

-----

-----

*Cao Lanh City, , 2020*

**WORKING REGULATIONS AT THE GENERAL MEETING OF  
SHAREHOLDERS 2020**

In pursuant to:

- Law on Enterprises no. 68/2014/QH13;
- The Charter of Imexpharm Corporation.

In order to make the meeting of the General Meeting of Shareholders be organized quickly, conveniently, successfully to ensure the benefits of shareholders and complied with the Law on Enterprises and the Charter of the Company,

The organizer of the meeting would like to submit to the General Meeting of Shareholders “Working Regulations” and voting at the meeting as follows:

**I. WORKING REGULATIONS AT THE MEETING**

**1. Rights and duties of shareholders**

- All shareholders or valid representatives of a shareholder have the rights to attend the Meeting, raise opinions and vote on issues mentioned in the content of the Meeting.
- Shareholders or valid representatives of a shareholder have to pay for their own accommodation and meals to attend the Meeting.
- Shareholders or authorized persons who attend the Meeting are advised to bring:  
(1) Notice of invitation; (2) original ID card/citizen identification/original Passport; (3) Power of attorney (in case of being authorized to attend the Meeting).

- Any shareholder or proxy who arrives after the opening of the meeting shall be registered immediately and shall have the right to participate and vote at the Meeting, but shall not have the right to vote on previous approved contents when the shareholders did not present (ie, the effectiveness of any voting which has already been conducted before the late shareholders attend shall not be affected).
- The meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least percent (51%) of the voting shares according to the list of shareholders recorded on May 08<sup>th</sup>, 2020. In case the number of delegates does not reach the sufficient quorum to conduct the meeting, please refer to the Company's Charter for implementation.
- The Annual General Meeting of Shareholders 2020 presided over by the AGM Chairman that is approved at the Meeting. Shareholders must follow the Chair's direction and approve the voting results of the AGM, which is conducted in a prompt manner in accordance with the Company Charter and applicable law.
- The Meeting shall discuss and vote on each issue in the Meeting agenda under the authority of shareholders.
- Shareholders attending the meeting would like to present their opinions, it is advisable to register with the Organizing Board or raise their hands, the Chairman shall invite each shareholder to speak out. Shareholders are not allowed to express any issue being unrelated to the Meeting content.
- The Meeting content shall be fully recorded in the minutes by the AGM Secretary. Minutes and resolution of the AGM shall be read and approved before closing, archived at the Company, disclosed within 24 hours on the Company's website [www.imexpharm.com](http://www.imexpharm.com), the information disclosure system of the State Securities Commission and the Ho Chi Minh Stock Exchange.

## **2. Rights and obligations of Shareholder Eligibility Verification Committee**

- The Shareholder Eligibility Verification Committee is introduced by the Organizing Board, working under direct approval and supervision of the Supervisory Board will be responsible for:

- Making the shareholder list attending the Meeting and posting the list up at the Meeting's venue.
- Receiving and checking ID card/Citizen identification/Passport, power of attorney (if applicable) to attend the Meeting.
- Checking the types and number of shareholders attending the Meeting.
- Preparing the shareholder eligibility verification report and presenting the report at the Meeting.
- Handing out votes, voting cards, election ballots to shareholders prior to the Meeting.
- The Shareholder Eligibility Verification Committee is obliged to be trustworthy and careful when performing its duties and be responsible for the results of their performance.

### **3. Rights and duties of the Presidium, Meeting secretary and the Vote Counting Committee**

#### **3.1. The Presidium**

- Has the right to conduct the Meeting in a valid and orderly manner.
- Decides on issues related to the Meeting's sequence, procedures or other arising issues at the Meeting.
- The maximum time for any adjournment shall not be more than three (03) days from the planned commencing date of the Meeting. The Meeting will only consider remaining contents that should have been legally resolved at the previous delayed Meeting.

#### **3.2. The Meeting secretarial committee**

Introduced by the Chairman and approved by the Meeting, the Meeting Secretary is responsible for assisting the Chairman.

- Fully and honestly recording the Meeting contents
- Announcing draft minutes and resolution of the Meeting

#### **3.3. Vote counting Committee**

Introduced by the Presidium and approved by the Meeting, the Vote Counting Committee is in charge of:

- Supervising voting procedures of shareholders or proxies

- Aggregating voting shares on each content.
- Preparing minutes of vote counting and seeking approval at the Meeting
- The Vote Counting Committee is obliged to be trustworthy and careful when performing tasks and be responsible for the results of their performance.

## **II. VOTING RULES AT THE MEETING**

### **1. General rules on voting**

- Each share owns or represents ownership with one voting unit.
- The Shareholder Eligibility Verification Committee shall give each shareholder or proxy, to be known as the shareholder attending the Meeting a vote, voting card, election ballot (if any) with a registration number, name (full name as an individual) of the shareholder, name (full name as an individual) of the proxy, number of voting card and stamped by Imexpharm Corporation.
- A shareholder can receive more than one vote, voting card and election ballot if the shareholder has an additional valid authorization that the organizing board did not aggregate in one.

### **2. Vote formality by voting card**

- All contents falling under decision of the AGM shall be adopted by voting in the form of secret ballots of all shareholders attending the Meeting by voting card.
- Shareholders shall make one of the following decisions in respect of each content on the voting card submitted to the AGM
  - + “For”
  - + “Against”
  - + “Abstain”

Vote Checking Principle with regards to voting by voting card

With regards to each voting content prescribed on the voting card, the shareholder/proxy selects one (01) out of the three (03) voting status by marking (X) on the voting status. In case of making changes, it is required to cross over the marked column, sign next to the crossed box and mark on the box the shareholder/proxy wish to select.

A valid voting card:

- + Follows the “voting card” of Imexpharm Corporation and stamped by the Company

- + “Voting card” is not torn, erased, scratched
- + Marks only one (01) out of (03) voting options “for”, “against” or “abstain” towards each voting content.

An invalid voting card is a card that does not meet one of the criteria of the valid voting card:

- + Does not follow the “voting card” format of Imexpharm Corporation, does not have the Company’s stamp on it.
- + “Voting card” is torn, erased, scratched
- + “Voting card” does not vote on any voting content
- + Marks two (02) or three (03) voting status “For”, “Against” or “Abstain” to each voting content.
- + Abstention is the card handed over to shareholders at the Meeting, but is not returned to the Vote Counting Committee.

Checking and summarizing results

- A voting card after being collected will be checked for its validity.
- A voting card after being checked and each voting content after being inputted into the voting software system shall be recorded to determine voting results and to compose into minutes of vote counting. The minutes must clearly clarify the number of voting shares for each voting content and voting rate.
- When recording results, a voting card that is: (1) invalid; (2) marking “abstain”; (3) abstention shall be recorded as “abstain”.
- Voting results will be determined in accordance with each voting content and calculated as a percentage (%) rounded to two (02) decimal numbers.

(To assure the voting rate reflecting the shareholders’ wills and contents passed by the AGM be implemented, it is appreciated if Valued shareholders could return the “voting cards” before leaving)

### **3. Form of direct voting by a show of hands**

A direct voting is applicable to cases where the voting by voting cards is not applied. In case of direct voting at the meeting, shareholders make decisions by showing voting card to give opinion:

- + “For” in respect of each content submitted to the AGM

- + “Against” in respect of each content submitted to the AGM
- + “Abstain” in respect of each content submitted to the AGM
- The Vote Counting Committee shall record the number of “for”, “against”, or “abstain” votes in writing and announce the voting result in the Meeting.

#### **4. Minimum voting rate for approving the contents submitted to the AGM**

Voting contents shall be adopted when it is approved by a number of shareholders with voting rights that represent fifty-one percent (51%) or more of all votes of shareholders who are present in person or by an authorized representative at the meeting of General Meeting of Shareholders for the following issues:

- Passing the Report and evaluating the Board of Directors operations in 2019; plans and objectives in 2020.
- Passing the Report of business operations, financial statements of Management Board in 2019; plans and objectives in 2020
- Passing the Report of the Supervisory Board in 2019
- Passing the Report of Expenses of the Board of Director and Supervisory Board in 2019
- Passing the statement on the expenses of the Board of Director and Supervisory Board in 2020
- Passing the Statement on profit distribution of 2019 and payment of dividend plan in 2020
- Passing the statement on selection of independent auditing Company
- Passing the statement on issuing additional shares to increase charter capital
- Passing the statement on establishing subcommittee under BODs
- Passing the statement on dismissal of the BOD member referred to the resignation letter
- Passing regulations on electing new BOD member for replacement.
- Passing the minutes/resolutions of the meeting (voting)

\*Other contents shall be adopted when it is approved by the number of shareholders with voting rights that represent sixty-five percent (65%) or more of all votes of shareholders who present in person or by an authorized representative at the AGM for the following issues:

- Passing the statement on amendment, supplement of the Charter of Imexpharm's Corporation
- Passing the statement on amendment, supplement of the internal regulation on Imexpharm Corporation's governance.

**5. Electing methods for new Board of Director member to replace the resigned one**

- Passing statements on resignation of the Board of Director member.
- The electing method is processed in compliance with regulations on voting Board of Director member.

This working regulation is presented at the meeting of Annual General Meeting of Shareholders of Imexpharm Corporation and passed if the "for" voting rate of attending Shareholders or proxies with voting rights meets the requirement of the Law on Enterprises and the Company's charter.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

**(Signed)**

**Nguyen Quoc Dinh**