

No.: 009/2017/TTr.ĐHĐCĐ

Cantho, 12<sup>th</sup> July, 2017

**STATEMENT**  
**EXTRAORDINARY GENERAL MEETING**  
**IN THE FORM OF ABSENTEE VOTING 2017**  
*(REG The Opening of Foreign Ownership Limited at DHG Pharmaceutical JSC up to 100%;  
adjustments to the business lines, supplements and amendments to  
the Charter of DHG Pharmaceutical JSC)*

**Kind Attn to: THE EXTRAORDINARY GENERAL MEETING OF  
DHG PHARMACEUTICAL JSC**

- Pursuant to the Law on Enterprise No.68/2014/QH13, dated 26 Nov 2014 and relevant provisions;
- Pursuant to the Law on Securities 2006, amended in 2010 and related regulations;
- Pursuant to Decree No. 71/2017/NĐ-CP dated 06 June 2017 on corporate governance guidelines applicable to public companies effective from 01 Aug 2017;
- Pursuant to Charter of Organization and Operation of DHG Pharmaceutical JSC (DHG Pharma), issued on 09 June 2017;
- Pursuant to Article 10 of Resolution No. 001/2017/NQ.HĐQT dated 18 April 2017 of the EGM – DHG Pharma in 2017 on "Approving the policy of opening foreign ownership limit at DHG Pharma up to over 49%";
- Pursuant to Article 2 of Resolution No. 008/2017/NQ.HĐQT dated 19 June 2017 of the Board of Directors of DHG Pharma on the unanimity of "organizing an extraordinary general meeting in the form of absentee voting (herein after refer to as EGM) in July 2017 for the approval of issues related to opening FOL at DHG Pharma up to 100%, adjustment of business lines as well as supplement and amendment of the Charter DHG Pharma;
- Other relevant provisions of law,

The Board of Directors (BOD) respectfully submits to the Extraordinary General Meeting in the form of absentee voting for the approval of the following issues:

**Issue 1:** Opening the foreign ownership limited (FOL) (opening room) at DHG Pharma up to 100%.

**Basis of submission:**

- Objective: To improve the liquidity of DHG Pharma's shares on the share market for the interests of all shareholders.

- According to Clause 3 Article 11 of Circular 123/2015/TT-BTC of the Ministry of Finance, public companies that are not subject to restrictions on the rate of foreign ownership, the maximum rate of foreign ownership is 100%. When wishing to limit the actual foreign ownership rate, there shall be a resolution passed by the Extraordinary General Meeting and clearly stipulated the maximum rate of foreign ownership in the company's charter.
- The Annual General Meeting 2016 has a resolution on the unanimity of opening room to over 49% and authorizing the BOD and the Board of Management (BOM) to direct the implementation of necessary procedures. These procedures must be in line with Vietnamese law. These procedures are carried out to utilize opportunities - strengths, limit challenges and reduce influences on the strategic objectives to 2020, vision - mission - core values and trademark of DHG Pharma to the lowest level.
- After studying the feasibility plan proposed by the project team and the BOM, the BOD respectfully submits to the EGM for the approval of FOL up to 100%. That means there shall be no limit on foreign ownership in order to maximize the benefits of attracting more foreign capital. It also helps DHG Pharma trade its shares better on the share market and diversify shareholder structure, serving for the development of DHG Pharma.

**Issue 2:** Adjusting business lines of DHG Pharma from 01 Jan 2018 in accordance with the attached table of adjustment. Amending Clause 1 Article 5 of the Company's Charter in correspondence with the adjusted contents.

**Basis of submission:**

- Pursuant to the above legal regulations, in order to open the FOL at DHG Pharma up to 100%, DHG Pharma must adjust several business lines, which are currently restricting foreign investment (including those with FOL of 49%).
- Pursuant to the Official Letter No. 4930/BKHĐT-ĐTNN dated 16 June 2017 of the Foreign Investment Agency - Ministry of Planning and Investment on limiting the foreign ownership limit in enterprises.

**Issue 3:** Supplements and amendments to the Charter of DHG Pharma according to the attached table of amendments.

**Basis of submission:**

- Amendments and supplements to the Company's Charter in accordance with the Law on Enterprises No.68/2014/QH13 dated 26 Nov 2014; the Law on Securities 2016,

amended and supplemented in 2010, Decree 71/2017/NĐ-CP on corporate governance guidelines applicable to public companies effective from 01 Aug 2017.

- Clarification on additional contents and restructuring of the Company's Charter.

***Attachments:***

- *The table of amendments to the Charter of DHG Pharma.*
- *Table for the adjustment to business lines of DHG Pharma and the content of Clause 1 Article 5 of the Company's Charter after adjustment.*

Respectfully submits to the EGM for consideration and approval.

Kindest regards./.

**Recipients:**

- As above;
- Archived: BOD Secretary, AT

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

**Hoang Nguyen Hoc**