

No.: 008/2017/TTr.ĐHĐCĐ

CanTho, April 17, 2017

STATEMENT OF ANNUAL GENERAL MEETING 2016
(Regarding the plan of rebuying treasury shares for selling to employees at preferential price)

To: THE ANNUAL GENERAL MEETING OF DHG PHARMA

- *Based on the Enterprise Law No. 68/2014/QH13 dated 11/26/2014;*
- *Based on the Charter of Organization and Operations issued by DHG Pharma;*
- *Based on the Circular No.162/2015/TT-BTC of Finance Ministry dated 10/26/2015 on the guidance of offering stocks to the public, offering shares for swapping, issuing additional shares, rebuying shares, selling treasury shares and officially offering shares for purchasing,*
- *Based on the Official letter No.597/ĐTKDV-DT3 dated 04/13/2017 of the State Capital Investment Corporation about comment on the 2016 Annual General Meeting of DHG Pharmaceutical Joint Stock Company;*
- *Based on Decision No.15/2017/QĐ.HĐQT dated 04/17/2017 of the Board of Directors regarding the report's contents of the Statement No. 001/2017/TTr.ĐHĐCĐ dated 04/03/2017 was substituted by the statement No. 007/2017/TTr.ĐHĐCĐ dated 04/17/2017 submitted to the 2016 AGM,*

The Board of Directors kindly submits to the Annual General Meeting 2016 for consideration and approval of the plan of rebuying of treasury shares for selling to employees at preferential price as follows:

1. Purpose:

- Attract and retain experienced managers, laborers, experts, and specialists who assist the Board of Directors.
- Motivate and increase the working efficiency to accomplish the tasks and targets of annual after-tax profit projected in the five-year business plan 2016-2020 approved by the Board of Directors dated 04/05/2016.
- Associate the benefit of leaders and key staffs with the development of DHG Pharma.

2. Issued plan:

- Basis: Buy treasury shares to sell to employees at preferential price
- Condition for issuance: The Company must exceed the consolidated after-tax profit in 2017, 2018. This target was approved by the Board of Directors in accordance with Resolution No.004/2016/NQ.HĐQT dated 04/05/2016 in the 5-year strategy (2016-2020) as follows:

Target	2017	2018
Consolidated PAT (billion VND)	768	857

- The number of shares per year: based on the completion rate of annual after-tax profit and no more than 500,000 shares per year.
- Preferential price for employees: not lower than the book value of the Company recorded in the closest audited financial statements.
- Issued subjects: Management staffs, assistances to the BOD, key staffs, excellent individuals, and other employees on the list approved by the BOD (including subsidiaries of DHG Pharma).
- Expected time: in 2018, 2019.
- Transfer limitation of each issuance: 03 years from the date when all selected members complete the payment of shares.
- Preferential source for employees to buy treasury shares: no more than 50% of after-tax profit exceeded the plan in 2017 and 2018.
- Funds for buying treasury shares including: selected members to make the payment, Capital surplus and Investment & Development fund.
- At the same time with this program, the Trade Union is allowed to use Bonus and Welfare fund and be a representative to buy shares for rewarding the above members.

3. Authorize the Board of Directors:

- Develop regulations and implement the program.
- Decide on the quantity of shares, the buying price of treasury shares, the preferential selling price of the selected members and handling the difference of the shares' quantity.
- Decide selection criteria, distribution list, number of shares distributed to each member in each year.
- The regulation of share withdrawal in case of members allowed to sell bonus shares leaving jobs during the period of transfer restriction.
- In some cases, the Board of Directors may authorize the General Director to perform one or more of the above mentioned tasks.

We kindly submit the Shareholder's Meeting for approval.

Best regards,

Recipients:

- As above;
- Archived: BOD's Secretary, AT

ON BEHALF OF BOARD OF DIRECTORS

Hoang Nguyen Hoc