

# **INTERNAL REGULATION ON CORPORATE GOVERNANCE**

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## **INTERNAL REGULATION ON CORPORATE GOVERNANCE**

This Regulation is approved in accordance with Resolution No. 001/2019/NQ.DHĐCĐ of the Annual General Meeting of Shareholders 2018 dated 11 June 2019.

### **CHAPTER I. GENERAL PROVISIONS**

#### **Article 1. Scope and regulated entities**

1. This regulation regulates the basic principles of corporate governance of DHG PHARMA to protect rights and legitimate interests of shareholders, establish standards of conduct, professional ethics and coordination, control, operation and supervision between the members of the Board of Directors, General Director, Enterprise Executives, and Enterprise Managers of DHG PHARMA.

2. The regulation adjusts the following main contents:

a. The sequence and procedures for convening and voting at a meeting of the General Meeting of Shareholders;

b. Nomination, candidacy, voting, dismissal, and removal of the Board of Directors' members;

c. The sequence and procedures for convening the meetings of the Board of Directors;

d. Establishment and operation of Committees under the Board of Directors;

e. Selection, appointment and dismissal of DHG PHARMA's Enterprise Executives;

f. Collaboration among the Board of Directors and the General Director;

g. Regulation on annual evaluation of rewards and discipline of members of the Board of Directors, the General Director and Enterprise Executives;

h. Selection, appointment and dismissal of a Person in charge of corporate governance of DHG PHARMA;

i. Other issues.

3. The contents not stipulated in this Regulation shall be adjusted by the Company's Charter, Law on Enterprises, Law on Securities and other relevant legal documents.

#### **Article 2. DHG PHARMA's principles of corporate governance**

In order to ensure the effective management and control of DHG PHARMA on the basis of ensuring the interests of shareholders and those persons related to DHG PHARMA. Corporate governance of DHG PHARMA must ensure the principles:

1. To ensure a reasonable governance structure;

2. To ensure the operational efficiency of the Board of Directors, affiliated Committees or Subcommittees;
3. To ensure the interests of shareholders and related persons;
4. To ensure fair treatment between shareholders;
5. To disclose information transparently about DHG PHARMA's operations.

### **Article 3. Explanation of terms**

1. In this Regulation, the terms below are construed as follows:
  - a. The Company: DHG Pharmaceutical Joint Stock Company/DHG PHARMA.
  - b. Corporate governance: is a system of principles to ensure that DHG PHARMA is effectively operated and controlled for the benefit of shareholders and those persons related to DHG PHARMA.
  - c. The Charter: is the Charter of the Company approved by the General Meeting of Shareholders from time to time.
  - d. Website: a set of pages of information on the internet.
2. Words or terms defined in the Law on Enterprises, the Company's Charter, if they do not contradict the subject or context, they will have the same meanings in this Regulation.
3. In this Regulation, references to one article or a number of articles of the Charter, legal documents will include their amendment, supplement or substitutions of those articles.

### **Article 4. Corporate governance training**

Members of the Board of Directors, members of the Board of Management, Person in charge of DHG PHARMA's corporate governance, and the Company's Secretary are entitled to take part in corporate governance training courses at training institutions certified by the State Securities Commission.

## **CHAPTER II. THE SEQUENCE AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 5. Notice of closing the list of shareholders who have the right to attend the meeting of the General Meeting of Shareholders**

1. The convenor of the meeting of the General Meeting of Shareholders must disclose information on the list of all shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with Point a, Clause 2, Article 21 of the Company's Charter at least twenty (20) days from the last date of registration.

2. The convenor of the meeting of the General Meeting of Shareholders prepares the list of shareholders who are eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders is made no earlier than ten (10) working days before the date of sending the notice of invitation to the meeting of the General Meeting of Shareholders.

#### **Article 6. The convocation notice of the General Meeting of Shareholders**

1. The convenor of the meeting of the General Meeting of Shareholders passes out the meeting content and agenda in accordance with Article 21 of the Company's Charter.

2. The convenor of the meeting of the General Meeting of Shareholders must carry out the following duties:

- a. Prepare meeting agenda and contents;
- b. Prepare documents for the meeting;
- c. A draft resolution of the General Meeting of Shareholders in accordance with the proposed content of the meeting;
- d. Determine the time and venue of the meeting;
- e. Announce and send the notice inviting to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.
- f. Notice of closing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with Article 5 of this Regulation;
- g. Other tasks to organize the meeting.

3. The notice of invitation to the meeting of the General Meeting of Shareholders is sent to all shareholders by a guaranteed method, and simultaneously shall be published on the website of DHG PHARMA, the State Securities Committee and the Stock Exchange.

4. The convenor of the meeting of the General Meeting of Shareholders must send the notice of meeting to all shareholders in the list of shareholders entitled to attend 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 and/or published on the website of DHG PHARMA. In the case where no document is attached with the notice of invitation to the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the link (on the website) 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 of candidates in case of voting for members of the Board of Directors;
- c. Votes (voting cards), election ballots;
- d. Power of attorney;
- e. The draft resolution of the General Meeting of Shareholders towards the proposed contents of the meeting.

**Article 7. The registration method to attend the General Meeting of Shareholders**

1. Shareholders may register to attend the meeting of the General Meeting of Shareholders in the ways indicated in the notice, including one of the following ways: direct registration, telephone, fax, post or email to DHG PHARMA before the deadline stated in the notice inviting to the meeting of the General Meeting of Shareholders.

2. Shareholders entitled to attend the meeting of the General Meeting of Shareholders in accordance with the law may authorize individuals, representative organizations to attend. In cases more than one (01) 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. Authorization made pursuant to Article 19 of the Company's Charter, must be made in writing in accordance with the form of DHG PHARMA and must be signed and sealed (in case of organizations) in accordance with the following provisions:

a. If an individual shareholder is a principal, the power of attorney must have the signature of such shareholder and the signature of the individual or the signature of the legal representative with seal 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/legal representative of the organization shareholder, and the signature of the individual or legal representative with seal 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 before entering 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 does not apply in a case where DHG PHARMA receives a notice of one of the above cases before the opening time of the meeting of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

#### **Article 8. Method of voting**

1. Shareholders exercise their voting rights in the manner indicated in the notice, including one of the ways stipulated in point g, Clause 1 Article 16 of the Company's Charter and Article 9 this Regulation, details are as follows:

- a. To attend and vote in person at the meeting;
- b. To authorize other persons to attend the meeting and vote at the meeting;
- c. To attend and vote via online meetings, electronic voting or other electronic forms;
- d. To send votes to the meeting via mail (in accordance with Article 9 of this Regulation); To send votes to the meeting via fax, email (in accordance with Clauses 4, 5 Articles 26 of the Company's Charter).

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

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 shall announce the voting results immediately prior to the closing of the meeting.

The meeting shall elect persons who shall be responsible to count the votes or supervise the counting of votes at the request of the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman.

The General Meeting of Shareholders approved the detailed election and voting rules at the Meeting.

3. A voting card must have the following information:

- a. Name of the shareholder;
- b. Shareholder code;
- c. Number of shares owned or authorized;
- d. Voting contents;
- e. Voting opinions: (1) for; (2) against; (3) abstain

4. The method of voting:

a. For each voting content, the shareholder/proxy is allowed to select one voting opinion by marking (X) on the selected voting option.

b. Invalid voting content is the content having more than one vote. Then, the remaining voting contents which are duly voted and will still be included in the voting results.

5. Valid votes and election ballots must satisfy all of the following conditions:

a. To be issued by the Organizing Board of the General Meeting of Shareholders;

b. The vote is not erased, scratched the printed contents. Whenever the contents are supplemented, must correctly inscribe the number of contents to be voted, but no other contents, except for contents required by the Organizing Board of the General Meeting of Shareholders;

c. With regards to each voting content, the votes shall elect one (01) out of three (03) voting opinions of that content;

d. With regards to votes via mail or solicitation of written consents, the following conditions must be satisfied: Envelope containing Votes (Envelope 1) is still sealed; Votes must be full of information: the name and signature of the individual shareholder; the name and signature of the legal representative and the seal or name, signature of authorized representative and the Power of attorney for shareholders being organizations. The procedures are guided in Article 9 of this Regulation.

6. Invalid votes are votes which fail to meet one of the conditions of Clause 5 of this Article.

### **Article 9. Sending votes to the meeting via mail**

In case the notice of invitation to the meeting or the voting procedure of the meeting of the General Meeting of Shareholders does not stipulate any other provisions in terms of sending votes via mail, shareholders who do not directly attend the meeting may exercise voting rights by sending votes to the meeting via mail under the following order:

1. Each shareholder will be provided with a code and shown on the notice inviting to the meeting. This code will be encoded with a bar code to ensure the unique identity of the shareholder.

2. Shareholders access DHG PHARMA's website (the specific link will be provided in the meeting invitation) and use the code to log in. After logging in, shareholders will be able to access information about the Meeting, the voting contents, votes, election ballots and other types of votes depending on the actual situation of Meeting contents at each time.

3. After consulting the information about the Meeting, the voting and electing contents, shareholders print out the votes, election ballots, and exercise votes, elect in accordance with the guidance. Votes, election ballots after being printed out can show barcode of shareholders. Shareholders will write comments on these votes and send a guarantee letter to DHG PHARMA, at least twenty-four (24) hours before the opening of the Meeting.

4. The guaranteed method is carried out as follows:

a. Votes, election ballots are put in a sealed envelope (Envelope 1).

b. Envelope 1 is enclosed in another envelope (Envelope 2) along with Invitation Letter (original) and ID card/Citizen Identification/Passport/Business Registration Certificate (copy). Envelope 2 must be sealed and sent to DHG PHARMA, stating the information of sender and recipient. The information of recipient is as follows:

**DHG PHARMACEUTICAL JOINT STOCK COMPANY.**

Recipient: the Organizing Board of the General Meeting of Shareholders

Address: 288 Bis Nguyen Van Cu, An Hoa Ward, Ninh Kieu Dist., Can Tho City

Tel: 02923. 891 433

c. At the time of registration, verification of eligibility for the General Meeting of Shareholders, the Organizing Board (Verification Committee) will unseal Envelope 2 to check the eligibility of shareholders. With regards to shareholders who meet the eligibility

criteria, the shareholder's sealed Envelope 1 will be put into the ballot box and will be unsealed at the time of counting votes together with the votes, election ballots at the Meeting.

#### **Article 10. Method of vote counting**

1. The Chairman requests the General Meeting of Shareholders to establish the Vote Counting Committee with at least three (03) members when more than half of the total number of shareholders attending the meeting approved. The Vote Counting Committee shall check the validity and aggregate the results of vote counting.

2. The Vote Counting Committee's members are not:

a. Members of the Board of Directors and candidates for the Board of Directors' members;

b. Members of the Board of Management and candidates for the Board of Management's members;

c. The persons related to the subjects mentioned at point a,b Clause 2 of this Article are determined according to the provisions of Clause 34, Article 6 of the Law on Securities and Clause 17, Article 4 of the Law on Enterprises.

3. The Vote Counting Committee is responsible for counting votes, and after the Meeting, the Vote Counting Committee shall make the minutes of vote counting and report the vote counting results to the General Meeting of Shareholders. This report is signed by all members of the Vote Counting Committee. Members who refuse to sign the minutes will explain the reason for refusal, which will be included in the annex of the minutes of vote counting.

4. In cases where new voting contents arise or the existing contents are adjusted at the Meeting, shareholders who exercise their voting rights via remote votes shall be regarded as absent from such contents. Voting will be calculated on the percentage of shareholders who voted or authorized to vote at the Meeting.

5. In order to ensure that the procedures for vote counting are public and clear, the Vote Counting Committee must be supervised during the vote counting process. The Chairman of the meeting nominates shareholders (preferably minority shareholders and independent from the Company) who shall be responsible for supervising the vote counting process. Shareholders who supervise the vote counting process have the rights to prevent acts of violating the regulations or the voting and election rules at the Meeting and report to the Chairman of the General Meeting of Shareholders about the abnormal signs in the vote counting process.

#### **Article 11. Passing the vote counting result**

1. The General Meeting of Shareholders shall discuss and vote on each issue in the Meeting agenda. When voting for each issue at the Meeting, the number of votes, valid, invalid, approved, disapproved, and abstain votes must be aggregated; the corresponding

proportion of the total number of votes of shareholders attending the meeting will be announced by the Chairman immediately after voting such issue.

2. The vote counting results are announced right at the meeting of the General Meeting of Shareholders after the completion of the vote counting; if the vote counting is extended to the next day, the Chairman shall notify the shareholders attending the Meeting of the vote counting results on DHG PHARMA's website, unless otherwise decided by the General Meeting of Shareholders.

3. The vote counting results shall be determined in line with each voting content and shall be calculated in percentage (%) rounded to 02 (two) decimal places.

4. Head of the Vote Counting Committee is responsible for announcing the vote counting result at the Meeting.

**Article 12. Method of protesting the resolution of the General Meeting of Shareholders in terms of reorganization of the Company and changes of rights and obligations of shareholders.**

1. Shareholders voting against the resolution on the reorganization of DHG PHARMA or changes of the rights and obligations of shareholders in accordance with the Company's Charter may request the Company to repurchase their shares.

2. The request must be made in writing, stating the name and address of the shareholder, the number of shares of each class, the expected selling price, the reason for requesting the purchase of DHG PHARMA. The request must be sent to DHG PHARMA within ten (10) days from the date the General Meeting of Shareholders approves the matters specified in Clause 1 of this Article.

**Article 13. Preparation of the minutes of the meeting of the General Meeting of Shareholders**

1. The Chairman of the meeting of the General Meeting of Shareholders elects one or several persons to act as Secretary of the Meeting. The Secretary of the meeting of the General Meeting of Shareholders is responsible for recording all events of the meeting, preparing the minutes and proposing for approval of the General Meeting of Shareholders at the meeting.

2. The preparation of the Minutes of the General Meeting of Shareholders must be in accordance with Article 27 of the Company's Charter.

The Secretary of the meeting of the General Meeting of Shareholders must go through the draft minutes at the Meeting in order for shareholders attending the meeting to check the content before submitting to the Chairman for signing.

3. The Chairman and the 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 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 by Secretary of the Board of Directors at DHG PHARMA's head office.

#### **Article 14. Disclosure of the resolution of the General Meeting of Shareholders**

1. 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.

2. DHG PHARMA must organize to disclose information about the General Meeting of Shareholders in accordance with the Law on information disclosure and the Law on Securities and securities market.

#### **Article 15. The General Meeting of Shareholders adopts the Resolution in the form of collecting shareholders' opinions by solicitation of written consent**

1. The Board of Directors has the right to collect shareholders' opinion by solicitation of written consent to adopt the decision of the General Meeting of Shareholders at any time if deemed necessary in the interests of DHG PHARMA in line with Article 26 of the Company's Charter.

2. A decision adopted in the form of collecting shareholders' opinion by solicitation of written consent has equal validity as a decision adopted at the meeting of the General Meeting of Shareholders.

3. The General Meeting of Shareholders shall not be held in the form of collecting shareholders' opinions by solicitation of written consent on the following issues:

- a. Audited annual financial statements;
- b. Report of the Board of Directors assessing the situation of business management in DHG PHARMA;
- c. Short-term and long-term development plans of DHG PHARMA;

#### **Article 16. Standards of the Board of Directors' members**

The Board of Directors' members must have the following standards and conditions under Clause 1, Article 34 of the Company's Charter as follows:

1. 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;

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

3. A member of the Board of Directors can concurrently be a member of the Board of Directors of another company.

A member of the Board of Directors can not concurrently be a member of the Board of Directors of over five (05) other companies from 01 August 2019.

### **Article 17. Shareholders, groups of shareholders stand for candidacy and nomination of members of the Board of Directors**

1. The shareholders holding 5% of shares with voting rights in a consecutive period of at least six months may include the voting rights of each person together to nominate members to the Board of Directors. Shareholder or group of shareholders holding 5% to under 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to under 30% entitled to nominate up to two (02) candidates; from 30% to under 40% entitled to nominate up to three (03) candidates; from 40% to under 50% entitled to nominate up to four (04) candidates; from 50% to under 60% entitled to nominate up to five (05) candidates; from 60% to under 70% entitled to nominate up to six (06) candidates; from 70% to under 80% entitled to nominate up to seven (07) candidates; and from 80% to under 90% 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 the Company's Charter and this Regulation. The introduction of candidates by the Board of Directors must be published clearly before the General Meeting of Shareholders votes for members of the Board of Directors.

3. The list, curriculum vitae and related information of nominees or candidates for election to the Board of Directors must be sent to the incumbent Board of Directors at least ten (10) days before the Annual General Meeting of Shareholders is held.

4. List of candidates or nominees for election to the Board of Directors (with the curriculum vitae, information) in accordance with Clause 3, Article 33 of the Company's Charter and must be publicly posted at DHG PHARMA's head office and venue where the Meeting is held.

### **Article 18. Election of the members of the Board of Directors**

1. Voting to elect members of the Board of Directors must be implemented by the method of cumulative voting as stipulated in Clause 4 Article 25 of the Company's Charter. 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 regulation and electoral rules.

2. The vote is printed by the Organizing Board, showing the list of candidates, arranged in Vietnamese alphabetical order, with the value or number of shares stamped by DHG PHARMA.

3. A shareholder has the right to vote for themselves if they are listed in the list of candidates stated in the vote.

4. Votes shall be delivered at the meeting of the General Meeting of Shareholders. Names of candidates for the Board of Directors, information about the shareholders and the total number of voting shares they represent are presented on each vote. Shareholders must check the number of shares recorded on the votes, if there are any errors, must be reported right at the time of receipt of votes.

5. Invalid vote is the vote belongs to one or more of the following cases:

a. Votes which are not issued by the Organizing Board;

b. Vote for more people than prescribed;

c. Votes have erased, corrected contents;

d. Votes include those who are not on the list of nomination and candidacy approved by the General Meeting of Shareholders before the election;

e. Others cases in accordance with provisions of law or decisions of the General Meeting of Shareholders.

6. The election result shall be recognized immediately after the minutes of the election are approved by the Chairman at the General Meeting of Shareholders.

#### **Article 19. Cases of dismissal or removal of the Board of Directors' members**

1. The Board of Directors' members shall be dismissed in the following cases:

a. Such member is not eligible to be a member of the Board of Directors as stipulated in Clause 1, Article 34 of the Company's Charter or prohibited by law from being a member of the Board of Directors.

b. Such member sends a written resignation letter 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;



2. The Board of Directors' members may be dismissed by the resolution of the General Meeting of Shareholders.

**Article 20. Notice on the election, dismissal and removal of members of the Board of Directors**

Election, dismissal and removal of members of the Board of Directors must be noticed, published information in accordance with the regulations of laws and the Company, specifically as follows:

1. Periodic information disclosure in accordance with Clause 2 & 3, Article 8 of Decree No.155/2015/TT-BTC in the Annual Report or in case members of the Board of Directors are elected by the General Meeting of Shareholders.

2. Extraordinary information disclosure within twenty-four (24) hours in case the Company changes, appoints, re-appoints, or dismisses members of the Board of Directors in accordance with Point n, Clause 1, Article 9 of Circular No.155/2015/TT-BTC.

3. Notice to all shareholders, Enterprise Managers, Enterprise Executives of the Company by disclosing information on the Company's Website within three (03) working days.

**Article 21. Introduction to candidates of the Board of Directors**

In cases where candidates have been identified, information related to the candidates for the Board of Directors shall be disclosed at least ten (10) days before the opening of the meeting of the General Meeting of Shareholders on the Company's website. Shareholders can find out about these candidates before voting. Candidates of the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to performing their duties honestly, faithfully and cautiously, for the best benefit of DHG PHARMA if elected as the Board of Directors' members. Information related to candidates for the Board of Directors shall include at least:

1. Full name, date of birth;
2. Academic level;
3. Professional qualification;
4. Working experience;
5. Organizations where the candidate holds the position of the Board of Directors' members and other managerial positions;
6. 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;

7. Interests related to DHG PHARMA (if any);
8. Full names of shareholders or group of shareholders who nominate the candidate (if any);
9. Other information (in any).

### **CHAPTER III. ORDER AND PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS**

#### **Article 22. Notice of the Board of Directors' meetings**

1. The notice of the Board of Directors' meeting must be sent to the Board of Directors' members at least five (5) working days prior to the date of the meeting. A member of the Board of Directors may refuse the meeting invitation in writing, the refusal may be changed or revoked in writing by such member of the Board of Directors. The meeting notice of the Board of Directors must be made in Vietnamese (English versions may be prepared) and must specify the time and venue of the meeting, the agenda and issues to be discussed and decided at the meeting. The notice shall be enclosed with the necessary documents about the matters to be discussed and voted at the meeting and votes of the members.

2. The meeting notice may be sent by post, fax, e-mail or other means but it must be guaranteed that it reaches the contact address of each member of the Board of Directors registered with DHG PHARMA.

3. The meeting notice must specify the time and venue of the meeting, meeting content or agenda and issues to be discussed and decided. The notice shall be enclosed with documents to be used at the meeting.

4. General Directors who are not members of the Board of Directors, have the right to attend the meetings of the Board of Directors, have the right to discuss but not to vote.

5. Other contents of the Board of Directors' meetings shall be implemented in accordance with Article 37 of the Company's Charter.

#### **Article 23. Conditions for holding a meeting of the Board of Directors**

1. The Board of Directors' meetings may only proceed when at least three quarters (3/4) of the members of the Board of Directors present in person or through an authorized representative (proxy) if accepted by the majority of the Board of Directors' members.

2. In a case of an insufficient quorum, the meeting must be reconvened for a second time within seven (07) days from the proposed date of the first meeting. The second reconvened meeting shall be conducted if more than half (1/2) of the number of members of the Board of Directors attends.

3. Meeting venue: Meetings of the Board of Directors will be held at the registered address of DHG PHARMA or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors.

4. Meetings by telephone or by other forms: A meeting of the Board of Directors may be conducted by way of a conference call 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 Regulation, the Board of Directors' members 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 meeting is present;

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

#### **Article 24. Form of voting**

Form of voting is regulated at Clause 11 Article 37 of the Company's charter, details are as follows:

1. Except for Clause 2 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.

2. 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 the member does not have the voting right.

3. According to Clause 2 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 meeting for decision. The Chairman's decision 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.

4. Any member of the Board of Directors who benefits from any contract stipulated in Clause 4 Article 52 of the Company's Charter shall be deemed to have a considerable interest in such contract.

5. 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.

#### **Article 25. Method of passing a resolution of the Board of Directors**

1. The Board of Directors adopts decisions and issues resolutions based on majority consent of the Board of Directors' members attending the meeting.

2. In case the number of votes for and against are equal, then the Chairman of the Board of Directors shall cast his/her vote as the deciding vote.

3. 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.

4. A resolution by way of collection of written opinions 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 passed at the meeting.

#### **Article 26. Making minutes of the Board of Directors' meeting**

1. The Board of Directors' meetings must have their minutes recorded, or may be noted and stored in another electronic form. The minutes must be made in Vietnamese and English versions may be prepared, and contain the information in accordance with Clause 1 Article 38 of the Company's Charter.

2. The Chairman of the meeting and the minutes maker (Secretary) must sign and take responsibility for the truthfulness and accuracy of the content of the minutes of the

Board of Directors' meetings. The Chairman of the Board of Directors shall transfer the minutes of the Board of Directors' meetings to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections to the content of the minutes within ten (10) days after transfer.

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

4. A Resolution of the Board of Directors must be notified to related parties in accordance with the Company's Charter and this Regulation.

#### **CHAPTER IV. PROVISIONS ON THE ESTABLISHMENT AND ACTIVITIES OF COMMITTEES UNDER THE BOARD OF DIRECTORS**

##### **Article 27. Establishment, organizational structure and criteria for members of the Committees under the Board of Directors**

###### 1. Establishment of the Committees

a. Pursuant to the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decide to establish affiliated Committees to support the activities of the Board of Directors, including:

- (i) Strategic Committee;
- (ii) Nomination Committee;
- (iii) Audit Committee;

b. Pursuant to the approval of the General Meeting of Shareholders, the Board of Directors decide to establish other Committees if necessary;

c. If DHG PHARMA has not established or shall not establish the Nomination Committee and the Strategic Committee, the Board of Directors shall designate an independent Board of Directors' member to help the Board of Directors to carry out personnel, salary and bonus, planning and implementing the strategies;

d. Term of Committees under the Board of Directors.

2. The structure of the Committees is in accordance with Clause 2, Article 39 of the Company's Charter, specifically as follows:

a. The Board of Directors nominates and appoints members of the Committees. A Committee includes:

- (i) One (01) Head of the Committee, and
- (ii) Members of the Committee.

b. 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 members of the Board of Directors/Non-Executive Members of the Board of Directors should account for the majority of the Committee and one of these members will be appointed as Head of the Committee decided by the Board of Directors.

3. Criteria, conditions of the Committees' members specified in Regulation of organization and operation of the Committee, but basically must meet the following requirements:

- a. Having knowledge, experience and skills in the field of the Committee;
- b. Having diplomas and certificates in case the law has compulsory provisions;
- c. Other criteria, conditions in accordance with the Board of Directors' requirements.

4. Head of the Committee must satisfy all criteria and conditions as follows:

- a. Criteria and conditions at Clause 3 of this Article;
- b. Be an independent member of the Board of Directors;
- c. Be good at managing and coordinating the work of the Committee;
- d. Other criteria, conditions in accordance with the Board of Directors' requirements.

#### **Article 28. Operating principles and responsibilities of Committees and responsibilities of the Committee's members**

1. The operation of the committees shall comply with the following principles:

a. The Committees of the Board of Directors organize and operate in accordance with the principle of majority. Resolution of the Committees is only valid when the majority of the members vote "for". The voting can be directly implemented at the meeting, or through collecting shareholders' opinions by solicitation of written consent.

b. Resolution and all activities of the Committees must comply with resolution, guidance of the Board of Directors, the General Meeting of Shareholders, the Charter, the internal regulation of the Company and laws.

c. In all activities, the Committees must protect and maximize the legitimate rights and interests of the Company.

2. Responsibilities of the Committees

a. Counsel, consult, assist the Board of Directors in the assigned work, building administrative and administration system of the Company;

b. Properly and fully comply with the contents of the resolutions, direction and assigned work of the Board of Directors with all the competence and dedication;

c. Developing the organizational structure, assigning the tasks suitably to each member, coordinating well with the Board of Directors, other Committees, Executive apparatus to fulfill the tasks assigned by the Board of Directors;

d. Timely update knowledge, actual situation in working field to announce to related units in order to improve the Company's work quality, manage risks, improve efficiency of production and business of the Company.

e. Reports on organization, operation and detailed works in accordance with the regulations and requirements of the Board of Directors;

f. Other responsibilities in accordance with organization and operation regulation of the Committee.

### 3. Responsibilities of members of the Committee:

a. Perform the tasks assigned by the Committee with all the capacity, dedication, ensuring quality and progress;

b. Implement in accordance with the labor contract signed with the Company and enjoy the policy regimes in accordance with the Charter, internal provisions and regulations of the Company;

c. Make sure to be present at the meeting, express opinions and vote, give comments in writing according to the notice or request of the Head of the Committee;

d. Be responsible for discussing, explaining, consulting, proposing solutions to the Head of the Committee on professional issues when required;

e. Report to the Head of the Committee when no longer meeting the standards and conditions of members of the Committee in accordance with the laws, the Charter, internal regulation of the Company.

f. Other powers and responsibilities in accordance with the organizational and operational regulations of the Committee.

### 4. Responsibilities of the Head of the Committee:

In addition to the responsibilities mentioned in Clause 3 of this Article, the Head of the Committee shall have the following responsibilities:

a. Manage and coordinate the work of the Committee, promptly provide information on resolutions and directions of the Board of Directors to members of the Committee;

b. Convene and run the meetings, organize to collect opinions in writing to handle the work of the Committee.

c. On behalf of the Committee, sign resolutions, meeting minutes, appointment letters, invitation letters, voting ballots by written consent and other documents of the Committee.

d. Other responsibilities as prescribed by the Board of Directors.

### **Article 29. Meetings of the Committee**

#### 1. Meetings:

a. Periodic meetings: The Committee organizes quarterly meetings on the first month of each quarter;

b. Extraordinary meetings in case unexpected requests from the Board of Directors or the Head of the Committee are deemed necessary to resolve the Company's tasks.

2. Contents of the meeting: The Committee discusses and finds solutions to implement the resolutions and directions of the Board of Directors, the organization and operation of the Committee and other tasks related to production and business of the Company.

3. Notice of the meeting: The Head of Committee shall send the notice, documents and related contents to members no later than three (03) working days before the meeting. In case of necessity, the Head of the Committee may consult members to organize the meeting sooner if approved by all members of the Committee.

4. Form of the meeting: The meeting can be held in the form of direct or indirect meeting via online connection. Discussion, expressing opinions and voting at the meeting via online connection is valid as direct meeting. The meeting is eligible to be held when the majority of members of the Committee attend.

5. In addition to resolve the jobs, the Head of the Committee can collect members' opinions by solicitation of written consent. In case the matters need to be decided by the collective, collecting opinions by solicitation of written consent may replace voting at the meeting prescribed in Clause 4 of this Article. The deadline of collecting opinions by solicitation of written consent is at least three (03) working days from the time of sending notice in writing to the members.

### **Article 30: The Audit Committee**

1. The Audit Committee is Audit Committee under the Board of Directors according to Point b, Clause 1, Article 134 of the Law on Enterprises;

2. The Audit Committee has three (03) to five (05) members who are assigned, appointed and signed labor contracts by the Board of Directors in accordance with the proposal of the General Director. The term of the Audit Committee is the same as that of the Board of Directors;

3. 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' 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.

4. 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 Directors 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.

5. Powers and responsibilities of the Audit Committee are implemented in accordance with Article 41 of the Company's Charter.

6. The meetings of the Audit Committee shall comply with Article 29 of this Regulation. Other tasks of the Audit Committee are carried out in accordance with the directions of the Board of Directors, the Charter, provisions, regulations of the Company and laws.

## **CHAPTER V. SELECTION, APPOINTMENT, REMOVAL AND DISMISSAL OF THE COMPANY'S ENTERPRISE EXECUTIVES**

### **Article 31. Criteria of the Enterprise Executives**

The Company's Enterprise Executives as stipulated in point n, Clause 1, Article 2 of the Company's Charter shall include: The General Director, Deputy General Director, Chief Accountant, and other Enterprise Executives (including Functional Directors and other equivalent titles) of DHG PHARMA appointed, removed, dismissed by the Board of Directors.

1. Criteria and conditions of the appointment of the General Director and Deputy General Director in accordance with Clause 3, Article 46 of the Company's Charter, as follows:

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;

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

2. Criteria and conditions for appointment of the Chief Accountant:

a. Criteria defined in Clause 1, Article 51 of the Accounting Law:

(i) Having professional ethics, being honest and incorruptible, having a sense of law observance.

(ii) Having professional qualifications in accounting.

b. Having enough conditions as prescribed in Clause 1, Article 54 of the Accounting Law:

(i) Having professional qualifications and experience in accounting from intermediate level upwards;

(ii) Having a certificate of the Chief Accountant;

(iii) Persons with accounting professional qualifications from university upwards shall have experience in accounting for at least two (02) years and persons with accounting professional qualifications of intermediate level or college shall have experience in accounting for at least three (03) years.

(iv) Not belonging to cases of not being accountants as stipulated in Article 19 of Decree No. 174/2016/NĐ-CP on the guidance of Accounting Law.

3. Criteria and conditions for appointment of other Enterprise Executives:

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;

Having professional qualifications and experience in business administration that is relevant to the field to be in charge of.

### **Article 32. Appointment of the Enterprise Executives**

1. Appointment of the General Director:

The appointment of the General Director shall be in accordance with Clause 1 of Article 46 of the Company's Charter. In case that there are many candidates, the Board of Directors may consider, interview and carry out other tasks to select the appointed person. In case of necessity, the survey with the Company's Enterprise Managers shall be carried out.

2. An application file suggesting the Board of Directors to appoint the General Director shall be prepared by the nominee or the candidate, including:

a. Curriculum vitae declared by the candidate, clearly stated personal identity, education, experience;

b. Action plan;

c. Self-assessment of work process;

d. Copies of diplomas and training certificates (certified by competent authorities);

3. The Board of Directors shall appoint the Deputy General Director, Chief Accountant and other Enterprise Executives. The application file of the appointment shall be the same as that prescribed in Clause 2 of this Article.

4. The term of the General Director, Deputy General Director, Chief Accountant and other Enterprise Executives (including Functional Directors and equivalent titles) of DHG PHARMA is implemented in accordance with the Board of Directors' decisions and shall be reappointed. The appointment shall be terminated in accordance with the provisions of the labor contract.

### **Article 33. Signing labor contracts with the Enterprise Executives**

1. After the decision on the appointment of the Board of Directors is made in accordance with the provisions of Article 32 of this Regulation, the Board of Directors shall sign a labor contract with the General Director. The General Director shall sign a labor contract with the Enterprise Executives including from Deputy General Directors downwards (including the appendix of the labor contracts)

2. The labor contract's contents must clearly state the principle of remuneration, the level of income, benefits, responsibilities and powers. The labor contract's contents must comply with the provisions of labor law and the Company's Charter.

### **Article 34. Cases in which the Enterprise Executives will be dismissed**

1. The Enterprise Executive must submit a resignation letter to the Board of Directors at least forty-five (45) days prior to the official resignation date. In this case, the Enterprise Executive shall continue to perform his/her duties at the appointed title and carry out the work assignment in accordance with DHG PHARMA's regulations.

2. The Board of Directors may dismiss the Enterprise Executives in the following cases:

a. Due to the needs of employment, staff transfer and job rotation;

b. Health is not ensured to continue working;

c. Not completing the task or violating the rules and regulations of DHG PHARMA, violating the law but it is not enough to be removed or be forced to terminate the labor contract.

3. The Company must disclose information on dismissal of the Enterprise Executives in accordance with the law on securities and stock market.

## **CHAPTER VI. COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR**

### **Article 35. Procedures, sequences of convening meetings, invitation letter, minutes preparation and notice of results of meetings between the Board of Directors and the General Director**

1. The Board of Directors shall invite the General Director and other Enterprise Executives to attend some meetings of the Board of Directors. The General Director, Enterprise Executives shall be invited to participate in a number of meetings but shall not be entitled to vote. The Chairman of the Board of Directors shall notify the meeting result in writing to the General Director and Enterprise Executives within five (5) working days after the meeting.

2. At meetings of the Board of Management, the General Director may invite some members of the Board of Directors to discuss related issues. The invitation letter must have all necessary information and must be sent to invited persons at least three (03) working days prior to the meeting. The General Director shall notify the meeting result in writing to the Board of Directors within five (05) working days after the meeting.

### **Article 36. The General Director**

The General Director is the Enterprise Executive who runs day-to-day operation of DHG PHARMA; is supervised by the Board of Directors and is responsible for the implementation of assigned rights and duties to the Board of Directors and the law in accordance with provisions of Article 46 of the Company's Charter.

### **Article 37. In cases where the General Director propose to convene meetings of the Board of Directors and issues to be consulted by the Board of Directors**

1. The General Director is allowed to propose to convene meetings of the Board of Directors in accordance with Clause 3, Article 37 of the Company's Charter.

2. Issues related to Article 29 of the Company's Charter must be approved by the Board of Directors.

### **Article 38. Work relation between the Board of Directors and the General Director**

1. The Board of Directors may suspend or cancel the execution of decisions of the General Director if it is illegal or it violates the Charter, resolutions and decisions of the Board of Directors.

2. Tasks that the Board of Directors authorizes the General Director to implement shall not be authorized to the third party except for the approval of the Board of Directors. Authorization must be made in writing and be issued to all members of the Board of Directors and related parties.

3. The General Director is the Enterprise Executive who runs day-to-day operation of the Company and is responsible for development of operating plans to submit to the Board of Directors; implementing resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. The General Director recommends to the Board of Directors issues stipulated in Clause 4.a of Article 46 of the Company's Charter and other matters under the jurisdiction of the Board of Directors.

5. The General Director shall report to the Board of Directors and shareholders: The General Director is responsible for the performance of assigned duties and powers to the Board of Directors and the General Meeting of Shareholders and must report to such bodies if requested.

6. The General Director is entitled to refuse to execute and to reserve opinions on decisions of the Board of Directors if they are contrary to law, the regulations of the State and he/she shall report immediately to the Board of Directors in writing so that the Board of Directors shall promptly settle.

7. The General Director has the power to decide measures beyond his/her competence in emergency cases (natural calamity, enemy sabotage, fire, unexpected incident, etc). At the same time, he/she must immediately report to the Board of Directors and the General Meeting of Shareholders as soon as possible.

8. Other work relation in accordance with the law and the Company's Charter.

### **Article 39. Coordination of control, administration and supervision among members of the Board of Directors and the General Director**

1. The Board of Directors supervises and directs the General Director, Enterprise Executives and Enterprise Managers in day-to-day DHG PHARMA's operation.

2. Members of the Board of Directors and the Board of Management will regularly exchange and provide information in the spirit of cooperation, support and facilitation for members in accordance with provisions of the Company's Charter, working regulations and general action plan in order to create conditions for parties to access information in accordance with Article 31 and Article 63 of the Company's Charter.

3. In emergency cases, members of the Board of Directors and the Board of Management may immediately inform (via face-to-face contact, telephone or email) to the Chairman of the Board of Directors or the General Director or all of two members for effectively resolving.

4. Members of the Board of Directors have the right to directly request information, data and records of the Company through professional staffs of departments in DHG PHARMA. Direct and indirect communication between members of the Executive Board shall be conducted to clarify issues of concern and to serve common interests.

5. The General Director must regularly co-ordinate with the Board of Directors and inform the performance of the Executive Board to the Board of Directors.

6. The General Director recommends to supplement or amend the Company's Charter, Regulation on corporate governance, the organizational structure, management and administration of DHG PHARMA's business activities to help the Board of Directors submit to the General Meeting of Shareholders in the nearest meeting.

7. The General Director is responsible for reporting to the Board of Directors on the management and administration of the Company's business activities.

8. The General Director, the Deputy General Director, the Chief Accountant and other Enterprises Executives must provide sufficient and timely information and documents of DHG PHARMA's business activities at the request of the Board of Directors.

9. The General Director has the right to propose and recommend to the Board of Directors contents with regards to the management, administration and other contents.

### **Article 40. Assessment on performance, rewarding and handling of violations and disciplines for members of the Board of Directors, the General Director and other Enterprise Executives.**

1. Annually, the Board of Directors assesses the performance of each member of the Board of Directors and the General Director pursuant to KPI target. The General Director

shall assess the performance of each Enterprise Executive pursuant to KPI target at the beginning of the year.

## 2. Reward

Pursuant to KPI's assessment result in Clause 1 of this Article, the General Director shall propose to the Board of Directors the level of reward and type of reward for each respective title.

The level of reward and the fund of reward shall be built in details pursuant to the actual situation.

## 3. Handling of violations and disciplines

The handling of violations and disciplines shall be implemented in accordance with provisions of DHG PHARMA's internal labor regulation.

### **Article 41. Criteria of the person in charge of corporate governance**

The person in charge of DHG PHARMA's corporate governance must meet criteria as stipulated in Clause 2, Article 42 of the Company's Charter as follows:

1. Understanding of law;
2. Shall not concurrently work for an independent audit firm that is auditing financial statements of DHG PHARMA;
3. Other criteria as prescribed by law, the Company's Charter and the Board of Directors's decisions.

### **Article 42. Appointment, removal and dismissal of the person in charge of corporate governance**

1. Appointment of the person in charge of DHG PHARMA's corporate governance.
  - a. The Board of Directors shall appoint at least one (01) person in charge of DHG PHARMA's corporate governance. The person in charge of DHG PHARMA's corporate governance can concurrently hold the position of DHG PHARMA's Secretary in accordance with Article 43 of the Company's Charter;
  - b. Term of the person in charge of DHG PHARMA's corporate governance is decided by the Board of Directors, up to five (05) years;
  - c. The Board of Directors may appoint, remove and dismiss the assistant of the person in charge of corporate governance from time to time.
2. Removal, dismissal of the person in charge of DHG PHARMA's corporate governance:
  - a. The Board of Directors may remove the person in charge of DHG PHARMA's corporate governance, but it is not contrary to the applicable laws on labor;

b. The Board of Directors shall dismiss the person in charge of DHG PHARMA's corporate governance in one of the following cases:

(i) Not having criteria, conditions to be the person in charge of DHG PHARMA's corporate governance in accordance with Clause 2, Article 42 of the Company's Charter.

(ii) Submitting a resignation letter to the Board of Directors.

(iii) Other cases as stipulated by the Board of Directors.

3. Notice of appointment, dismissal of the person in charge of DHG PHARMA's corporate governance

Notice of appointment, dismissal or removal of the person in charge of DHG PHARMA's corporate governance is stipulated in accordance with provisions of the Company's Charter and provisions of the law on securities and stock market.

**Article 43. Rights and obligations of the person in charge of DHG PHARMA's corporate governance**

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

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

2. Preparing the meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

3. Advising on the procedures of meetings;

4. Attending the meetings;

5. Advising on procedures for preparing resolutions of the Board of Directors in accordance with the law;

6. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors;

7. Monitoring and reporting to the Board of Directors on information disclosure of DHG PHARMA;

8. Ensuring the security of information in accordance with the law and the Company's Charter;

9. Other rights and obligations in accordance with the law and the Company's Charter.



## **CHAPTER VII: TERMS OF EXECUTION**

### **Article 44. Term of amendments and supplements**

1. If the implementation process arises new contents, the Board of Directors will draft and submit to the General Meeting of Shareholders to consider and decide amendments and supplements of this Regulation in accordance with the actual situation of DHG PHARMA and the law.

2. In the course of application, if there are any legal provisions related to internal management of DHG PHARMA which is different or not mentioned in this Regulation, the provisions of the relevant laws are naturally applied and adjusts the internal management of DHG PHARMA.

### **Article 45. Effect and implementation**

1. This Regulation takes effect since the General Meeting of Shareholders approves in accordance with the Resolution No. 001/2019/NQ-ĐHĐCĐ dated 11 June 2019.

2. The Board of Directors, the Board of Management, the Enterprise Executives, the Enterprise Managers of DHG PHARMA, and all relevant individuals and units are responsible for implementing this Regulation.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Dang Thi Thu Ha**

[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.]