

MINUTES
THE ANNUAL GENERAL MEETING IN 2019

DOMESCO Medical Import Export JSC

66 – Highway 30 – My Phu Ward – Cao Lanh City – Dong Thap Province

Business registration certificate No. 1400460395 issued by the Planning and Investment Department of Dong Thap Province, first time on 30/12/2003 and registered for the 3rd on 26/07/2016.

Today, at 8:40 a.m, April 29th, 2019, at the conference hall of DOMESCO Medical Import - Export Joint Stock Corporation, No. 66, National road 30, My Phu Ward, Cao Lanh City, Dong Thap Province hosts the Annual General Meeting (AGM) in 2019.

A/ PARTICIPANTS AND LEGALITY, VALIDITY OF THE GENERAL MEETING:

I/ PARTICIPANTS:

1. Shareholders and authorized shareholders who own DOMESCO shares as of the record date (02/4/2019) issued by Securities Depository Center – Ho Chi Minh Branch.
2. Representative of Planning and Investment Department of Dong thap provine
3. Representatives of Ernst & Young Viet Nam limited.

II/ LEGALITY, VALIDITY OF THE MEETING:

1. Mr. Nguyen Phi Thuc – Head of Board of Supervisory reports on the examination of shareholders' attendance:

- 1.1. The total shares of the Company is **34.727.465**; There are **34.727.465** shares with the voting right.
- 1.2. There are **1.444** shareholders were invited to attend the meeting, standing for **34.727.465** shares with the voting right.
- 1.3. Today, there are **70** shareholders and authorized shareholders in attendance, representing for **30.135.650** shares with the voting right, accounted for **86,78%** of the total shares with the voting right.
- 1.4. All representatives are eligible to attend in the Meeting.

2. Pursuant to the Enterprise Law 2014 and the Charter on organization and operation of DOMESCO Medical Import-Export JSC, the total shareholders and representatives at the AGM in 2019 of **86,78%** is higher than the minimum rate of 51% of voting rights in charter, therefore, the AGM in 2019 of is legal and valid.

B. MEETING CONTENTS:

I/ Mr. Tran Thanh Thuc – Head of legal & internal control department - representative of the organizing committee presents:

1. The working and voting regulations of the Meeting (enclosed)
2. The regulations of election for Board of Directors (BOD) and Board of Supervisors (BOS) term IV (2019-2024) (enclosed)

(Adopted by 100% shareholders and representatives at the meeting)

II/ Notice for nomination and approval of the list of Presidium; Secretariat; The Vote Counting Committee:

1. The Organizing Committee presents the number of Presidium (3 people), Secretariat (2 people), the Vote Counting Committee (3 people); The Voting Committee (3 people);

(Adopted by 100% shareholders and representatives at the meeting)

2. The Organizing Committee presents the list of Presidium, Secretariat, The vote counting committee, the voting Committee.:

2.1. The Presidium

- Mr. Le Dinh Buu Tri - Chairman of Board of Director.
- Ms. Luong Thi Huong Giang - Vice Chairman of BOD cum General Director.
- Mr. Nguyen Van Hoa - Member of BOD cum Vice General Director.

2.2. The Secretariat

- Ms. Luong Thi Bich Nhung
- Ms. Dao Thi Thuy Trang

2.3. The Vote Counting Committee

- Mr. Tran Nguyen Cuong - Head of the Committee
- Ms. Ho Thi Kim Huong - Member
- Ms. Le Thi My An - Member

2.4. The voting Committee

- Mr. Tran Thanh Thúc - Head of the Committee
- Ms. Vo Thi Kim Phung - Member
- Ms. Huynh Thi To Quyen - Member

(Adopted by 100% shareholders and representatives at the meeting)

III. CONTENTS OF THE GENERAL MEETING:

1. On behalf of the organizing committee, Ms. Truong Thi Thanh Thao reports the Agenda for the General Meeting.

(Adopted by 100% shareholders and representatives at the meeting)

2. Mr. Le Dinh Buu Tri – Chairman of Board of Director report on activities of Board of Directors in term III (2014- 2019) *(File enclosed)*.

3. Nguyen Van Hoa - Member of Board of Director cum Vice General Director report on the plan implementation in term III (2014-2019) and business – production plan in term IV (2019-2024) *(File enclosed)*.

4. Mr. Nguyen Phi Thuc – Head of Board of Supervisors report on activities of Board of Supervisors in term III (2014- 2019) and the plan in term IV (2019-2024) *(File enclosed)*.

5. Ms. Nguyen Thi Nhu Quynh – Representatives of Ernst & Young Viet Nam limited presents Auditing results of consolidated financial statements in 2018 *(File enclosed)*

6. Ms. Luong Thi Huong Giang - Vice Chairman of Board of Director cum General Director presents Proposal for profit allocation in 2018. The profit allocation plan in 2019 *(File enclosed)*

7. Mr. Nguyen Phi Thuc – Head of Board of Supervisory presents proposal for choosing the auditing company for fiscal year 2019 *(File enclosed)*.

8. Mr. Tran Thanh Thuc – Head of legal & internal control department - representative of the organizing committee presents :

9.1. The proposal on amendment for Domesco’s charter *(File enclosed)*.

9.2. The proposal on approval for the internal corporate governance regulations of DOMESCO *(File enclosed)*.

9. Shareholders discuss, contribute ideas at the meeting

| Contribute ideas | Response from the presidium |
|---|--|
| 1/ What is the status of the franchising project of Abbott at Domesco and when will it impact ? | - The franchising is implemented in orders, the procedure is in accordance with regulation. The most time consuming stage is submit and waiting for registration number from DAV (usually from 18-24 months). it is expected to contribute to the revenue of the Company in 2020 |
| 3/ Major pharmaceutical companies in Vietnam tend to upgrade factories to PIC / S and | Before investing to upgrade the factory to a higher standard, DOMESCO always considers 02 purposes: export and bidding |



| | |
|--|---|
| <p>EU standards. So what is DOMESCO planning for DOMESCO? And will the market share be maintained in the future?</p> | <ul style="list-style-type: none"> - Export: need to register in the country that wants to export, this is time consuming and very expensive, many companies investing in European-standard factories in Vietnam have not been successful in export targets. - Bidding: current bidding regulations, a group only selects one winning product, so if there are many companies investing in factories with the same PICS or EU standards, then there will be competition. In addition, imported products from other countries such as India, Malaysia, Indonesia ... will also bid for the same group if they have the same factory standards with Vietnamese enterprises. - The factory investment costs a lot of money, time and effort and if after the investment does not promote its full capacity, it is very risky because of long-term capital recovery period, depreciation of machinery makes capital cost rise and the ability to fail to bid high - DOMESCO highly appreciates the opportunities given to us by shareholders and respecting the assets of investors in DOMESCO so DOMESCO considers the time when investing in a new factory because currently the factory capacity, after Many years of implementing solutions in production has increased capacity to more than 50% and is sufficient to serve the growth in production within the next 3 years. - So we always choose to continue to develop into the bidding channel by investing in products, so that when the product comes into the market there are few competitors to ensure a high probability of winning the bid instead of having to start invest in the factory due to low product development costs and shortened market time. That's why Domesco's earnings per share are always among the highest among listed pharmaceutical companies. |
| <p>4/ How could DOMESCO maintain the market share ?</p> | <p>In order to achieve export and bidding objectives, DOMESCO selects strategic investment products instead of investing in building factories to shorten time and reduce investment costs. The concentration and enhancement of DOMESCO products are successful in continuing and maintaining export markets and market</p> |

| | |
|---|--|
| | <p>share in Vietnam.</p> <p>- DOMESCO is continuing and promoting the selection of franchise products from US and Canadian companies.</p> |
| <p>5/ DOMESCO's 2019 and 2020 growth rates are 6-7%, respectively, which are low compared to the average growth rate in the market of 12% in value and 9% in consumption volume respectively..</p> | <p>The average growth rate in the market of special remedy drugs of foreign countries is still under copyrighted in Vietnam. In the context of escalating raw material prices due to environmental policies of countries supplying raw materials and declining bidding prices, it is understandable that DOMESCO has set a growth rate of 6-7% is completely consistent with the growth of domestic pharmaceutical enterprises at this stage.</p> |
| <p>6/ What are the advantages of the national concentration of bidding for DOMESCO? I received information that there is a winning bid company has reached thousands of billion VND in value?</p> <p>DOMESCO is currently bidding in which group?</p> | <p>Domesco has the advantage that there are many products in the list of products that are invited to focus on bidding, so there are opportunities in national bidding.</p> <p>As far as we know, currently there is no manufacturing company winning a national bid of VND 1,000 billion. That number could be distribution companies participating in many companies, including multinational companies.</p> <p>- DOMESCO is currently participating in the bid for group 03 (the group reaches GMP WHO), group 4 (products with bioequivalence, and DOMESCO has nearly 30 products with bioequivalence); group 05</p> <p>- The Government is giving priority to domestic manufacturing enterprises so DOMESCO still has advantages. In addition, the strength of Domesco in ETC market is that DMC have many products that can participate in bidding and due to low cost of goods as the factory is fully depreciated and well managed the Production, Investment and Business. In addition, depreciation at factories is almost complete, along with good cost management, DOMESCO's bidding prices are quite good and has an advantage over other competitors.</p> |
| <p>7/ DOMESCO has closed 01 branch, is DOMESCO narrowing the market?</p> | <p>- Each business has different objectives, at DOMESCO opening branches to increase coverage and deeply exploit the market. When reaching these criterias, DOMESCO will continue to maintain and transfer the area to the neighboring branches in charge. For recovering funds from the branch closure will be used for opening a new</p> |

04603
 NG T
 PHA
 NHAP
 Y TE
 OME
 NH-T

| | |
|---|--|
| | <p>Branch.</p> <p>- Many companies closed branches due to losses and lost control of internal personnel. DOMESCO closed 01 branch without narrowing but aims to open more areas in many other areas.</p> |
| 8/ In the context of DMC's competitors receiving significant support from strategic partners, what is the support for DMC ? | Listed in the operation report of the company and the BOD. Shareholders could reference to the meeting materials. |

10. Board of Directors and Supervisory Board term III (2014 - 2019) announced the end of term: Ms. Luong Thi Huong Giang represented the Board of Directors and Supervisory Board to end the term.

11. Mr. Le Dinh Buu Tri - Chairman of the Board of Directors of the 3rd term and Ms. Luong Thi Huong Giang - Vice Chairman of the 3rd term, representatives of the Company presented flowers, souvenirs and sent gratitude and sincere thanks of all DOMESCO employees to Mr. Huynh Trung Chanh - Former Chairman of the Board - Former General Director - Member of the Board of Directors of Term III DOMESCO Medical Import and Export JSC who has 34 years of leadership and development of the company achieve success like today.

* Mr. Huynh Trung Chanh sent his gratitude and greetings to the shareholders, partners and leaders of DOMESCO and the Board of Directors of DOMESCO for their efforts to strive for the development of DOMESCO Company during the past years..

12. Mr. Le Dinh Buu Tri – Chairman of Board of Directors for term III (2014-2029): reports the proposal on number of members of Board of Directors and Board of Supervisors for term IV (2019-2024). *(File enclosed)*

(Adopted by 100% shareholders and representatives at the meeting)

13. Ms. Luong Thi Huong Giang - Vice Chairman of Board of Director for term III (2014-2029): reports the statement on the list of nomination & self-nomination candidates for Board of Directors and Board of Supervisors for term IV (2019-2024). *(File enclosed)*

(Adopted by 100% shareholders and representatives at the meeting)

14. Mr. Tran Nguyen Cuong – Head of the Vote Counting Committee gives shareholders instructions to vote.

15. Mr. Tran Thanh Thuc – Head of the voting Committee presents guideline of election. Giving directions for cumulative voting.

15.1. Mr. Tran Thanh Thuc invited shareholder Pham Chi Thuc to check the Company's voting box. Mr. Pham Chi Thuc concluded 02 boxes are valid.

15.2. Mr. Tran Thanh Thuc invited Mr. Pham Chi Thuc to join the counting room to supervise the voting process of votes counting and votes examining of the Company.

Shareholders carry out election

16. On behalf of the Vote Counting Committee, Mr. Tran Nguyen Cuong discloses the vote counting minutes with the following result:

| 1- Report on activities of Board of Directors in term III (2014- 2019) | | | | | |
|--|------------|---------|------------|---------|------------|
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.130.820 | 3.932 | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |
| 2- Report on the plan implementation in term III (2014-2019) and business – production plan in term IV (2019-2024) | | | | | |
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.134.752 | | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |
| 3- Report on activities of Board of Supervisors in term III (2014- 2019) and the plan in term IV (2019-2024) | | | | | |
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.134.752 | | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |
| 4- Auditing results of financial statements in 2018 | | | | | |
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.134.752 | | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |
| 5- Proposal for profit allocation in 2018. The profit allocation plan in 2019 | | | | | |
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.134.752 | | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |



| 6- Choosing the auditing company for fiscal year 2019 | | | | | |
|---|------------|---------|------------|---------|------------|
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.134.752 | | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |
| 7- The proposal on amendment for Domesco's charter | | | | | |
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.134.752 | | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |
| 8- The proposal on approval for the corporate governance regulations of DOMESCO | | | | | |
| Contents | Favor | against | Abstention | Invalid | Total |
| Number of shares | 30.134.752 | | | | 30.134.752 |
| % | 100,0 | 0,0 | 0,0 | 0,0 | 100 |

17. On behalf of the Vote Counting Committee, Mr. Tran Thanh Thuc discloses the voting minutes with the following result:

1. BOD members and independent BOD members – voting results:

| No. | Candidates | Vote of confidence | |
|-----|-----------------------|--------------------|----------------|
| | | No. of shares | Proportion (%) |
| 1 | Peter Huang | 29.718.062 | 98,62 |
| 2 | Lee Yoon Kiem | 26.020.152 | 86,35 |
| 3 | Lương Thị Hương Giang | 26.215.084 | 86,99 |
| 4 | Douglas Kuo | 26.019.582 | 86,35 |
| 5 | Lê Đình Bửu Trí | 42.354.077 | 140,55 |
| 6 | Nguyễn Văn Hóa | 30.477.165 | 101,14 |

Number of invalid votes: 03, representing for 10 shares, proportion: 0%

2. BOS members – voting results

| No. | Candidates | Vote of confidence | |
|-----|-------------------------------|--------------------|----------------|
| | | No. of shares | Proportion (%) |
| 1 | Samuel Timothy Nance | 30.209.396 | 100,25 |
| 2 | Servane Marie Amelie Gorgiard | 29.859.896 | 99,09 |
| 3 | Hồ Thị Thu Vân | 29.875.324 | 99,14 |
| 4 | Phan Thế Thành | 31.236.291 | 103,66 |
| 5 | Nguyễn Phi Thức | 29.492.573 | 97,87 |

Number of invalid votes: 03, representing for 10 shares, proportion: 0%

18. Introduce Board of Directors and Supervisory Board IV (2019 - 2024) to the Meeting: Ms. Luong Thi Huong Giang represented the Board of Directors and Supervisory Board to receive the term IV (2019-2024).

19. The Minutes dated April 29th, 2019 of the Annual General Meeting 2019 of DOMESCO Medical Import-Export JSC is a legal basis for Resolution of the Annual General Meeting 2019 of DOMESCO Medical Import-Export JSC.

This Minutes disclosed at 13:00PM, April 29th, 2019 and approved by 100% shareholders and representatives at the Meeting./.

SECRETARIAT

1/ Ms. Luong Thi Bich Nhung



2/ Ms. Dao Thi Thuy Trang



ON BEHALF OF THE ANNUAL GENERAL MEETING IN 2019
DOMESCO MEDICAL IMPORT-EXPORT JSC
CHAIRMAN OF THE MEETING



Le Dinh Bui Tri

No: 01/NQ-ĐHCĐ-DMC

Cao Lanh City, April 29th, 2019**RESOLUTION****THE ANNUAL GENERAL MEETING IN 2019 OF
DOMESCO MEDICAL IMPORT-EXPORT JSC****Pursuant to:**

- The Enterprises Law No. 68/2014/QH13 dated 26th November 2014 of the National Assembly of the Socialist Republic of VietNam;
- The Charter of DOMESCO Medical Import - Export Joint Stock Corporation;
- The Minutes of Annual General Meeting (AGM) in 2019 of DOMESCO Medical Import Export Joint Stock Company dated April 29th, 2019.

The Annual General Meeting in 2019 was held at the conference hall of DOMESCO Medical Import - Export Joint Stock Corporation located at No. 66 National road 30, My Phu Ward, Cao Lanh City, Dong Thap Province on 29th April 2019 with the total number of attendant shareholders and authorized shareholders are **70** shareholders, representing **30.135.650** shares which approximately **86,78%** of the total Company shares.

The Meeting has discussed and voted to approve following issues:

RESOLVES:**Article 1: Approving the reports as follows:**

1. Report on activities of Board of Directors (BOD) in term III (2014- 2019).
2. Report on the plan implementation in term III (2014-2019) and business – production plan in term IV (2019-2024).
3. Report on activities of Board of Supervisors (BOS) in term III (2014- 2019) and the plan in term IV (2019-2024).
4. Report on the auditing results of financial statements in 2018.

*** Including the main contents as follows:****a) The implementating outcome in term III (2014-2019):**

| No. | Items | Unit | Year 2014 | Year 2015 | Year 2016 | Year 2017 | Year 2018 |
|-----|------------------|-------------|--------------|--------------|--------------|--------------|--------------|
| 1 | Net revenue | VND Billion | 1,486 | 1,234 | 1,289 | 1,340 | 1,385 |
| 2 | Profit after tax | VND Billion | 132.32 | 141.56 | 168.64 | 207.66 | 228.77 |
| | ROS | % | 8.9% | 11.5% | 13.1% | 15.5% | 16.5% |
| 3 | Dividend | % | 18% | 20% | 20% | 25% | 25% |



b) The business – production plan in term IV (2019-2024):

| No. | Items | Unit | Year 2019 | Year 2020 | Year 2021 | Year 2022 | Year 2023 |
|-----|------------------|-------------|-----------|-----------|-----------|-----------|-----------|
| 1 | Net revenue | VND Billion | 1,468 | 1,584 | 1,742 | 1,916 | 2,120 |
| 1.1 | Revenue growth | % | 6.01% | 7.02% | 10.88% | 9.99% | 10.65% |
| 2 | Profit after tax | VND Billion | 230 | 250 | 275 | 303 | 335 |
| 1.2 | Profit growth | % | 0.53% | 8.7% | 10% | 10.18% | 10.56% |

Article 2: Approving the statement for profit allocation in 2018:

| No. | Items | Amount (VND) |
|-----|---|-----------------|
| 1 | Total profit after tax will distribute in 2018 | 228,771,647,390 |
| 2 | Remuneration of BOD & (BOS) year 2018 | 3,500,000,000 |
| 3 | Dividend payment in 2018 by cash # 25% | 86,818,662,500 |
| 4 | Bonus & welfare fund is 7.5% | 17,157,873,554 |
| 5 | 2018 PAT plan exceed bonus for BOD – BOS – The Executives | 2,500,000,000 |
| 6 | Retain earning supplement for development investment fund | 118,795,111,336 |

Article 3: The business plan and profit distribution plan in 2019:

1. Net revenue: 1,468 VND Billion
2. Profit after Tax: 230 VND Billion
3. Dividend payment (Cash): 25%/Charter Capital
4. Remuneration of BOD and BOS: 3.85 VND Billion
5. Bonus - welfare fund - development investment fund: as the approval of AGM in 2020 base on auditing financial statement in 2019.

Article 4: Approving the auditing company for fiscal year 2019

The AGM authorizes for BOS coordinating with BOD to select one of the three auditing companies below to be the auditing company for fiscal year 2019 of DOMESCO:

1. Ernst & Young Viet Nam Limited.
2. Deloitte Viet Nam Company Limited.
3. Pricewaterhouse Coopers Viet Nam Company Limited.

Article 5: Approving contents of amendment, addition of Charter on Operation and Organization of DOMESCO Medical Import - Export JSC (attached).

Article 6: Approving the internal corporate governance regulation of DOMESCO Medical Import - Export JSC (attached).

Article 7. Approving the number of members of the Board of Directors and the Board of Supervisors in term IV (2019-2024) as follows:

- Number of the Board of Directors' member : 07 members
- Number of the Board of Supervisors' member : 05 members

Article 8. Approving proposal for the List of nominations and candidates for the Board of Directors (BOD) and the Board of Supervisors (BOS) of term IV (2019-2024) (attached).

Article 9: The voting results of BOD and BOS members in the fourth terms (2019-2024):

1. BOD members and independent BOD members – voting results:

| No. | Candidates | Vote of confidence | |
|-----|-----------------------|--------------------|----------------|
| | | No. of shares | Proportion (%) |
| 1 | Peter Huang | 29.718.062 | 98,62 |
| 2 | Lee Yoon Kiem | 26.020.152 | 86,35 |
| 3 | Lương Thị Hương Giang | 26.215.084 | 86,99 |
| 4 | Douglas Kuo | 26.019.582 | 86,35 |
| 5 | Lê Đình Bửu Trí | 42.354.077 | 140,55 |
| 6 | Nguyễn Văn Hóa | 30.477.165 | 101,14 |

Number of invalid votes: 03, representing for 10 shares, proportion: 0%

2. BOS members – voting results

| No. | Candidate | Vote of confidence | |
|-----|-------------------------------|--------------------|----------------|
| | | No. of shares | Proportion (%) |
| 1 | Samuel Timothy Nance | 30.209.396 | 100,25 |
| 2 | Servane Marie Amelie Gorgiard | 29.859.896 | 99,09 |
| 3 | Hồ Thị Thu Vân | 29.875.324 | 99,14 |
| 4 | Phan Thế Thành | 31.236.291 | 103,66 |
| 5 | Nguyễn Phi Thúc | 29.492.573 | 97,87 |

Number of invalid votes: 03, representing for 10 shares, proportion: 0%



Article 10. The Annual General Meeting year 2019 unanimously agree to authorize as follows:

1. The BOD and BOS for the fourth term (2019-2024) continue searching at least one (01) candidate of BOD meet the criteria of independent members of the BOD, and report to the AGM to elect additional members to the BOD in accordance with legal regulations Law and Company Charter

2. BOD and BOS to implement this resolutions in accordance with regulations.

This resolution is written and announced at AGM at 13:05 PM, April 29th, 2019 and were or was approved by The Annual General Meeting in 2019.

This resolution effects from April 29th, 2019 ./.

*** Addressees:**

- *Members of the Board of Directors and Board of Supervisors;*
- *All shareholders of the Company;*
- *State Securities Commission;*
- *Stock Exchange of Ho Chi Minh City;*
- *Ho Chi Minh City Securities Depository Centre;*
- *Archive.*

FOR THE AGM 2019

CHAIRMAN



Le Dinh Bui Tri