
No. 07/QC-HDQT

Cao Lanh City, day 02 month 07 year 2019

GROUND RULES
ANNUAL GENERAL MEETING 2019

Pursuant to the Law on Enterprises No. 68/2014/QH2013, dated November 26, 2014;

Pursuant to the Charter of Imexpharm Corporation.

In order for Imexpharm Corporation's Annual General Meeting (AGM) 2019 to be carried out in a fast and seamless manner, ensuring shareholders' rights and complying with the provisions of the Law on Enterprises and the Company's Charter,

the Board of Organization would like to seek approval of the General Meeting of Shareholders on the AGM's ground rules as follows:

A. DUTIES OF THE GENERAL MEETING OF SHAREHOLDERS

Voting to agree on the AGM's ground rules:

- Agree the meeting agenda;
- Introduction of vote counting committee;
- Approval of the Performance Report and Assessment of the Board of Directors in 2018 and plans for 2019.
- Approval of the Business Performance and Financial Statements of the Board of Management in 2018 and the targets for 2019;
- Approval of the Report of the Supervisory Board in 2018;
- Approval of the Report on operating expenses of the Board of Directors and Supervisory Board in 2018;
- Approval of the Proposal for operating expenses of the Board of Directors and Supervisory Board in 2019;
- Approval of the Profit Distribution Proposal for 2018 and plan for dividend payout for 2019;
- Approval of the Report on selection of an independent auditing firm;



- Approval of the Proposal for distribution to the Science and Technology Development Fund in 2019;

- Approval of the AGM's Minutes and Resolutions.

B. GROUND RULES OF THE AGM

The AGM is held under the chairmanship of the Presidium. The duties of the Presidium are to ensure that the meeting is conducted legally and in line with the company's Charter.

I. VOTING TO ADOPT ISSUES AT THE AGM

1. Rules:

Issues that must be adopted through voting. Each shareholder or authorized proxy will be given a vote, including the full name of the organization/individual, the voting code and the number of shares with voting rights.

2. How to vote:

- A shareholder or an authorized proxy casts a vote to show *agreement* or *disagreement* or *other opinion* for each issue adopted at the meeting.

- When voting is conducted in the form of raising votes, the vote must be fronted towards the Presidium.

II. SPEAKING AT THE AGM:

At the meeting, after listening to reports from the Board of Directors, the Supervisory Board, shareholders or authorized proxy have the right to discuss and voice opinions but must comply with the following rules:

1. Approved by the Chairman.

2. Each speaker need to state full name, shareholder code and the number of shares owned. The contents of the speech must be concise in the right focus and in accordance with the meeting agenda.

III. PRESIDIUM:

The composition of the Presidium is decided by the BoD Chairman.

Responsibilities of the Presidium:

1. Chair the AGM according to the approved agenda and ground rules, the Presidium will base on the majority rule in decision making.

2. Guide the General Meeting of Shareholders to discuss and vote on issues in the agenda and related issues during the meeting.

3. Resolve issues arising during the meeting.

IV. SECRETARIAT OF THE AGM:

Secretariat of the AGM shall be appointed by the BoD Chairman.

Responsibilities of the meeting secretariat:

1. Take note of all the comments, discussions at the meeting and summarize in the reports for the Presidium.
2. Prepare meeting minutes.
3. Seek approval of Minutes and Resolutions of the General Meeting of Shareholders.

V. VOTE COUNTING COMMITTEE:

- The composition of the vote counting committee shall be approved by the General Meeting of Shareholders by voting.
- Responsibilities of the vote counting committee: Count votes and report the results of voting on the issues to be adopted at the meeting.

These ground rules are presented at Imexpharm Corporation's AGM and adopted with the majority of votes cast by the shareholders with voting rights present at the meeting and in accordance with the voting ratio specified by the Law on Enterprise and the Company's Charter.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



CN. Nguyễn Quốc Định

