
No. /TTr-HĐQT-IMEX-----
Cao Lanh City, , 2020***Respectfully submit to: The General Meeting of Shareholders******In pursuant to***

- *Law on Enterprises dated November 26th, 2014;*
- *Law on Securities no. 70/2006/QH11. Amending and supplementing a number of articles of law of Securities dated November 24th, 2010;*
- *Circular no. 162/2015/TT-BTC dated October 26th, 2015 of Ministry of Finance providing guidelines public offer for sale of securities, offer for sale of shares for swap, issue of additional shares, redemption of shares, sale of treasury shares and public offer to acquire shares*
- *The charter of organization and operation of Imexpharm Corporation*
- *Resolution no. 03/NQ-HĐQT-IMEX of Imexpharm Board of Directors dated February 13th, 2020 referring to submit the proposal of issuing new shares to increase share charter capital to General Meeting of Shareholders.*

The Board of Directors of Imexpharm would like to submit the proposal of issuing new shares to pay dividend for existing shareholders to increase share capital and listing additional shares on Hochiminh Stock Exchange in 2020 to the General Meeting of Shareholders as follows:

Till December 31st, 2019, the Charter capital: 494,211,690,000, corresponding to 49,421,159 shares; outstanding shares: 49,387,359; treasury share: 33,800

Issue 1: Proposal of issuing additional shares for payment of dividend by stock for current shareholders to increase share capital

1. Purpose of issuance: payment of dividend for existing shareholders to increase charter capital, improve image and expand Company's scale.
2. *Proposal of issuance*
 - Stock name: Imexpharm Corporation
 - Stock code: IMP
 - Type of share: Common shares
 - Par value: 10,000 VND/share
 - Number of issuing share: planned quantity of 4,938,735 shares (10% of total amount of outstanding shares)
 - Issuing objectives: existing shareholders

- Payment method: executing right
 - Execution ratio: 100:10 (shareholders are entitled to receive 10 shares for every 100 shares they own on the date of finalizing the list of shareholders).
 - Shares issued additionally to pay dividend will be rounded down until the unit. The fraction (if available) will not be counted (fractional shares will be removed)
- Example: Shareholder A owns 559 shares on record date. With the execution rate of 100:10, Mr. A will receive $559 \times 10:100 = 55.9$ new shares. According to above principal of rounding, Mr. A will receive 55 shares.
- Source of capital: profit after enterprise income tax of 2019
 - Number of shares after issuance: planned volume of 54,359,994 shares
 - Time of execution: Q2 or Q3 of 2020

Issue 2: Proposal of issuing bonus shares to award current shareholders and increase share capital

Purpose of issuance: awarding stocks for existing shareholders to increase charter capital, improve image and expand Company's scale.

Proposal of issuance

- Stock name: Imexpharm Corporation
 - Stock code: IMP
 - Type of share: Common share
 - Par value: 10,000 VND/share
 - Number of issuing share: planned quantity of 9,877,471 shares (20% of total amount of outstanding share)
 - Issuing objectives: existing shareholders
 - Awarding method: executing right
 - Execution ratio: 100:20 (shareholders are entitled to receive 10 shares for every 100 shares they own on the date of finalizing the list of shareholders).
 - Shares issued additionally to award for shareholders will be rounded down until the unit. The fraction (if available) will not be counted (fractional shares will be removed)
- Example: Shareholder A owns 559 shares on record date. With the execution rate of 100:10, Mr. A will receive $559 \times 20:100 = 111.8$ new shares. According to above principal of rounding, Mr. A will receive 111 shares.
- Source of capital: share premium
 - Number of shares after issuance: planned volume of 64,237,365 shares
 - Time of execution: Q2 or Q3 of 2020

Issue 3: Issuing new shares for Employee Stock Offering Plan (Key employees)

1. The purposes of new issuance

- Creating the attachment of key employees to the Company, which is a firm

foundation for strong and sustainable development of the Company

- Increasing charter Capital to raise owner's equity for business operations and productions of the Company.

2. Proposal of issuance

- Stock name: Imexpharm Corporation
- Stock code: IMP
- Type of share: Common shares
- Par value: 10,000 VND/share
- Issuing value: 24,693,000,000 dong
- Number of outstanding shares as of December 31st, 2019: 49,387,359 shares
- Number of issuing share: planned quantity of 2,469,300 shares (5% of total amount of outstanding share)
- Number of shares after issuing ESOP: 66,706,665 shares
- Time of execution: Q3 or Q4 of 2020
- Objectives and issuing method: distributing followed the ESOP program (key employee) of the Company. Evaluating criteria, selecting, distributed list, and other detailed rules; the General Meeting of Shareholders assigned for the Board of Director to decide based on the regulation of issuing new shares for key employees enforced by the Board of Directors.
- Issuing price: 12,000 dong/share
- Related restrictions: shares issued for key employed are restricted stock within 3 years since the date of completing purchase offerings
 - + After 12 months of completing purchase offerings: able to transfer 30%
 - + After 12 months of completing purchase offerings: able to transfer 30%
 - + After 12 months of completing purchase offerings: able to transfer the residual 40%

The number of shares a key employee approved to buy but not to be executed by this person will be assigned to another by the Board of Directors.

- ## 3. Plan to use money from this issuance: capital gained from this issuance of the Company will be immediately add to equity for business operations and productions of the Company once completing reporting to State Securities commission.

Issue 4: Approval to register with Vietnam Securities Depository for new additional shares and list these shares following the above proposal on Hochiminh Stock Exchange

Issue 5: Executing Process

Approval to authorize to the Board of Director:

- To select the consulting organization (if available) and appropriate time to build and implement the issuing proposal and other procedures to ensure the success of

issuance.

- To decide on change plans of using capital gained from these issuances if necessary based on the Company's benefits.
- To register to raise charter capital as well as amend the Company's Charter and resolve other related problems to ensure that everything complies with the related laws.
- To register depository with Vietnam Securities Depository and list all additional shares in compliance with the policies of Hochiminh Stock Exchange.

We are kindly to present to the General Meeting of Shareholders for approval.

Sincerely Yours,

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

(Signed)

Nguyen Quoc Dinh