

3. Voting ballots must have the following main contents:

a. Name, address of head office, business code of DHG PHARMA;

b. Purpose of collecting voting ballots;

c. Full name, permanent address, nationality, citizen identification number/ID card number/Passport or lawful identity documents if the shareholder is an individual; Name, business code or number of establishment decision, address of head office if shareholder is an organization, or full name, permanent address, nationality, citizen identification number/ID card number/Passport or lawful identity documents if the proxy of shareholder is an organization; the number of shares of each class and number of votes of the shareholder;

d. The issues to be obtained opinions in order to pass the decisions;

e. The voting status includes for, against, abstain on each issue to be obtained opinion;

f. Time-limit within which the completed voting ballots form must be returned to DHG PHARMA;

g. Full name and signature of the Chairman of the Board of Directors and the legal representative of DHG PHARMA;

4. The completed voting ballots must bear the signature of the shareholder if the shareholder is an individual, or signature of the legal representative if the shareholder is an organization or individuals, legal representatives of authorized organizations.

5. Shareholders may send the completed voting ballots to DHG PHARMA in the following manners:

a. By postal mail: The voting ballot sent to DHG PHARMA must be enclosed in a sealed envelope and no one is permitted to open it before the vote counting;

b. By fax or email. The voting ballot sent to DHG PHARMA by fax or email must be kept confidential until the vote counting time.

The voting ballots sent to DHG PHARMA after the expiry of the time-limit stated in the voting ballots, or voting ballots sent by post in envelopes that are opened, and voting ballots sent by fax or email that are revealed are all invalid. If a voting ballot is not submitted, it will be excluded from voting.

6. The Board of Directors shall count the votes and make a minutes of vote counting in the presence of independent member of the Board of Directors and the representatives of the shareholders who are not the Enterprise Managers, Enterprise Executives of DHG PHARMA. The minutes of vote counting must contain the following principal contents:

- a. Name, address of head office, business code of DHG PHARMA;
- b. The purpose and issues to be obtained opinions in order to pass a resolution;
- c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and method of sending the voting ballots, including an annex as a list of the shareholders participated in the vote;
- d. Total number of votes in favor, against and abstention from voting on each issue;
- e. Issues which have been passed;
- f. Full name and signature of the Chairman of the Board of Directors, the legal representative of DHG PHARMA, the person who counted the votes and the person who supervised the vote counting.

The members of the Board of Directors, the person who counted the votes and the person who supervised the vote counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss and damage arising from the decisions which are passed due to an untruthful or inaccurate counting of votes.

7. The minutes of vote counting must be published on the website of DHG PHARMA within twenty-four (24) hours or must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting;

8. The completed voting ballots, the minutes of vote counting, the full text of the resolution which was passed and any related documents sent with all of the voting ballots must be kept as archives at DHG PHARMA's head office.

9. A decision which is passed in the form of collecting shareholders' opinions by solicitation of written consent shall have the same validity as a decision passed at the meeting of the General Meeting of Shareholders.

Article 27. Minutes of the meeting of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in the minutes and may be recorded or typed and stored in other electronic forms. The minutes must be written in Vietnamese, and English version may be prepared. In addition, the minutes shall have the following main contents:

a. Name, address of head office, business code of DHG PHARMA;

b. Time and venue of the meeting of the General Meeting of Shareholders;

c. Agenda and content of the meeting;

d. Full name of the Chairman of the Presidium and Secretary;

e. Summary of the meeting and the opinions expressed at the meeting of the General Meeting of Shareholders on each issue in the agenda;

f. Number of shareholders and total number of votes of shareholders attending the meeting, annex as a list of the shareholders and proxies attending the meeting with the number of shares and corresponding votes;

g. The total number of votes for each issue, including the types of voting, the total number of votes, the total number of votes that are valid, invalid, or have the status: for, against and abstain; the corresponding proportion of the total votes of shareholders attending the meeting;

h. Decisions which have been passed and the corresponding voting percentage;

i. Signature of the Chairman of the Presidium and Secretary.

The minutes of the meeting of the General Meeting of Shareholders must be completed and approved before the closing of the meeting of the General Meeting of Shareholders.

The minutes that were written in Vietnamese and English shall have equal legal effects. In the event of any discrepancy in the minutes' contents in Vietnamese and English, the contents in the Vietnamese version shall prevail.

2. The Chairman of the Presidium and Secretary of the meeting of the General Meeting of Shareholders shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes. The Chairman of the Presidium of the meeting of the General Meeting of Shareholders is responsible for organizing the minutes of the General Meeting of Shareholders and send them to all shareholders within fifteen (15) days from the date of completion of the meeting of the General Meeting of Shareholders. Other than sending the minutes of vote counting, this can be replaced by posting it on DHG PHARMA's website.

3. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work conducted at the General Meeting of Shareholders unless an objection to the contents of the minutes is provided validly within a time limit of ten (10) days from the date of sending the minutes.

4. The minutes of the meeting of the General Meeting of Shareholders, the annex of the list of shareholders attending the meeting, the book of signatures of the attending shareholders, the power of attorney, the resolution which was passed and all related documents sent with the notice inviting to the meeting must be kept at DHG PHARMA's head office.

Article 28. Demand for cancellation of the resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the meeting of the General Meeting of Shareholders or the minutes of vote counting by solicitation of written consent, shareholders or a group of shareholders as stipulated in Article 15.3 of this Charter shall have the right to request a Court or an Arbitration to consider and cancel the resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting or collecting opinions of shareholders by solicitation of written consent and issuing decisions of the General Meeting of Shareholders did not comply with the provisions of the Law on Enterprises and this Charter, except for the case as stipulated in Clause 2, Article 22 of this Charter;
2. The content of the resolution violates the law or this Charter.

If the decision of the General Meeting of Shareholders is canceled under a decision of the Court or the Arbitration, the convenor of the meeting of the General Meeting of Shareholders shall be considered to reorganize the meeting of the General Meeting of Shareholders within thirty (30) days as the sequence and procedures stipulated in this Charter.

Section B: THE BOARD OF DIRECTORS

Article 29. Powers and obligations of the Board of Directors

1. The Board of Directors takes responsibility to the shareholders for DHG PHARMA's operations; Treat fairly all the shareholders and protect the interests of the persons whose interests are related to DHG PHARMA. Also, ensure the operations of DHG PHARMA in compliance with regulations of law, DHG PHARMA's Charter and internal regulations.

2. Business activities and affairs of DHG PHARMA must be managed or directed by the Board of Directors. The Board of Directors is empowered to exercise all of the rights on behalf of DHG PHARMA, except the authorities which belong to the General Meeting of Shareholders.

3. The members of the Board of Directors and relevant persons must report when trading the shares of DHG PHARMA to the State Securities Commission, the Stock Exchange and disclose information of such transactions as prescribed by the law.

4. The rights and obligations of the Board of Directors shall be regulated by the law, the Charter and the internal regulations of DHG PHARMA and the decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a. Rights to recommend, propose:

(i) To propose long-term development orientation of DHG PHARMA; Identify the objectives and strategies based on development orientation approved by the General Meeting of Shareholders;

(ii) To propose an increase and decrease in charter capital and share transfer;

(iii) Propose dividend rates to be paid; determine time-limit and procedures for paying dividends or dealing with losses incurred in the course of business;

(iv) To propose classes of stock to be issued and total number of issued stock by class;

(v) To propose the issuance of convertible bonds and warrant-linked bonds;

(vi) To propose reorganization or dissolution of DHG PHARMA;

(vii) To develop the Charter, Internal regulations on corporate governance of DHG PHARMA and submit to the General Meeting of Shareholders for approval;

(viii) To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

(ix) Report on performance of the Board of Directors to the General Meeting of Shareholders as stipulated by the law;

(x) The organization requests comments from the General Meeting of Shareholders at the request of the organization or individual receiving the transfer on the exemption of procedures for a public offer in cases where such organizations or individual are required to make a public offer as prescribed by the law. Meanwhile, to create conditions for the transferee being organizations or individuals to complete transfer procedures in accordance with the law.

b. Rights to decide:

(i) To make decisions on the strategies, plans for mid-term production and business development and annual production and business plans, annual budget;

(ii) To approve the agenda and contents of documents for the meeting of the General Meeting of Shareholders, convene the meeting of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the decision;

(iii) To decide the organizational structure of the Board of Management, functional sector; To issue DHG PHARMA's internal management regulations;

(iv) Deciding on the establishment of subsidiaries, branches, and representative offices;

(v) Purchase or sale of shares, capital contributions in other companies established in Vietnam or abroad;

(vi) Resolving DHG PHARMA's complaints against Enterprise Managers, Enterprise Executives as well as the choice of DHG PHARMA's representative to resolve issues related to legal procedures against such Enterprise Managers or Enterprise Executives;

(vii) Decide the offer price of stock and bonds of DHG PHARMA;

(viii) To exercise the rights and obligations of DHG PHARMA at its subsidiaries and associates which DHG PHARMA owned 100% equity or had dominant shares and contributed capital as stipulated in Articles 67, Article 68, Article 69 and Article 70 of this Charter.

(ix) Approval of purchase, sale, borrowing, lending and other contracts valued at less than twenty-five percent (25%) of the total value of assets recorded in the latest audited financial statements of DHG PHARMA;

(x) Supervise, direct the General Director and Enterprise Executives, Enterprise Managers to run DHG PHARMA's daily business operation;

(xi) The decision to buy back no more than ten percent (10%) of each class of issued shares. For the acquisition of shares of each type offered for sale within twelve (12) months, this must comply with the provisions of Article 130 of the Law on Enterprises and the Law on securities purchase and transfer;

(xii) To make decisions on investment plans and investment projects within the competence and limit according to the provisions of this Charter and the law;

(xiii) To make decisions on solutions for market development, marketing, and technology;

(xiv) To make decisions on investments not included in the business plan and budget exceeding ten percent (10%) of the planned value and the annual business budgets;

(xv) Any borrowing and implementation of any mortgages, guarantees, warranties, and compensations of DHG PHARMA;

(xvi) Valuation of non-cash assets contributed to DHG PHARMA and relating to the issuance of shares or bonds of DHG PHARMA, including gold, land use rights, intellectual property rights, technology and technological know-how;

c. Rights and obligations in personnel work:

(i) Elect, dismiss, remove the Chairman of the Board of Directors; designate, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director or other Enterprise Executives or representative of DHG PHARMA. The above discharge shall not be contrary to the contractual rights of the dismissed people (if any); decisions, salaries and other benefits of the above people; appointment of an authorized representative to join the Board of Directors, the Board of members or the General Meeting of Shareholders in other companies, decision on the remuneration and other benefits of those people;

(ii) Appointing and removing the Enterprise Managers, Enterprise Executives at the request of the General Director and make decision on their salary rate;

(iii) Require the independent Board of Directors' member to submit annual reports on performance of the Board of Directors which can be published at the annual meeting of the General Meeting of Shareholders;

(iv) To make decisions on bonus, bonus criteria and conditions, rewarded by shares, cash or other forms of payment at certain times for shareholders or non-shareholders who hold key management positions at DHG PHARMA, and contributes greatly to the development of DHG PHARMA;

(v) Appointment and removal of persons who are authorized by DHG PHARMA to act as commercial representatives or Lawyers of DHG PHARMA;

d. Other rights and obligations as prescribed by the law, this Charter and regulations on internal corporate of DHG PHARMA.

5. The Board of Directors must report to the General Meeting of Shareholders on its performances, in particular on the supervision of the Board of Directors over Enterprise Managers, Enterprise Executives in the financial year. The Board of Directors' report on performance submitting to the General Meeting of Shareholders must include the following contents:

a. Remuneration, operating costs and other interests of the Board of Directors and each member of the Board of Directors specified in Clause 3 Article 158 of the Law on Enterprises and DHG PHARMA's Charter;

b. Summaries of the meetings and decisions of the Board of Directors;

- c. Evaluation results of the independent Board of Directors' member on the activities of the Board of Directors;
- d. Activities of other Committees under the Board of Directors;
- e. The results of supervision over the General Director;
- f. The results of supervision over Enterprise Managers, Enterprise Executives;
- g. The future plans.

If the Board of Directors does not submit the report to the General Meeting of Shareholders, DHG PHARMA's annual financial statements shall be considered invalid and not approved by the Board of Directors.

6. Unless otherwise stipulated by the law and this Charter, the Board of Directors may authorize the subordinates or other Enterprise Managers, Enterprise Executives to deal with work.

7. When exercising their power and duties, the Board of Directors strictly abides by the provisions of law, this Charter and decisions of the General Meeting of Shareholders. In case the decision adopted by the Board of Directors contrary to the provisions of the law or this Charter causing damage to DHG PHARMA, the Board of Directors' members approving the decision must jointly bear personal responsibility for this decision and must compensate for damages to DHG PHARMA; Members who object to this decision will be exempt from liability.

Article 30. Remuneration, salaries and other benefits of the Board of Directors' members

1. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remunerations for their assignments in their capacity as the Board of Directors' members. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration will be distributed to the members of the Board of Directors as agreed upon by the Board of Directors or equally divided in the case where no agreement is reached.

2. The total amount of money paid to each member of the Board of Directors including: remuneration, expenses, commissions, right to purchase stock and other benefits received from DHG PHARMA, its subsidiaries, associates and other companies in which a member of the Board of Directors is the capital contributor representative, must be detailed in the annual report of DHG PHARMA. The remuneration of the Board of Directors' members must be shown separately in the Annual financial statements of DHG PHARMA.

3. Any member of the Board of Directors who holds any executive position (including the Chairman or Deputy Chairman), or who works in committees of the Board of Directors or who performs other work which is, in the opinion of the Board of Directors, beyond the scope of normal tasks of a member of the Board of Directors, may be paid extra remuneration in the form of a lump sum wage on each time, salary, commission, profit percentage or other form as decided by the Board of Directors.

4. Members of the Board of Directors shall be entitled to reimbursement of all costs of travel, meals, accommodation and other reasonable expenses paid by them when performing their responsibilities as the Board of Directors' members, including expenses arising out of attending the meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors, or the General Meeting of Shareholders.

Article 31. The right to be informed of the Board of Directors' members

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, Enterprise Executives, Enterprise Managers of DHG PHARMA's units to provide information and documents on the financial status and business operation of DHG PHARMA and the units of DHG PHARMA.

2. Requested persons in Clause 1 of this Article are required to provide timely, complete and accurate information and documents in writing as requested by the members of the Board of Directors.

Article 32. Components and term of the Board of Directors' members

1. The number of members of Board of Directors is at least five (05) persons and no more than eleven (11) persons.

2. The composition of the Board of Directors must be balanced between the number of members having knowledge and experience in law, finance and business operations of DHG PHARMA and gender balance. Besides, must ensure that: (i) at least one-third (1/3) of the Board of Directors' members are independent members; (ii) At least one-third (1/3) of the Board of Directors' members are non-executive members.

Must minimize the number of the Board of Directors' members who concurrently hold several executive titles of DHG PHARMA to ensure the independence of the Board of Directors.

The minimum number of the independent Board of Directors' member and non-executive members of the Board of Directors is determined by the method of rounding down.

3. The term of the Board of Directors is five (05) years. The term of a member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms by cumulative voting.

In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work.

Article 33. Candidacy and nomination of the Board of Directors' members

1. Shareholders who are holding 5% or more of their voting shares for at least six (06) consecutive months 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.

2. When the number of the 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 Internal regulations 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.

3. When the candidates for the Board of Directors have been identified, the information related to them must be published at least ten (10) days before the opening day of the meeting of the General Meeting of Shareholders on DHG PHARMA's website so that shareholders can find out about the candidates before voting. The candidates for the Board of Directors must have written commitments to provide truthful, accurate and reasonable information and to perform the tasks honestly, faithfully, cautiously and in the best interest of DHG PHARMA if elected as the Board of Directors' members. Information related to the candidates for the Board of Directors to be published must include at least:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Work experience;

- e. Organizations that the candidate holds the position of member of the Board of Directors and other managerial positions;
- f. Assessment report on the candidate's contribution to DHG PHARMA, if the applicant is currently a member of the Board of Directors of DHG PHARMA;
- g. The related interests with DHG PHARMA (if any);
- h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

Article 34. Standards, conditions, rights, and obligations of the Board of Directors' members

1. Members of the Board of Directors must have the following standards and conditions:

- a. Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, Article 18 of the Law on Enterprises;
- b. Have professional qualifications, experience in business management of DHG PHARMA and not necessarily being DHG PHARMA's shareholders;
- c. 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 from 01 August 2019.
- d. In addition to the above standards, conditions, independent members of the Board of Directors have to satisfy the provision at Point s, Clause 1 Article 2 of this Charter.

2. Members of the Board of Directors have the following rights and duties:

- a. The Board of Directors may base on the expertise, capacity, and experience of each member to assign full-time duties to each member.
 - a. Perform their duties with honesty and prudence, for the best interests of the shareholders and DHG PHARMA.
 - b. Participate in all the meetings of the Board of Directors and give clear opinions about the discussed issues.
 - c. Report promptly and adequately to the Board of Directors on the remuneration they receive from subsidiaries, associates, and other organizations in which they are the representatives of DHG PHARMA's capital contribution.
 - d. Has the right to request the information specified in Article 31 of this Charter.
 - e. Advising, suggesting, supervising and examining according to their field to the Chairman of the Board of Directors on mid-term and long-term investment strategies and personnel of the Executive Board.

f. Have the right to make recommendation to the Chairman of the Board of Directors, the General Meeting of Shareholders to apply the form of reprimand, dismissal or removal of members of the Board of Directors and the Executive Board if such individuals commit wrongdoing in the management and operation of investments, production and business plans causing damage to DHG PHARMA's assets.

g. The Board of Directors' members and their related persons must report to the State Securities Commission and the Stock Exchange and publish information when trading DHG PHARMA's shares as prescribed by the law.

h. To comply with the obligations of the Enterprise Managers stipulated in Section D Chapter III of this Charter.

i. Other rights and duties specified in the Law on Enterprises and this Charter.

3. In addition to the powers and duties mentioned in Clause 2 of this Article, independent members of the Board of Directors in charge of the Audit Committee must also supervise and control the management of the Company. The mechanism for implementing this function is stipulated in the Internal Regulation on Corporate Governance.

Article 35. Dismissal, removal, and addition of the Board of Directors' members

1. Members of the Board of Directors shall be dismissed in the following cases:

a. Such member does not meet criteria and conditions to be a member of the Board of Directors as stipulated in Clause 1, Article 34 of this Charter or prohibited by law from being a member of the Board of Directors.

b. Such member sends a written application for resignation to DHG PHARMA's head office;

c. Not participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure;

d. Such member is dismissed by the decision of the General Meeting of Shareholders.

2. The appointment of the Board of Directors' members must be disclosed in accordance with the Laws on securities and securities market.

Article 36. Chairman, Deputy Chairman of the Board of Directors

1. The Board of Directors must select from among the members of the Board of Directors to elect a Chairman and a Deputy Chairman.

Unless otherwise decided by the General Meeting of Shareholders, that the Chairman of the Board of Directors concurrently holds the position of General Director, it must be approved annually at the Annual General Meeting of Shareholders.

From 01 August 2020, the Chairman of the Board of Directors does not concurrently hold the post of General Director.

The Chairman of the Board of Directors may be dismissed in accordance with the decision of the Board of Directors. The Chairman of the Board of Directors who is dismissed shall continue to be a member of the Board of Directors.

2. The Chairman of the Board of Directors shall have the following rights and obligations:

- a. The rights and duties mentioned in Clause 2, Article 34 of this Charter.
- b. To comply with the obligations of the Enterprise Managers, Enterprise Executives stipulated in Section D Chapter III of this Charter.
- c. To prepare programs and working plans of the Board of Directors;
- d. To prepare or organize the preparation of the agenda, content, documents for the meetings; to convene and preside over the meetings of the Board of Directors;
- e. To organize the adoption of the Board of Directors' resolution;
- f. To supervise the implementation of the Board of Directors' resolution;
- g. Preside over the meeting of the General Meeting of Shareholders and the meetings of the Board of Directors;
- h. To convene the Executive Board to have the meetings periodically and report on business production of DHG PHARMA.
- i. Have responsibility to ensure that the Board of Directors submits the Annual financial statements, operations report of DHG PHARMA, and its audit and inspection reports to the shareholders at the General Meeting of Shareholders.
- j. To sign documents that are under the authority of the Board of Directors on behalf of the Board of Directors.
- k. Other rights and duties under this Charter and in accordance with the law.

3. The Deputy Chairman of the Board of Directors has the following rights and duties:

- a. Has the rights and duties mentioned in Clause 2 Article 34 of this Charter.
- b. To comply with the obligations of the Enterprise Manager of the Company stipulated in Section D Chapter III of this Charter.
- c. To perform tasks assigned by the Board of Directors on behalf of the Chairman of the Board of Directors or perform tasks authorized by the Chairman of the Board of Directors in accordance with Clause 4 of this Article.

d. To counsel, advise on matters related to the strategy for investment in production, business expansion and personnel under the appointment and dismissal of the Board of Directors.

4. If the Chairman of the Board of Directors is absent without authorizing another member of the Board of Directors using power of attorney, the Deputy Chairman shall exercise the rights and duties of the Chairman of the Board of Directors. If the Chairman of the Board of Directors is absent but authorizes another member of the Board of Directors using the power of attorney, if such member is not the Deputy Chairman, this must be notified simultaneously to all members of the Board of Directors, the Person in charge of corporate governance, and the Secretary of the Board of Directors of DHG PHARMA.

5. In case both of the Chairman and the Deputy Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person among them to carry out the duties of the Chairman in accordance with the majority principle.

6. Where the Chairman and the Deputy Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect any replacement within a period of ten (10) days.

Article 37. Meetings of the Board of Directors

1. The initial meeting of a term of the Board of Directors in order to elect the Chairman and to pass other decisions within its authority must be conducted within seven (07) working days from the date of completing the election of the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meetings of the Board of Directors by a majority vote.

2. The Chairman of the Board of Directors must convene periodic and extraordinary meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least five (05) working days before the meeting date. The Chairman may convene a meeting whenever necessary, but there must be at least one (01) meeting every quarter.

3. The extraordinary meetings: The Chairman must convene the Board of Directors' meetings, must not delay without plausible reason when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed:

- a. Independent Board of Directors' members;
- b. The General Director or at least five (05) Enterprise Managers;
- c. At least two (02) members of the Board of Directors;
- d. Proposal of the independent audit firm in accordance with Clause 5 of this Article.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairman does not accept to convene the Board of Directors' meeting as requested, then the Chairman must be liable for any damage caused to DHG PHARMA; the person making the request have the right to replace the Board of Directors to convene the Board of Directors' meeting.

5. In case of the request of independent auditors audited the financial statements of DHG PHARMA, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting Venue: Meetings of the Board of Directors shall be conducted at the registered address of DHG PHARMA or at another address in Vietnam or abroad as the decisions of the Chairman of the Board of Directors.

7. Notice of meetings of the Board of Directors must be sent to the members of the Board of Directors at least five (05) working days before the meeting date. A member of the Board of Directors may deny the notice of meeting in writing, this refusal may be changed or canceled in writing by such member of the Board of Directors. Notice of meetings of the Board of Directors shall be made in Vietnamese (English versions may be prepared) and fully informed of the time, place of the meeting, agenda, contents of issues to be conferred, together with the necessary documents on the matters to be conferred and voted at the meeting and votes of the members.

In necessary cases, if all the members of the Board of Directors approve (by email, writing or other similar forms), Chairman of the Board of Directors could notify the meeting at least five (05) working days before the meeting.

The notice of invitation shall be sent by letter, fax, electronic mail or other methods guaranteed to reach the contact address of each member of the Board of Directors as registered with DHG PHARMA.

The General Director who are not members of the Board of Directors have right to attend the meetings of the Board of Directors and have right to discuss but cannot vote.

8. Minimum number of participants: Meetings of the Board of Directors may be proceeded and pass decisions when at least three quarters (3/4) of the members of the Board of Directors present in person or through an authorized representative (or proxy) if approved by a majority of the Board of Directors' members.

In a case of an insufficient quorum, the meeting must be reconvened within seven (07) days from the proposed date of the first meeting. The reconvened meeting shall be

conducted if more than half (1/2) of the number of members of the Board of Directors attends.

9. Meetings by telephone or by other forms: A meeting of the Board of Directors may be conducted by way of an online conference between members of the Board of Directors when all or a number of members are at different places that each attending member is able to:

a. Hear each other member of the Board of Directors expressing their opinions in the meeting;

b. If desired, he/she may express his/her opinions to other attending members at the same time.

c. The communication among the members may be implemented directly via telephone or by any other means of communication or by a combination of such means. According to this Charter, the members of the Board of Directors who attend such meeting shall be deemed physically “present” at such meeting. The meeting venue to be held in accordance with this provision shall be the venue where the largest group of the Board of Directors gathers. If there is no such a group, the meeting venue shall be where the Chairman of the Presidium is present.

Decisions passed at a meeting via an online conference between members which is duly held and conducted shall take effect immediately after closing the meeting, but must be confirmed by signatures of all attending members of the Board of Directors in the meeting minutes.

10. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

a. Attending and directly voting at the meeting;

b. Authorizing other persons to attend the meeting if approved by a majority of the members of the Board of Directors;

c. Attending and voting through online conference or other similar forms;

d. Sending votes to the meeting by post, fax and email.

In case of sending votes to the meeting by post, the votes must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. The votes shall be opened only in the presence of all participants.

Resolutions of the Board of Directors are passed if a majority of attending members approve; in cases where a number of votes are equal, the final decision shall belong to the side of the Chairman of the Board of Directors.

In case that a member of the Board of Directors of DHG PHARMA is the representative appointed by the organization, if the representative has not received the guideline for additional contents of the meeting of the Board of Directors, such contents shall be voted and decided later.

11. Voting:

a. Except for Point b, Clause 11 of this Article, each member of the Board of Directors or his/her authorized representative who is present at the meeting of the Board of Directors shall have one vote;

b. A member of the Board of Directors shall not be permitted to vote on any contract or transaction or proposal in which such member or any related person of such member has interests which conflict or possibly conflict with the interests of DHG PHARMA. A member of the Board of Directors shall not be included in the minimum proportion of members required to be present to hold a meeting of the Board of Directors regarding decisions on which such member does not have the voting right;

c. According to Point b, Clause 11 of this Article, when an issue arises at a meeting of the Board of Directors, relating to the interest of a member of the Board of Directors or the voting right of such member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, then such issue shall be referred to the Chairman of the Presidium for decision. The decision of the Chairman of the Presidium concerning all other members of the Board of Directors shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;

d. Any member of the Board of Directors who benefits from any contract stipulated in Clause 4 of Article 50 of this Charter shall be deemed to have a considerable interest in such contract.

12. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with DHG PHARMA and aware that he/she has an interest in such contract or transaction is responsible to disclose benefits at the first meeting where the Board considers the signing of such contract or transaction. In case a member of the Board of Directors is not aware that he/she and his/her related person have interest at the time a contract or transaction is signed with DHG PHARMA, such member of the Board of Directors must publicly announce the related interests at the first meeting of the Board of Directors to be held after such

member becomes aware that he/she has or will have an interest in the above contract or transaction.

13. A resolution in the form of collecting shareholders' opinions by solicitation of written consent shall be approved based on the majority consent of the Board of Directors' members who have voting rights. Such resolution shall have the same effect and validity as a resolution approved at the meeting.

14. The Chairman of the Board of Directors is responsible to send the minutes of the Board of Directors' meeting to the members and this minutes is the true evidence of work that has been carried out in the meeting, except there are objections to the content of the minutes within ten (10) days from the date on which the minutes is sent.

15. The persons invited to attend the meeting as observers: Other Enterprise Managers, other Enterprise Executives, and the third party's experts may attend the Board of Director' meetings according to the invitation of the Board of Directors, but they can not vote unless they have the right to vote by themselves as the Board of Directors' members.

16. Legal value of actions: The actions enforcing the decisions of the Board of Directors or Committee under the Board of Directors, or any person as a member of the committees of the Board of Directors shall be legally valid even in cases where the election and appointment of members of committees or members of the Board of Directors occur errors.

Article 38. Minutes of the Board of Directors' meetings

1. Meetings of the Board of Directors must be made by detailed and clear minutes and may be recorded and stored in another electronic form. The minutes must be made in Vietnamese and possibly in English and contain the following information:

- a. Name, address of head office, business code;
- b. Purpose, agenda, and content of the meeting;
- c. Time and place of the meeting;
- d. Full name of each attendance or an authorized person; full name of members who cannot attend the meeting and reasons;
- e. Discussed and voted issues at the meeting;
- f. Summary of opinions of each member attending the meeting as the sequence of the meeting;
- g. Voting result which is clearly written members who choose for, against and abstain;

h. Decisions which have been approved;

i. Full name, signatures of the Chairman of the Presidium and the minutes maker (Secretary).

2. The Chairman of the Presidium and the minutes maker (Secretary) must sign and take responsibility for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes. The Chairman of the Board of Directors shall transfer the minutes of the Board of Directors' meetings to the members and these minutes are the true evidence of work that has been carried out in the meetings, except there are objections to the content of these minutes within ten (10) days after transferring.

3. Minutes of the Board of Directors' meetings and documents used in the meeting must be kept at the head office of DHG PHARMA.

Article 39. The Committees of the Board of Directors

1. Pursuant to the approval of General Meeting of Shareholders, the Board of Directors establishes the affiliated committees to support the operations of the Board of Directors, including: Strategic Committee, Nomination Committee, Audit Committee, and other committees if it deems necessary.

If DHG PHARMA has not established or shall not establish the Nomination Committee, then the Board of Directors shall designate an independent Board of Directors' member to help the Board of Directors to carry out the nomination and remuneration activities.

2. The number of members of the committee is decided by the Board of Directors, but there should be at least three (03) members including members of the Board of Directors and external members. Independent Board of Directors' members/non-executive members of the Board of Directors should occupy a majority in the committees and one of these members shall be appointed as Head of the committees under the decisions of the Board of Directors.

Standards of members of the Audit Committee are stipulated in Article 40 of this Charter.

The activities of committees must comply with the regulations of the Board of Directors. Resolutions of the committees are effective only when a majority of the members attended and voted at the committees' meeting are members of the Board of Directors.

3. The implementation of the decisions of the Board of Directors or of committees under the Board of Directors, or of any person as a member of committees of the Board of Directors must comply with the applicable laws and regulations in this Charter.

4. The Board of Directors regulates the establishment, responsibilities of the committees and the responsibilities of each member of the committees in detail as stipulated in Clause 1 of this Article.

Article 40. Audit Committee

1. Pursuant to the Resolution of the General Meeting of Shareholders about the organizational structure of the Company, the Board of Directors shall decide to establish Audit Committee and promulgate Internal Audit Regulation of the Company. The Audit Committee has three (03) to five (05) members appointed by the Board of Directors.

2. Members of the Audit Committee must satisfy the following standards, conditions:

a. Having bachelor degrees or higher degrees of appropriate profession in accordance with audit requirements, having adequate knowledge and being always updated on the assigned fields to perform the internal audit.

b. Having at least five (05)-year experience related to professional degrees or at least three (03) years working in the field of accounting and auditing.

c. Having knowledge, general understanding about law and the Company's activities; being good at collecting, analyzing, evaluating and synthesizing information; having knowledge and good skills on the internal audit.

d. Not being disciplined at the warning level or more due to violations in economic management, finance, accounting or not being in the period of being disciplined.

3. The Head of the Audit Committee is appointed and nominated by the Board of Directors. The Head of Audit Committee must satisfy the following standards and conditions:

a. Standards, conditions in Clause 2 of this Article;

b. Must be an independent member of the Board of Director of the Company;

c. Has ever held one of the positions as Chief Accountant, Finance Director, Head of the Board of Supervisory, Head of Audit Committee, Head of Internal Control Committee or equivalent positions in the field of accounting and auditing for at least three (03) years.

Article 41. Powers and responsibilities of Audit Committee

1. Powers and responsibilities

a. Checking the appropriateness, validity and effectiveness of the internal control system;

b. Checking and confirming the quality and reliability of economic and financial information on the financial statements, management accounting reports before submitting for approval;

c. Checking the compliance with the operation principles, management, laws, financial regime, accounting, policies, resolutions and decisions of the Company and its subordinates;

d. Detecting loopholes, weaknesses, frauds of managing and protecting the units' assets; suggesting solutions to improve the management and operation system of DHG PHARMA and its subordinates;

e. The Audit Committee must report, explain the issues as required by the Board of Directors. The inspection of the Audit Committee stipulated in this Clause shall not interfere with the usual operation, shall not interrupt the operation of the Company;

f. Developing mechanisms of receiving feedbacks and complaints of employees in the Company in terms of violations, shortcomings in the management, business administration, risk management, internal control. This mechanism must ensure the confidentiality and protection of the legal rights of those who reflect and complain, as well as regulations on independent investigation and subsequent handling steps.

g. When detecting members of the Board of Directors, General Director violated the obligations of the Company's Enterprise Managers stipulated in Article 160 of the Law on Enterprises, Article 49 and Article 50 of this Charter, the violator must be requested to terminate the violation, and simultaneously written notice must be immediately sent to the Board of Directors to handle;

h. Checking the rationality, legality, honesty and prudence in management and administration of business activities, accounting, statistics and preparing financial statements;

i. Reviewing accounting records and other records of the Company, the management and administration of the Company's activities in accordance with the decisions of the General Meeting of Shareholders or at the request of the Board of Directors;

j. Proposing the measures to amend, supplement and improve the organizational structure of the Company to the Board of Directors;

k. Appraising the reports on business situation, annual, interim and quarterly financial statements of the Company. Preparing this appraisal content in the report of the Board of Directors to submit to the General Meeting of Shareholders at the annual meeting.

1. In case of hiring the independent auditor, the Audit Committee is responsible for the audit and accounting activities of the Company as follows:

(i). Proposing the selection of the independent auditor, audit fees and all relevant issues to the Board of Directors to submit to the General Meeting of Shareholders for approval in accordance with the procedure at Point h, Clause 1, Article 25 of this Charter;

(ii). Discussing with the independent auditor in terms of the nature and scope of audit before starting the audit;

(iii). Discussing difficulties and shortcomings detected from mid-term or final-term audit results as well as all issues that the independent auditor wants to discuss;

(iv). Reviewing management letter of the independent auditor;

(v). Supervising the independence and objectivity of the independent auditor.

m. Other powers and responsibilities in accordance with this Charter, Internal Regulation on Corporate Governance, Internal Audit Regulation, other regulations and provisions of the Company and laws.

2. The Audit Committee is entitled to utilize the independent consultant to perform the assigned tasks.

3. Members of the Board of Directors, General Director, other Enterprise Managers and Enterprise Executives must provide all information and documents related to the Company's operations requested by the Audit Committee.

Article 42. Person in charge of corporate governance of DHG PHARMA

1. The Board of Directors must nominate at least one (01) person to be in charge of corporate governance of DHG PHARMA. The person in charge of corporate governance of DHG PHARMA can take over the position as DHG PHARMA's Secretary as specified in Article 43 of this Charter.

The term of the person in charge of corporate governance of DHG PHARMA is decided by the Board of Directors, up to five (05) years.

2. The person in charge of corporate governance of DHG PHARMA must be knowledgeable about the law and not work for the independent auditing firm performing audits of DHG PHARMA's financial statements.

3. The person in charge of corporate governance of DHG PHARMA has the following powers and obligations:

a. Advising the Board of Directors on the organization of convening the meeting of the General Meeting of Shareholders in compliance with regulations and the related work between DHG PHARMA and shareholders;

- b. Preparing meetings of the Board of Directors, and the General Meeting of Shareholders at the request of the Board of Directors;
- c. Advising on the procedures of meetings;
- d. Attending the meetings;
- e. Advising on procedures for preparing the Board of Directors' resolutions in accordance with the law;
- f. Providing financial information, copies of minutes of the Board of Directors' meetings and other information for members of the Board of Directors;
- g. Monitoring and reporting to the Board of Directors on information disclosure of DHG PHARMA;
- h. Ensuring the security of information in accordance with provisions of law, the Charter and other provisions of DHG PHARMA;
- i. Other powers and obligations in accordance with the law and the Charter of DHG PHARMA.

4. The Board of Directors may remove the person in charge of corporate governance when necessary, but not in contravention of the applicable labor laws. The Board of Directors may appoint an Assistant of the person in charge of corporate governance from time to time.

Article 43. Secretary of DHG PHARMA

1. The Board of Directors will appoint one or several persons as Secretary with term and clauses decided by the Board of Directors. The Board of Directors may dismiss the Secretary if necessary but not contrary to the applicable labor laws. The Board of Directors may also appoint one or several assistants of the Secretary from time to time.

2. Roles and duties of the Secretary include:

- a. Supporting to convene the General Meeting of Shareholders; recording the minutes;
- b. Supporting members of the Board of Directors in performing assigned powers and obligations;
- c. Supporting the Board of Directors in applying and implementing principles of corporate governance;
- d. Supporting the Company in building investor relations and protecting the legitimate rights and interests of shareholders;
- e. Supporting the Company in complying with obligations of providing information, publicizing information and administrative procedures;

f. The Secretary is responsible for keeping information confidentially in accordance with provisions of law and this Charter; and

g. Other powers and obligations in accordance with the provisions of the law, the Charter and other provisions of DHG PHARMA.

Section C: EXECUTIVE BOARD

Article 44. Organization of executive apparatus

DHG PHARMA promulgates an organizational system of executive management in which the Executive Board shall be responsible for and under the management, direction, and supervision of the Board of Directors. The Executive Board of DHG PHARMA has one General Director, some Deputy General Directors, one Chief Accountant and the Enterprise Executives who are appointed by the Board of Directors. The General Director and Deputy General Directors may concurrently hold the position of the members of the Board of Directors, that are appointed, dismissed or removed through a legitimate ratified resolution by the Board of Directors.

Article 45. Other Enterprise Executives

1. At the request of the General Director and upon approval of the Board of Directors, DHG PHARMA is permitted to recruit and appoint the Enterprise Executives with the quantity and standard as needed, consistent with the structure and management regulations of DHG PHARMA. The Enterprise Executives must have the necessary diligence for the operations and organization of DHG PHARMA to achieve the objectives.

2. Salary, remuneration, benefits and other terms of the labor contract with the General Director shall be decided by the Board of Directors and contracts with the Enterprise Executives shall be decided by the Board of Directors after consultation with the General Director.

Article 46. The General Director

1. Appointment: The Board of Directors shall appoint one (01) member of the Board of Directors or another (01) person to be the General Director; sign a contract which shall specify the salary, remuneration, benefits and other terms. The remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, expressed in separate items in the Annual financial statements, and stated in the Annual Report of DHG PHARMA.

2. Term: According to Clause 1, Article 36 of this Charter, the General Director shall be or shall not be the Chairman of the Board of Directors. The term of the General Director is three (03) years and shall be reappointed. The appointment may be terminated in accordance with provisions of the labor contract.

3. Criteria for the candidate of the General Director:

a. Have full civil act capacity and not being subjects banned from the management of enterprises according to the provisions of Clause 2, Article 18 of the Law on Enterprises;

b. Having professional qualifications and experience in business administration of DHG PHARMA;

4. The General Director has the following powers and obligations:

a. Propose/suggest to the Board of Directors:

(i) Proposing the number and types of other Enterprise Executives that DHG PHARMA needs to hire for the appointment or dismissal of the Board of Directors when necessary to implement good management activities as proposed by the Board of Directors, and consultation with the Board of Directors to make decision on salary, remuneration, benefits and other terms of the labor contracts of other Enterprise Executives;

(ii) Consulting the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointments, dismissals and other terms relating to their employment contracts;

(iii) On 31 October in each year, the General Director must submit to the Board of Directors a detailed business plan for the next fiscal year for its approval on the basis of satisfying the requirements of the appropriate budget as well as five-year financial plan;

(iv) Proposing measures to improve the operation and management of DHG PHARMA;

(v) Preparing long-term, annual and quarterly budget estimates of DHG PHARMA (hereinafter referred to as an estimate) to serve long-term, annual and quarterly management activities of DHG PHARMA in accordance with the business plans. The annual budget estimate (including the proposed balance sheet, profit and loss statement and cash flow statement) for each fiscal year must be submitted to the Board of Directors for its approval and must contain the information as per DHG PHARMA's regulations;

(vi) Proposing other issues under the decisions of the General Meeting of Shareholders and the Board of Directors and then submitting to the Board of Directors for approval or the Board of Directors submits to the General Meeting of Shareholders in accordance with provisions of the law and this Charter;

(vii) Recommending the plan for organizational structure and internal management regulations of DHG PHARMA;

(viii) Making recommendations on methods of paying dividends or dealing with losses in business;

(ix) Refusing to execute decisions of the Board of Directors if they find these contrary to the law, the Charter, and the resolutions of the General Meeting of Shareholders.

b. Deciding important issues related to DHG PHARMA's daily business without the decisions of the Board of Directors:

(i) Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, business plan and investment plan of DHG PHARMA approved by the Board of Directors and the General Meeting of Shareholders;

(ii) Signing the financial and commercial contracts on behalf of DHG PHARMA, while organizing and operating daily business activities of DHG PHARMA in accordance with the best management practices;

(iii) Signing contracts for asset purchase, sale, investment in projects and signing contracts for purchase, sale, borrowing, lending and other contracts with value not exceeding five percent (5%) of the total value of assets recorded on the accounting books of DHG PHARMA at the latest time and not exceeding the limit in DHG PHARMA's Internal regulations determined by the Board of Directors.

The General Director may authorize another person to sign the above contracts. Authorization procedures are carried out in accordance with the law;

(iv) The General Director shall be the representative of DHG PHARMA or authorize the employee of the management apparatus or other Enterprise Executives of DHG PHARMA to recruit or sign labor contracts with employees of DHG PHARMA;

(v) Performing all other activities under the provisions of this Charter, the regulations of DHG PHARMA, the resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, the labor contract of the General Director and the provisions of law;

(vi) Making decision and being responsible for measures beyond his/her authority in emergency cases such as natural calamities, enemy-inflicted destruction, fire; as well as reporting to the Board of Directors immediately;

(vii) Complying with the obligations of Enterprise Managers stipulated in Article 160 of the Law on Enterprises, Enterprise Executives stipulated in Section D, Chapter III of this Charter;

(viii) Within his/her duties and powers, the General Director may authorize other individuals to perform work related to his/her duties and powers if so required from time to time.

c. Other powers and obligations as prescribed by the law, DHG PHARMA's Charter and the Board of Directors' resolutions.

5. Reporting to the Board of Directors and shareholders: The General Director shall be responsible for implementing of the assigned obligations and powers towards the Board of Directors and the General Meeting of Shareholders, and must report to such bodies if so required.

6. Removal: The Board of Directors may remove the General Director when a majority of the Board of Directors' members with the voting rights approve for it and may appoint a new General Director as a replacement.

Article 47. The Deputy General Directors

1. The Board of Directors shall appoint members of the Board of Directors or shareholders or persons hired or recruited by the Board of Directors under the contract to be the Deputy General Directors. The Deputy General Director shall have the same working term as the General Director.

2. The Deputy General Director has the following powers and obligations:

a. Carrying out the tasks assigned by the General Director in accordance with area of responsibility;

b. Advising, offering suggestions, being a counselor and proposing to the General Director, Chairman of the Board of Directors and the Board of Directors on the development strategy for production, business and investment expansion of DHG PHARMA depending on the expertise and assigned responsibility;

c. Recommending the General Director, Chairman of the Board of Directors and the Board of Directors about investment, production and business activities that may cause potential damage to DHG PHARMA in the area of expertise and responsibility;

d. Being jointly liable for economic and investment operations causing damage to DHG PHARMA with the General Director, Chairman of the Board of Directors and the Board of Directors;

e. Having the right to propose to the General Director, the Board of Directors to change, recruit, dismiss other Enterprise Executives, the Enterprise Managers, head, deputy managers of departments and subordinate units at DHG PHARMA;

f. Complying with obligations of Enterprise Managers stipulated in Article 160 of the Law on Enterprises, Enterprise Executives stipulated in Section D, Chapter III of this Charter.

Article 48. The Chief Accountant

1. A Chief Accountant is recruited, appointed or hired by the Board of Directors.

2. A Chief Accountant has the following responsibilities and powers:

a. Completing the work stipulated in the Accounting law. Advising, counseling for the General Director and the Board of Directors on the organization of DHG PHARMA's accounting and financial apparatus. Proposing the changes and recruitment of accounting and financial personnel to the General Director and the Board of Directors;

b. Advising the Executive Board on financial policies and accounting regime related to business and investment of DHG PHARMA;

c. Reporting the financial status of DHG PHARMA to the Executive Board and the Board of Directors every quarter, semi-annual (6-month), 9-month and annual (01 year). Preparing sufficiently and timely accounting reports and settlement reports of DHG PHARMA in accordance with the applicable regime;

d. Implementing business – finance plan, construction investment plan, estimated business expense, circulation fees, expenditure estimates, economic-technical norm;

e. Assigning and directly instructing all accountants of DHG PHARMA. Having the right to request all internal departments of DHG PHARMA to send necessary documents, data sufficiently and timely to the Chief Accountant for accounting and auditing work;

f. Organizing accounting work and apparatus in accordance with DHG PHARMA's organizational structure;

g. Recording, calculating and reflecting accurately, truthfully, timely and sufficiently the whole assets and analysis of business performance of DHG PHARMA. Calculating and deducting sufficiently and promptly taxes, funds for DHG PHARMA and determining the loans, receivables and payables on time;

h. Reflecting the result of periodic asset checking accurately and timely and proposing measures for handling the losses;

i. Preserving and retaining accounting records, confidentially keeping documents and accounting data of DHG PHARMA;

j. Being forbidden to make, sign or approve reports, accounting vouchers and documents without the opinion of the General Director, or not in accordance with the applicable provisions of the State;

k. Being responsible for the performance of assigned powers and duties toward the General Director and the Board of Directors;

l. Complying with other obligations, responsibilities of the Chief Accountant, Enterprise Executives of DHG PHARMA in accordance with the provision of law and this Charter.

Section D: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND ENTERPRISE EXECUTIVES

Article 49. Responsibility to be prudent

Members of the Board of Directors, the General Director and the entrusted Enterprise Executives are responsible for the execution of their duties, and the members of committees of the Board of Directors, honestly for the best interests of DHG PHARMA and with the prudent level that a careful person must have upon taking on the same position and in similar situation.

Article 50. Responsibility to be honest and avoid conflicts of interests

1. Members of the Board of Directors, members of the committees under the Board of Directors, the General Director and Enterprise Executives must publish the related interests in compliance with regulations of the Law on Enterprises and other relevant laws.

2. Individuals in Clause 1 of this Article and their related persons are not allowed to utilize opportunities that may benefit DHG PHARMA for personal purposes; as well as must not take advantages of the information obtained by the influence of their own positions for personal purposes or in the interests of other individuals or organizations.

3. Members of the Board of Directors, members of the committees under the Board of Directors, the General Directors and other Enterprise Executives have the obligation to inform the Board of Directors of the transactions between DHG PHARMA, subsidiaries of DHG PHARMA and companies with fifty percent (50%) or more of charter capital controlled by DHG PHARMA with the above members or their related persons in compliance with provisions of law. DHG PHARMA must publish information about the transactions of the above-mentioned persons which have been approved by the General Meeting of Shareholders or the Board of Directors in accordance with the Securities Law on information disclosure.

4. Members of the Board of Directors are not allowed to cast votes on the transactions that are beneficial for themselves or their related persons in compliance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of committees under the Board of Directors, the General Director, the Enterprise Executives and the related persons to the above members shall not use information that is not permitted for publication of DHG PHARMA or disclosure to other people to carry out the relevant transactions.

Article 51. Transactions with the related persons

1. When conducting transactions with the related persons, DHG PHARMA must sign the written contracts equally and voluntarily.

2. DHG PHARMA must implement the necessary measures to prevent the related persons from interfering in the operation of DHG PHARMA and harming the interests of DHG PHARMA through the control of transactions, sales and prices of goods and services of DHG PHARMA.

3. DHG PHARMA must implement the necessary measures to prevent shareholders and the related persons from carrying out transactions resulting in loss of capital, assets or other resources of DHG PHARMA.

Article 52. Transactions with shareholders, Enterprise Managers, Enterprise Executives and their related persons

1. DHG PHARMA must not provide its shareholders that are individuals and the related persons that are individuals with loans or guarantee.

2. DHG PHARMA must not provide its shareholders that are organizations and their related persons that are individuals with loans or guarantee, unless the shareholder is a subsidiary whose share or stakes are not held by the State and has contributed capital or purchased the shares of DHG PHARMA before 01 July 2015 as specified in Clause 6, Article 16 of the Decree No.96/2015/ND-CP dated 19 October 2015 of the Government specifying the number of articles of the Law on Enterprises.

3. DHG PHARMA must not provide its shareholders' related persons that are organizations with loans or guarantee, unless:

a. DHG PHARMA and its shareholders' related persons are companies in the same group or companies operating under a group of companies including parent companies - subsidiaries, economic groups, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with this Charter;

b. The law specifies otherwise.

4. DHG PHARMA must not make the following transactions unless they are approved by the General Meeting of Shareholders:

a. Grant of loans or guarantees to the members of the Board of Directors, members of the committees under the Board of Directors, General Director, Enterprise Managers,

Enterprise Executives and the individuals and organizations related to them, unless DHG PHARMA and organizations related to its shareholders are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, and the relevant law specifies otherwise.

b. Any transaction that has the total value of twenty-five percent (25%) or more of the total value of assets recorded in DHG PHARMA's latest financial statement between DHG PHARMA and one of the following entities:

(i) Members of the Board of Directors, members of the committees under the Board of Directors, General Director, Enterprise Managers, Enterprise Executives and their related persons;

(ii) Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the common shares of DHG PHARMA and their related persons;

(iii) Enterprises related to the subjects specified in Clause 2, Article 159 of the Law on Enterprises.

5. The Board of Directors may approve the contracts and transactions specified in Point b, Clause 4 of this Article which are valued at less than twenty-five percent (25%) of the total asset value inscribed in the most recent financial statements of DHG PHARMA.

6. The contract or transaction in Clause 4, 5 of this Article is considered by an independent consultant to be fair and reasonable in all respects in relation to the shareholders of DHG PHARMA at the time of this transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, members of the committees under the Board of Directors, the General Director, the Enterprise Executives, the Enterprise Managers and other organizations and individuals related to the above members must not use DHG PHARMA's information which has not yet been permitted to be disclosed, or must not disclose information to others in order to implement related transactions.

Article 53. Ensuring the legitimacy of the persons having the interests related to DHG PHARMA

1. DHG PHARMA must take responsibility to the community and to the persons having the interests related to DHG PHARMA in compliance with the applicable laws and the Charter of DHG PHARMA.

2. DHG PHARMA must comply with the laws on labor, environment and society.

Article 54. Responsibilities for damage and compensation

1. Responsibilities for damage: Members of the Board of Directors, the General Director, the Enterprise Managers and Enterprise Executives that violate the obligation to act honestly and fail to fulfill their obligations with caution, diligence, and professional competence will be responsible for the damage caused by their violation.

2. Compensation: DHG PHARMA shall make compensation for those who have, are or may become a party involved in the complaints, lawsuits and prosecution that have been being or may be made including civil and administrative cases (and not the lawsuits initiated by DHG PHARMA as the petitioner) if those persons were or are the Board of Directors' members, Enterprise Managers, Enterprise Executives, employees, or representatives authorized by DHG PHARMA (or subsidiaries of DHG PHARMA), or those persons have been implementing at the request of DHG PHARMA (or subsidiaries of DHG PHARMA) as the Board of Directors' members, Enterprise Managers, Enterprise Executives, employees, or authorized representatives of the Company, Partner, association of companies, trustee or another juridical person. The compensation expenses include accrued expenses (including attorneys fees), judgment expenses, fines, amounts payable arising in reality or are considered to be reasonable when dealing with these cases in the framework of the law allowed, provided that they have acted with honesty, prudence, diligence and professional competence, for the benefits without being against the highest interests of DHG PHARMA, on the basis of compliance with the law and there is no evidence to confirm those persons have violated their responsibilities. DHG PHARMA can buy insurance for these people to avoid the compensation liability above mentioned.

Chapter IV: FINANCE - ACCOUNTING, FUND AND PROFIT DISTRIBUTION

Article 55. Fiscal year

The fiscal year of DHG PHARMA shall begin from the first day of January each year and shall end on the 31st day of December of the same year.

Article 56. Accounting system

1. The accounting system used by DHG PHARMA shall be Vietnamese Accounting System (VAS) or another accounting system approved by the Minister of Finance.

2. DHG PHARMA shall prepare accounting books in Vietnamese. DHG PHARMA will keep the accounting records in accordance with the form of business operations in which DHG PHARMA shall be engaged. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of DHG PHARMA.

3. DHG PHARMA uses the Vietnamese dong as the official currency in accounting.

Article 57. Profit distribution

1. Pursuant to the decision of the General Meeting of Shareholders and in accordance with the law, dividends will be announced and paid from the retained profits of DHG PHARMA but not exceed the amount proposed by the Board of Directors after consulting with the shareholders at the General Meeting of Shareholders.

2. Dividends shall be paid in full within six (06) months since the day of the annual meeting of the General Meeting of Shareholders ends.

3. DHG PHARMA shall not pay interest on dividend payments or on payments relating to any class of shares.

4. The Board of Directors may recommend the General Meeting of Shareholders to approve payment of all or part of dividends by specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall be the body implementing such decision.

5. Where any dividend payment or other payments relating to one class of shares shall be paid by cash, DHG PHARMA must make such payment in Vietnamese dong and can pay by check or by postal order to the registered address of the beneficiary and in case of arising risks (from the registered address of shareholder), the shareholder must bear it. In addition, dividend payments or other cash payments related to a class of shares may be paid by bank transfer when DHG PHARMA has detailed bank information of shareholder to allow DHG PHARMA to make direct transfers to the shareholder's bank account. In case that DHG PHARMA makes a bank transfer based on the exact banking detail provided by a shareholder but such shareholder cannot receive money, DHG PHARMA shall not be liable for amount which it has transferred to the shareholder entitled to such amount. Dividend payment for shares listed on the Stock Exchange may be made through a securities company or a Depository Center.

6. With approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that the owners of ordinary shares shall have the right to choose to receive their dividends in ordinary shares instead of dividends in cash. These additional shares will be recorded as paid-up shares on the basis that the value of these shares shall be equivalent to cash paid dividend.

7. According to the Law on Enterprises, the Board of Directors may approve a resolution determining a specific date to close the list of shareholders of DHG PHARMA. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, to receive share certificates, notices or other records. This closing date may be on the same

day or at a time before these rights are exercised. This does not affect the interests of two parties in the transaction of transferring shares or related securities.

Chapter V: FINANCIAL STATEMENTS, ANNUAL REPORT, AUDITING, RETENTION, INVESTIGATION OF RECORDS AND INFORMATION DISCLOSURE

Article 58. Annual, semi-annual and quarterly reports

1. At the end of fiscal year, the Board of Directors must prepare the following reports and records:

- a. A report on business performance of DHG PHARMA;
- b. Audited financial statements;
- c. A report on the management and operation of DHG PHARMA.

2. The above reports and records must be sent to the Board of Directors to assign the Audit Committee to assess at least thirty (30) days before the opening of the annual meeting of the General Meeting of Shareholders.

3. Reports and records prepared by the Board of Directors and auditing report must be available at the head office of DHG PHARMA at least ten (10) days before the opening of the annual meeting of the General Meeting of Shareholders.

4. DHG PHARMA must prepare the annual financial statements in accordance with the provisions of the law as well as those of the State Securities Commission and such statements must be audited in accordance with the provision of Article 60 of this Charter, and within ninety (90) days from the date of ending each fiscal year, must submit annual financial statements which have been approved by the General Meeting of Shareholders to the competent taxation authority, the State Securities Commission, the Stock Exchange and the business registration authority.

5. The annual financial statements must include an income statement which reflect truthfully and objectively the profit/loss situation of DHG PHARMA in the fiscal year, a financial status report which reflects truthfully and objectively the activities of DHG PHARMA up to the date of preparing such report, a cash flow statement and explanatory notes to the financial statements. If DHG PHARMA is a parent company, it is essential to prepare not only the annual financial statements but also a consolidated balance sheet on the operation of DHG PHARMA and its subsidiaries at the end of each fiscal year.

6. DHG PHARMA must formulate and disclose the audited semi-annual (6-month) financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant taxation authority and the business registration authority in accordance with the Law on Enterprises.

7. The annual audited financial statements, quarterly financial statements and audited semi-annual (6-month) statements of DHG PHARMA must be disclosed on DHG PHARMA's website.

8. Interested organizations or individuals shall be entitled to examine or copy the annual audited financial statements and the audited semi-annual (6-month) statements and quarterly financial statements during the working hours at the head office of DHG PHARMA, and shall be required to pay a reasonable amount of copying fees.

Article 59. Annual report

1. DHG PHARMA must disclose information on corporate governance at the annual meeting of the General Meeting of Shareholders and in the Annual Report in accordance with the provisions of the Securities Law on information disclosure.

2. DHG PHARMA is obliged to report every six (06) months and disclose information on corporate governance in accordance with the provisions of the Securities Law on information disclosure.

Article 60. Auditing

1. The Annual General Meeting of Shareholders shall appoint or approve the list and authorize the Board of Directors to appoint an independent auditing firm which is legally operating in Vietnam and is approved by the State Securities Commission to audit listed companies, to audit the financial statements of DHG PHARMA for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors.

2. DHG PHARMA must prepare and submit the annual financial statements to the independent auditing firm after the end of each fiscal year.

3. The independent auditing firm shall inspect, certify and make a report on the annual financial statements which reflect the income and expenditure of DHG PHARMA, and shall prepare an audit report and submit it to the Board of Directors within two (02) months from the end of a fiscal year. Auditors of the independent auditing firm that performs audits for DHG PHARMA must be approved by the State Securities Commission.

4. A copy of audit report must be sent with the annual accounting reports of DHG PHARMA.

5. Independent auditors perform the audit of DHG PHARMA shall be invited to attend all meetings of the General Meeting of Shareholders and shall have right to receive notices and other information related to the meeting of the General Meeting of Shareholders where the shareholders have the right to receive and have the right to express opinions at the meeting on the issues related to audit of DHG PHARMA's financial statements.

Article 61. Retention of records

1. The Board of Directors of DHG PHARMA must retain the following records:

a. DHG PHARMA's Charter and other amendments and supplements to the Charter; Internal Regulations on corporate governance and other regulations of DHG PHARMA; shareholder registration book;

b. Certificate of Enterprise registration; Certificate of industrial property rights; Certificate of product quality registration; other licenses and certificates;

c. Documents, records certifying asset ownership of DHG PHARMA;

d. The minutes of the meeting of the General Meeting of Shareholders, the Board of Directors; decisions of DHG PHARMA;

e. Prospectus for issuance of securities;

f. Report of the Audit Committee, conclusion of inspection agency, conclusion of an independent audit firm;

g. Accounting records, accounting vouchers, and annual financial statements;

h. Other records prescribed by the law.

2. DHG PHARMA must retain the records stipulated in Clause 1 of this Article at the head office or another place with conditions that shareholders and business registration authority shall be informed of the place of retaining these records. The retention period shall comply with the provisions of the law.

Article 62. Right to investigate books and records

1. A shareholder and a group of shareholders mentioned in Clause 3, Article 15 of this Charter shall have the right to send, directly or via a lawyer or via an authorized person, a written request to check the list of shareholders and the minutes of the General Meeting of Shareholders and to copy or excerpt these records during the working hours and at the main business location of DHG PHARMA. The request of a lawyer or representative or another authorized representative of the shareholder must be accompanied by a power of attorney of shareholder represented by such person or a notarized copy of such power of attorney.

2. Members of the Board of Directors, the General Director, other Enterprise Executives, and Enterprise Managers have the right to check the book of shareholder registration of DHG PHARMA, the list of shareholders, other books and records of DHG PHARMA for purposes relating to their positions provided that such information must be kept confidential.

3. Shareholders have rights to receive a copy of the Charter of DHG PHARMA for free. In case that DHG PHARMA has its own website, this Charter must be disclosed on this website.

Article 63. Information disclosure and public notice

1. The annual financial statements and other supporting documents must be disclosed to the public in accordance with the regulations of the State Securities Commission and be submitted to the relevant tax authority and business registration authority in accordance with provisions of the Law on Enterprises.

2. Information disclosure on DHG PHARMA's corporate governance

a. DHG PHARMA must disclose information about corporate governance at the Annual General Meeting of Shareholders and in the annual report of DHG PHARMA in accordance with the Securities Law on information disclosure.

b. DHG PHARMA must report every six (06) months and disclose information on DHG PHARMA's corporate governance in accordance with the Securities Law on information disclosure.

3. Information disclosure on the income of the General Director

The salary of the General Director, Enterprise Managers, and Enterprise Executives must be shown separately in the Annual financial statements of DHG PHARMA and be reported to the General Meeting of Shareholders at the annual meeting.

4. Responsibility for reporting and disclosing information of members of the Board of Directors and General Director.

Apart from the responsibilities prescribed by Article 49, Article 50 of this Charter, the Board of Directors' members and General Director must report to the Board of Directors on the following transactions:

a. Transactions between DHG PHARMA and a company in which the above-mentioned members are founding members or members of the Board of Directors or the General Director over the last three (03) years by the transaction time;

b. Transactions between DHG PHARMA and a company in which related persons of the above-mentioned members are members of Board of Directors, the General Director or majority shareholders.

5. Information disclosure

a. The Board of Directors bases on the provisions of the Law on Securities, the guiding documents and this Charter to elaborate and promulgate the regulations on information disclosure.

b. DHG PHARMA arranges for at least one (01) person to be in charge of information disclosure. The person in charge of information disclosure may be DHG PHARMA's Secretary or a concurrent manager decided by the Board of Directors and be responsible for information disclosure of DHG PHARMA to the public investors in

accordance with the laws and this Charter. The person in charge of information disclosure is selected on the following standards and conditions:

- (i) Achieving knowledge of accounting, finance and computer skills;
- (ii) Publicizing the name and telephone number so the shareholders can easily contact;
- (iii) Having enough time to carry out his/her duties, especially the contact with shareholders, recording the feedbacks of shareholders, periodic response to shareholders' feedbacks and corporate governance issues in accordance with provisions.

Chapter VI: EMPLOYEES, THE TRADE UNION, AND THE SOCIO-POLITICAL ORGANIZATIONS

Article 64. Employees and the Trade Union

1. The General Director must make a plan for the Board of Directors to approve the issues related to recruitment, dismissal of employees, salaries, social insurance, welfare, bonuses and discipline for the Enterprise Managers, Enterprise Executives and employees of DHG PHARMA;

2. The General Director must make a plan for the Board of Directors to approve the issues related to DHG PHARMA's relationships with the Trade Union in accordance with the best standards, practices and management policies, practices and policies stipulated in this Article, DHG PHARMA's regulations and the applicable laws.

Article 65. The Communist Party of Vietnam and other socio-political organizations

1. DHG PHARMA has the Communist Party of Vietnam, the Ho Chi Minh Communist Youth Union, the Trade Union and the Veterans Association stipulated by the Constitution and laws.

2. DHG PHARMA respects and creates favorable conditions for the above organizations to operate in accordance with their functions, duties, the law, business objectives of DHG PHARMA, the interests of employees and the interests of shareholders.

Chapter VII: RELATIONSHIP BETWEEN DHG PHARMA, DEPENDENT UNITS, SUBSIDIARIES AND ASSOCIATES

Article 66. Dependent units

1. DHG PHARMA has dependent units which are established, organized and dissolved by the Board of Directors, including representative offices, branches and subordinate units that are organized and managed in accordance with the provisions of DHG PHARMA and the law; are operated in accordance with this Charter and its regulations submitted by the General Director to the Board of Directors for approval.

2. A representative office of DHG PHARMA established inside or outside the country to carry out commercial activities within the scope of the laws have the duty to represent the interests of DHG PHARMA and protect such interests; have office, open bank account, have a seal bearing the name of the representative office in accordance with the applicable laws; have regulations on organization and operation in accordance with DHG PHARMA's provisions.

3. The branch of DHG PHARMA established inside or outside the country to carry out commercial activities have the duty to perform all or a part of the functions of DHG PHARMA, including the role of an authorized representative; as well as have appropriate business lines in accordance with the business lines of DHG PHARMA, and implement business accounting in accordance with the decentralization of DHG PHARMA and the law.

Article 67. A subsidiary is a one-member limited liability company

1. A subsidiary is a one-member limited liability company, which is one hundred percent (100%) owned by DHG PHARMA and is organized and operated under the Law on Enterprises and other applicable laws. The subsidiary is not allowed to invest capital in DHG PHARMA.

2. The Board of Directors of DHG PHARMA exercises the following powers and obligations with the subsidiaries:

a. Ratifying the Charter of the subsidiary since its establishment; the decision of adjustment, supplement of the subsidiary's Charter;

b. Deciding the development strategies and annual business plan of the subsidiary;

c. Deciding the subsidiary's organizational structure. Appointing one or several authorized representatives of DHG PHARMA at the subsidiary, in the case of appointment of only an authorized representative, that person is also the Chairman of the subsidiary. Appointment, dismissal, removal, decision of salaries, bonuses and other interests of subsidiary management positions at the request of the General Director of DHG PHARMA;

d. Deciding the investment projects of which the values are fifty percent (50%) or more of the total asset value written in the latest financial statement of the subsidiary;

e. Deciding to increase the subsidiary's charter capital; transfer part of or all of the subsidiary's charter capital to other organizations and individuals. The transferring part of or all of the subsidiary's charter capital shall comply with the subsidiary's Charter;

f. Deciding the solutions for market development, marketing and technology;

g. Deciding to sell assets of which the value is fifty percent (50%) or more of the total asset value written in the latest financial statements of the subsidiary;

h. Deciding the establishment of a second-tier subsidiary of a subsidiary and a contributed capital of the subsidiary to other enterprises;

i. Approving contracts for taking loans, granting loans and other contracts stipulated in the subsidiary's Charter of which the value is fifty percent (50%) or more of the total asset value written in the latest financial statements of the subsidiary;

j. Decentralizing the Members' Council or the Chairman of the Company to decide on the appointment, dismissal, rewarding, discipline, salary, bonuses and other benefits to the Director, Deputy Directors and Chief Accountant of the subsidiary approved by DHG PHARMA in accordance with the provisions of this Charter and the law;

k. Supervising, monitoring and evaluating the business performance of the subsidiary, management activities of the Members' Council or the Chairman of the Company in accordance with the subsidiary's Charter;

l. Deciding on reorganization, dissolution, and bankruptcy of the subsidiary;

m. Revoking the whole asset value of DHG PHARMA after completing the dissolution or bankruptcy of the subsidiary;

n. Complying with the subsidiary's Charter; legal provision on contracts and laws related to purchasing, sale, borrowing, lending, leasing and other transactions between the subsidiary and DHG PHARMA;

o. Approving the annual financial statements and a decision of profit utilization or handling the losses of the subsidiary;

p. Identifying and separating the assets of DHG PHARMA and its subsidiary;

q. Exercising other rights and obligations prescribed by the law.

3. Upon the request of the General Director of DHG PHARMA, the subsidiary's legal representative must provide necessary information to prepare the consolidated financial statements and the consolidated report of DHG GROUP.

Article 68. A subsidiary is a joint stock company, a limited liability company with two or more members, a joint venture company, and a foreign company

1. A subsidiary is a joint stock company, a limited liability company with two or more members, a foreign company with shares or contributed capital of DHG PHARMA, is established, organized and operated under the Law on Enterprises, foreign law and other applicable laws. The subsidiary is not allowed to invest in DHG PHARMA.

2. DHG PHARMA exercises the rights, obligations, and responsibilities of shareholders, partners, joint ventures and capital contributors in accordance with the provisions of law, this Charter, the regulation on management of subsidiary activities and Charter of that subsidiary.

3. DHG PHARMA directly manages the shares and contributed capital in its subsidiary through the capital representative of DHG PHARMA in that subsidiary.

4. The Board of Directors of DHG PHARMA exercises the main rights and obligations of DHG PHARMA at its subsidiaries as follows:

a. Appointing, dismissing, rewarding, enforcing discipline, deciding the allowances and interests of representative of contributed capital;

b. Requiring the representative of contributed capital to report periodically or extraordinarily on the financial status, business performance and other contents of the subsidiary;

c. Assigning the tasks and requiring the representative of contributed capital to consult about the important issues as regulations of contributed capital management of DHG PHARMA at other enterprises issued by the Board of Directors of DHG PHARMA before voting at the subsidiaries; Reporting the use of dominant capital for the development orientation and objectives of DHG PHARMA;

d. Collecting the income and bearing the risks of contributed capital at the subsidiaries;

e. Supervising and checking the use of contributed capital in the subsidiaries;

f. Being responsible for the efficient use, preservation and development of contributed capital to the subsidiaries;

g. Other rights and obligations in accordance with the provisions of laws.

Article 69. Associates

1. An associate is established, organized and operated in accordance with the laws corresponding to the legal form of that company.

2. Pursuant to the decision of the Board of Directors, DHG PHARMA appoints a representative to manage the contributed capital in these companies to exercise the rights and obligations of shareholders, capital contributors, joint venture party in accordance with the provisions of the laws, this Charter, the regulation on management of subsidiaries and the Charter of that company or the performance of duties, powers and responsibilities under the associated contract.

Article 70. Responsibilities of DHG PHARMA towards the subsidiaries and associates in DHG GROUP

1. DHG PHARMA orients the general business strategies of DHG GROUP in accordance with the Charter of DHG PHARMA and the Charter of subsidiaries;

2. DHG PHARMA shall perform the rights and obligations of owners, shareholders, capital contributors through a representative to manage DHG PHARMA's

contributed capital at the subsidiaries, associates to ensure effective capital investment and implementation of general development strategies of DHG GROUP;

3. Guiding and coordinating business activities among companies in DHG GROUP to find, provide input sources, consume products and services that each individual company is unable or hard to implement effectively; collaborating with subsidiaries, associates in the consumption of each other's products, goods and services if required;

4. Carrying out research, marketing, and trade promotion activities to create conditions for enterprises of DHG GROUP to expand and improve their production and business efficiency;

5. Executing dominant power of DHG PHARMA over subsidiaries under the Charter of the company which is dominated.

Article 71. Standards, conditions, powers, and obligations of a capital representative of DHG PHARMA

1. The capital representative of DHG PHARMA must meet all standards and conditions, exercise powers and obligations stipulated in the regulation of the capital representative of DHG PHARMA at the subsidiaries and associates.

2. The capital representative of DHG PHARMA at the subsidiaries and associates nominated or elected to the Board of Directors, the Members' Council, the Director of such enterprise must meet the standards and conditions in accordance with the law and the Charter of such enterprise.

Chapter VIII: INTERNAL DISPUTE SETTLEMENT, TERMINATION OF OPERATION AND LIQUIDATION

Article 72. Internal dispute settlement

1. When any dispute, complaint relating to DHG PHARMA's activities, the rights and obligations of shareholders as stipulated in the Law on Enterprises, other provisions of the law, this Charter, other regulations between:

a. Shareholder and DHG PHARMA; or

b. Shareholder and the Board of Directors, the General Director or other Enterprise Executives, Enterprise Managers of DHG PHARMA.

The related parties will try to resolve such dispute through negotiation and reconciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the settlement of disputes and shall require each party to present the information relating to the dispute within thirty (30) working days from the date when the dispute arises. If the conflict concerns the Board of Directors or the Chairman of the Board of

Directors, the parties negotiate to appoint an independent expert who shall act as a mediator for the dispute resolution.

2. If no reconciliation is reached within six (06) weeks since the beginning of reconciliation process or a decision of a mediator is not accepted by the parties, then either party may refer the dispute to the Economic Arbitration or the Court of competent jurisdiction.

3. Each party will bear its own costs relating to procedures for negotiation and reconciliation. Payment of the court expenses shall be made in accordance with the judgment of the arbitration tribunal.

Article 73. Termination of operation

1. DHG PHARMA may be dissolved or terminated in the following cases:

- a. The court declares DHG PHARMA bankrupt in accordance with applicable law;
- b. Dissolution before the deadline as a decision of the General Meeting of Shareholders;
- c. Other cases as prescribed by the law.

2. The dissolution before the deadline of DHG PHARMA (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the provisions.

Article 74. Cases of deadlock between the Board of Directors' members and shareholders

The shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors shall have the right to lodge an application to a Court for dissolution based on one or more of the following grounds:

1. Members of the Board of Directors failed to reach a consensus on DHG PHARMA's management which results in their failure to obtain the required number of votes for their acts.

2. Due to the shareholders' failure to agree, the required number of votes cannot be obtained in order to proceed with the election of the Board of Directors' members.

3. There is internal disagreement within the Company and two or more factions of shareholders are divided so that dissolution is the option in the best interests of all the shareholders.

Article 75. Liquidation

1. After a decision to dissolve DHG PHARMA, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from DHG PHARMA's employees or independent experts. All expenses relating to liquidation shall be paid by DHG PHARMA in priority to other debts of DHG PHARMA.

2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent DHG PHARMA in all work relating to the liquidation of DHG PHARMA before a Court and the administrative authorities.

3. Proceeds from the liquidation shall be disbursed in the following order:

a. Liquidation expenses;

b. Unpaid wages, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;

c. Taxes and other items paid to the State by DHG PHARMA;

d. Loans (if any);

e. Other debts of DHG PHARMA;

f. After all the debts from points a, b, c, d, e of Clause 3 of this Article have been paid, the balance shall be distributed to the shareholders. Payment of the preferential shares shall be given priority.

Chapter IX: AMENDMENT AND SUPPLEMENT OF THE CHARTER AND EFFECTIVE DATE

Article 76. Amendment and supplement of the Charter

1. The amendment and supplement of this Charter must be decided and approved by the General Meeting of Shareholders.

2. Where any legal provision relating to DHG PHARMA's operation has not been mentioned in this Charter or where any new legal provision is different from the terms of this Charter, such provision of law shall automatically apply, and shall govern DHG PHARMA's operation.

Article 77. Effective date

1. This Charter includes nine (09) Chapters, seventy-seven (77) Articles and takes effect on 11 June 2019.

2. This Charter is made in ten (10) copies of equal validity, of which:

a. One (01) copy shall be submitted to the local Public Notary Office.

b. Five (05) copies shall be registered with a governmental authority in accordance with the regulations of the People's Committee of Can Tho City.

c. Four (04) copies shall be filed in the office of DHG PHARMA.

3. This Charter is the official and unique document of DHG PHARMA, and it is applicable from the effective date. The provisions of previous Charters before the adoption of this Charter are no longer valid.

4. Copies or excerpts of this Charter of DHG PHARMA are valid only when they bear the signature of the Chairman of the Board of Directors or the signatures of at least half (1/2) of the total number of members of the Board of Directors.

In case of necessity, the Board of Directors authorizes the General Director to sign or excerpt the Charter of DHG PHARMA.

INTERIM GENERAL DIRECTOR

Doan Dinh Duy Khuong

[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.]