

NOTICE

**RE: THE CANDIDACY AND NOMINATION
OF THE BOARD OF DIRECTORS' MEMBERS OF
DHG PHARMACEUTICAL JOINT STOCK COMPANY TERM IV (2019 – 2023)**

Kind Attn to: Shareholders of DHG Pharmaceutical JSC

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

DHG Pharma's Board of Directors (BOD) Term III (2013 – 2018) will automatically expire and will be re-elected at the Annual General Meeting of Shareholders (AGM) 2018, scheduled to be held on 11 June 2019. In accordance with the Law on Enterprises and the Company's Charter, the BOD of DHG Pharma is pleased to inform shareholders about the candidacy and nomination for the election of the BOD Term IV (2019-2023) at the AGM as follows:

A. Projected number and structure of the BOD members to be elected at the AGM 2018

The projected number of the BOD members to be elected is seven (07 members).

In which, two (02) are independent members of the BOD.

The official quantity will be decided by the AGM at the Meeting.

B. Criteria of the BOD members

According to the content of Article 34 in the Charter of Organization and Operation of DHG Pharma, a BOD member must meet the following criteria and conditions:

- 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;
- Have professional qualifications, experience in business management of DHG PHARMA and not necessarily being DHG PHARMA's shareholders;
- 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.

According to the content of Article 2 in the Charter of Organization and Operation of DHG Pharma, an independent member of the BOD must meet the following criteria and conditions:

- *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.*
- *Not being a person receiving salaries, wages from DHG PHARMA, except for the benefits to which BOD members are entitled in accordance with provisions;*
- *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;*
- *Not directly or indirectly holding at least one percent (1%) of DHG PHARMA's voting shares.*
- *Not ever holding the position of members of the BOD, the Board of Supervisory (BOS) of DHG PHARMA for at least previous five (05) consecutive years.*

C. Nomination or candidacy of the BOD members

According to the content of Article 33 in the Charter of Organization and Operation of DHG Pharma on nomination and candidacy of the BOD members as follows:

- *Shareholders who are holding 5% or more of their voting shares for at least six 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.*
- *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.*

D. Application for candidacy and nomination of the BOD members

A shareholder or a group of shareholders who are eligible to participate in the candidacy and nomination of the BOD members Term IV (2019 – 2023) of DHG Pharma, please kindly send your application to:

Ms. Le Thi Hong Nhung – BOD Secretary, Finance Director of DHG Pharma

Address: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu District, Cantho City

Email: hongnhung@dhgpharma.com.vn

Tel: 02923 891433 (242) Fax: 02923 895209

Deadline for submission: 4:00 pm, 27 May 2019

Application includes:

- Application of candidacy and nomination of the BOD members Term IV (2019 – 2023) (Form 1).
- Curriculum vitae declared by the applicant (Form 2).
- Statement to prove independence for the candidates applying for the independent member of the BOD position (Form 3).
- A valid copy of ID card/ citizen identification/ passport of the candidacy/ nominated person.
- A valid power of attorney for nomination (in case shareholders authorize others to nominate).

Best regards.

**ON BEHALF OF THE BOD
CHAIRMAN**

(signed and sealed)

Recipients:

- As above;
- Archived: BOD Secretary.

Nguyen Chi Thanh

[NOTICE: This Convocation Notice is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.]