



Biotechnological & Pharmaceutical

No: /2007/QĐ-HĐQT

Binh Duong October 01st, 2007

DECISION

On the Regulations on Stock Assignment and related issues

BOARD OF MANAGEMENT

ICA BIOTECHNOLOGICAL PHARMACEUTICAL JOINT STOCKS COMPANY

Pursuant to:

- The Charter of the ICA Biotechnological Pharmaceutical Joint Stocks Company;
- Rights and obligations of the Chairman of the Board of Management regulated in the Charter of the Company;

DECIDES

Article 1: Issuance of the Regulation on Stock Assignment and related issues in respect of procedures for assignment of stocks, re-registration of shareholder Book and certification of blockade, mortgage of the company's stock issued attached with this Decision.

The Regulation on Stock Assignment and related issues shall be applicable sine 1 June 2007.

Article 2: This Decision shall be effective on the signing date. Members of Board of Management, Supervision Board, General Director and shareholders are responsible to implement this Decision.

ON BEHALF OF THE BOARD OF MANAGEMENT
Chairman

Ngo Van Toan



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Binh Duong October 01st, 2007

REGULATION ON ASSIGNMENT OF STOCKS AND RELATED ISSUES

Issue attached with Decision No. ____/2007/QĐ-HĐQT dated October 01st, 2007.

Chapter I

PROCEDURES FOR ASSIGNMENT OF STOCKS

Article 1: This Regulation stipulate procedures for assigning company's stocks and other issues relating to stock assignment and issuance of **Certificate of Stock Ownership**.

Article 2: Assignment of stock must comply with the Charter of the Company and other regulations under the Laws. The Board of Management issues the Regulation on Assignment of Stock with the aim to manage and to facilitate its shareholders when making assignment of stock.

Article 3: Procedures for assignment of stock shall be made directly by the Assigner (or authorizing to other person under an Authorization Letter certified by State competent authority) at the Division of Shareholder Management of the Company using the form issued by the Company so that all the changes shall be updated in the Shareholder Book.

Article 4: The Assignee is only recognized to be the shareholder when all necessary information is recorded in the Shareholder Book.

Article 5: The date which is certified by the Board of Management for the assignment transaction is considered as the official transaction date and is used a basic for determining rights and obligations of involved parties under the Charter of the Company and other legal regulations.

Article 6: When making assignment of stocks, the assigner and assignee shall self-agree on terms and conditions of the assignment (price, term of payment, handover the stocks ...). The Company is only responsible for re-registering changes occurred from the assignment transaction into the Company Shareholder Registration Book and issue/adjust the **Certificate of Stock Ownership** for its shareholders.

Article 7: Members of Management Board, members of Supervision Board, Board of Directors, Chief Accountant and all employees of the Company are not allowed to encourage or to prevent from the assignment of the Company's stocks and only allowed to provide impartially and truly information which have approved by the Board of Management when being requested.

Article 8: Limitation of assignment of stock

Company's stocks are freely transferred under the laws. Assignment of stocks to be issued with conditions for special objectives should follow regulations set by the time of issuance.



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Article 9: Certification dossier for assignment of stocks

The Division of Shareholder Management is responsible for submission to Board of Management for certified signature on Certificate of Stock Assignment within 15 working days since submission of assignment dossier. The dossier consists of the following document:

- Registration of Stocks Assignment having evidence to prove that assigning fee has been paid up;
- Shareholder Book under the name of the Assigner;
- Shareholder Book under the name of Assignee or Draft of **Certificate of Stock Ownership** if the Assignee is the new shareholder;
- Photocopy of the identity card (for Vietnamese), photocopy of passport (for foreigner) or Certificate of Business Registration (for organization) of new shareholder.

Within 15 working days since the Board of Management certify on Certificate of Stock Assignment, the Division of Shareholder Management shall update and register in the Company Shareholder Registration Book then issue **Certificate of Stock Ownership** to parties.

In the case the Company sell stocks without shares, submitted dossier for signature only consist of Registration of Stock Assignment and the Company shall not issue shares to shareholder.

The Division of Shareholder Management is responsible for requesting shareholder to provide full information of contact numbers, email etc for filing and for management purpose.

Article 10: The Board of Management has the right to refuse certifying on Registration of Stock Assignment if the stocks to be assigned are conditional stocks and have not yet satisfied conditions for freely assignment set by the time of issuance.

Chapter II

PROCEDURES FOR PURCHASE STOCKS PER SHAREHOLDER'S REQUEST AND PURCHASE STOCKS UNDER THE COMPANY'S DECISION

Article 11: Registration of Stock Assignment is still applicable when shareholders requesting the Company to purchase their stocks under regulations set by Enterprise Law. The Board of Management shall consider and response to the requested shareholders within 90 days upon the receipt of request date by Division of Shareholder Management.

Article 12: The Company is able to purchase Company's stocks according to the Charter of the Company and regulations set by laws. Within 15 days, since the Shareholder Meeting or since the issuance of the Board of Management's Decision to purchase stocks, the Division of Shareholder Management shall dispatch notice to each shareholder, who sell stock to the Company, full detail about payable amount, time for payment and place for payment.



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Chapter III

RE-ISSUANCE OF **CERTIFICATE OF STOCK OWNERSHIP** AND **CERTIFICATE OF BLOCKADE, MORTGAGE OF STOCKS**

Article 13: For the Shareholder Book which is lost, torn, burned or damaged, the Company shall issue new **Certificate of Stock Ownership** upon request of the Shareholder.

The request of the shareholder should contain the following commitments:

- a) The **Certificate of Stock Ownership** must be actually lost, burned or damaged. In the case of lost, the shareholder needs to commit that he/she has already tried his/her best to find the **Certificate of Stock Ownership** and in the case he/she found it thereafter, that shareholder book shall be returned back to the Company for cancellation.
- b) Is responsible for any disputes which might occur from the re-issuance of the new **Certificate of Stock Ownership**.

For any **Certificate of Stock Ownership** having above 10,000 stocks, the Company may request the owner of the shareholder books to public the lost, fire or damage and after 15 days since the notification, the shareholder shall request the Company to issue new **Certificate of Stock Ownership**.

Article 14: Certification of blockade, mortgage of stocks

The Board of Management entitles the rights to certify or not certify its certification of blockade, mortgage Company's stocks upon request of individual, organization.

Dossier for certification of blockade and mortgage of stocks include:

- Request for certification of blockade, mortgage of stocks;
- **Certificate of Stock Ownership**;

Time for settling certification of blockade, mortgage of stocks is 3 working days since the receipt of application dossier by the Division of Shareholder Management.

Chapter IV

FEE REGULATION

Article 15: Applicable fee for assignment of stocks is 100,000 VND each transaction for new shareholders and 50,000 VND for each transaction between existing shareholders.

The Assigner is responsible to pay assignment fee when submit Application for Registration of Stock Assignment to the Division of Shareholder Management.

Article 16: Applicable fee for reissuing new **Certificate of Stock Ownership** in the case of loss, fire or damage is 50,000 VND.



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Article 17: No fee is applicable for certification of blockade, mortgage of stocks.

Chapter IV

OTHER REGULATIONS

Article 18: The Division of Shareholder Management is responsible to make report periodically to the Board of Management one a month reporting all the assignment of Company's stocks and make immediate report for any transaction with total stocks to be assigned is above 5% of total Company's stocks.

Article 19: This Regulation is effective from 1 June 2007 and shall not be applicable for any assignment of stocks which have been submitted to the Division of Shareholder Management before 1 June 2007. The Board of Management may change, modify this Regulation from time to time in accordance with Company's policies.

ONBEHALF OF THE BOARD OF MANAGEMENT
Chairman

Ngo Van Toan