

Code DCL
Company name Cuu Long Pharmaceutical Joint Stock Company
Date 04/27/2018
Subject Resolution of Annual General Meeting 2018

Content:

Cuu Long Pharmaceutical Joint Stock Corporation (PHARIMEXCO) announced the resolution of the 2018 Annual General Meeting of Shareholders (AGM):

Article 1: The AGM approved report of the Board of Directors.

Article 2: The AGM approved report of the Directorate Board.

Article 3: The AGM approved the audited financial statements in 2017:

- Net revenue: VND765.3 billion
- Profit after tax: VND74.8 billion

Article 4: The AGM approved reports of the Board of Supervisors on activities in 2017 and plan for 2018.

Article 5 The AGM approved the document on profit distribution in 2017:

- Profit after tax of parent company: VND74,303,685,098
- Bonus & welfare fund: VND2,000,000,000
- Dividend payment (5% on par value): VND28,416,412,000
 - Payment method: in cash
 - Payment date: in Quarter 2 – 3/2018
- Retained profit: VND43,887,273,098.

Article 6: The AGM approved the document on remuneration of the Board of Directors and the Board of Supervisors in 2017 and 2018:

- In 2017:
 - The Board of Directors including 05 members (BOD chairperson: VND5 million, member: VND4 million). Total remuneration: VND252 billion

- The Board of Supervisors including 03 members (Head: VND3 million; member: VND2 million). Total remuneration: VND80 million
- In 2018:
 - The Board of Directors including 05 members (BOD chairperson: VND5 million, member: VND4 million). Total remuneration: VND252 billion
 - The Board of Supervisors including 03 members (Head: VND3 million; member: VND2 million). Total remuneration: VND84 million.

Article 7: The AGM approved to authorize the Board of Directors to choose an auditing company, according to a list of the auditing companies approved to audit issuers, listed companies, securities organizations by the State Securities Commission.

Article 8: The AGM approved the document on business plan for 2018:

- Net revenue: VND963 billion
- Gross profit: VND360 billion
- Profit after tax: VND86 billion

Article 9: The AGM approved the document on the employee stock ownership plan (ESOP 2018):

- Stock: Stock of Cuu Long Pharmaceutical Joint Stock Corporation
- Number of shares expected to be issued in this ESOP: 1,500,000 shares
- Stock type: common stock, restricted in 01 year
- Par value: VND10,000/share
- Issue price: VND10,000/share
- Time of implementation: in 2018

Article 10: The AGM approved to authorize the Board of Directors to decide the transactions generating revenue or expense with related partners.

Article 11: The AGM approved to authorize the Board of Directors to convert the convertible bonds into shares.

- On February 07, 2018, DCL successfully issued 20,000,000 US\$ convertible bonds to Rhinos Vietnam Convertible Bond Private Investment Fund No.3 managed by Rhinos Asset Management Co., Ltd. The conversion time will be after 01 year from the issue date of bonds and expected on February 07, 2019.
- The Board of Directors was authorized to perform the conversion of DCL-CB2017 Bond into DCL stock:

1. Stock	Stock of Cuu Long Pharmaceutical Joint Stock Company
2. Stock code	DCL
3. Stock type	Common stock
4. Par value	VND10,000/share
5. Conversion time	In 2019
6. Purpose	To convert DCL-CB2017 Bond into DCL stock
7. Number of issued bonds	20 bonds
8. Par value of bond	US\$1,000,000/bond
9. Number of issued bonds	US\$20,000,000
10. Number of bonds to be converted	All or a part of the number of issued bonds.
11. Conversion price	VND25,000/share
12. Number of shares to be converted	18,144,000 shares if the investor converts all bonds.
13. Total par value of converted shares	VND181,440,000,000

14. Principle of conversion	The number of converted shares will be rounded down to units.
15. Number of outstanding shares	56,832,824 shares
16. Number of shares after the conversion	74,976,824 shares
17. Charter capital after the conversion	VND749,768,240,000

Article 12: The AGM approved the document on the adjustment to the Company's business function.

Article 13: The AGM approved that the CEO concurrently holds the position of Chairman of the Board of Directors.

Article 14: The AGM approved to authorize the Board of Directors to decide the investments, purchase agreements with the asset value equal to or more than 35% of the total assets of the Company.

Article 15: The AGM approved to allow F.I.T Group Joint Stock Company to own up to 80% of common voting shares of Cuu Long Pharmaceutical Joint Stock Company.

Article 16: The AGM approved the resignation and additional election to the Board of Directors, Board of Supervisors:

- Approving the resignation of Ms. Bui Thanh Huong as Member of the Board of Directors from April 21, 2018.
- Approving the resignation of Mr. Pham Viet Dung as Member of the Board of Supervisors from April 21, 2018.
- Approving to elect Mr. Kieu Huu Dung as Member of the Board of Directors from April 21, 2018, for the remaining time of the term of 2017 – 2022.
- Approving to elect Mr. Phan Thi Hoa as Member of the Board of Supervisors from April 21, 2018, for the remaining time of the term of 2017 – 2022.

Article 17: The resolution shall take effect from April 21, 2018.