

**AMEND CONTENTS OF IMEXPHARM CORPORATION INTERNAL REGULATION**

- In pursuant to Law of Enterprise 2014;
- In pursuant to the Company’s Charter
- In pursuant to internal regulation of the Company

The Imexpharm Board of Directos would like to respectfully submit to the General Meeting of Shareholders to pass amendment of the “Internal regulations for corporate governance” as followings

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
Article 2. Interpretation of terms and abbreviations	Article 2. Interpretation of terms and abbreviations			
	Point 1. “Shareholder”		1. “Shareholder” is a person, an organization who owns at least one share of the Company.	Add

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
	Point 10 “Corporate governance”		10. “Corporate governance” is a system of regulations include: (i) assure reasonable management structure; (ii) assure effective operations of the Board of Directors, Supervisory Board, (iii) assure rights of shareholders and stakeholders; (iv) assure fair treatment among shareholders; (v) disclose and transparent all company operational activities.	Add
	Point 11. Non Executive Board of Directors member		11. Non executive Board of Directors member who is either General Director, Deputy General Director or Chief accountant	Add
	Point 12. Independent Board of Directors member		12. Independent Board of Directors member is the BOD member who meets the requirements stated in point 2, Article 151 Law of Enterprise.	Add
Chapter II	Chapter II	<b>Chapter II REGULATIONS ON SEQUENCES AND PROCEUDURES TO CONVENT AND VOTE AT THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>Chương II REGULATIONS ON SHAREHOLDERS, SEQUENCES AND PROCEUDURES TO CONVENT AND VOTE AT THE MEETING OF GENERAL MEETING OF SHAREHOLDERS</b>	Add for more sufficiency.
	Article 3. Right and obligations of		Article 3. Rights and obligations of shareholders 1. Shareholders have all rights and obligations stated in Law of Enterprise, related legal documents and the Company’s	

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
	Shareholders		<p>Charter, especially:</p> <p>a. The right of free transferring shares, except some cases are restricted according to the legal regulations, the Company's charter and decisions of the General Meeting of Shareholders.</p> <p>b. The right to be fairly treated: each share of the same type creates the same right and benefits for shareholders. In case that the Company has preferred shares, the rights and obligations sticked to preferred shares have to be passed by the General Meeting of Shareholders and fully disclosed to shareholders.</p> <p>c. The right of receiving periodic and irregular information being disclosed by the Company in complied with Law.</p> <p>d. the right to attend General Meeting of Shareholders and vote directly, via proxies or distance vote.</p> <p>e. the right to be treated priority to buy new offering shares in align with the rate of ownership at the Company.</p> <p>2. Shareholders have rights to protect their legal benefits. In case that the decision of the Geneal Meeting of shareholders violate Law or the Company's Charter, which causes damages to the Company, shareholders have right to ask for cancel or terminate the decision in accordance to Law of Enterprise.</p>	
	Article 4. Right and obligations of major shareholders		<p>Article 4. Rights and obligations of marjor shareholders</p> <p>Shareholder or group of shareholders holds at least 5% total ordinary shares in at least 6 consecutive months has the additional rights beside the rights of ordinary shareholder:</p>	

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
			<ol style="list-style-type: none"> <li>1. Nominating Board of Directors of Supervisory Board member stated in the Company's charter.</li> <li>2. Consider and extract minutes and resolutions of the Board of Directors, interim and fiscal financial statements followed the sample of Vietnam accounting regime and reports of Supervisory Board.</li> <li>3. Ask the Board of Directors to conduct the General Meeting of Shareholders stated in Article 114 and 136 of Enterprise Law.</li> <li>4. Check and receive copies or excerpts of shareholders being valid to attend meeting and vote at the General Meeting of Shareholders</li> <li>5. Ask Supervisory Board check details of each issue related to governance, managing Company's operations if necessary.</li> <li>6. Major shareholders are not allown to take their postion to impact rights and duties of the Company and other shareholders regulated by Law and the Company's charter.</li> <li>7. Major shareholders have obligations to disclose information in according to law.</li> <li>8. Other rights and obligations are regulated by Law.</li> </ol>	
<b>Article 3. Announcement of finalizing the list of shareholders</b>	<b>Article 5. Announcement of finalizing the list of shareholders</b>	<b>Article 3. Announcement of finalizing the list of shareholders having rights to participate in General Meeting of Shareholders</b>	<p>Article 5. Announcement of finalizing the list of shareholders having rights to participate in General Meeting of Shareholders</p> <p>The Company discloses the information of list of shareholders having rights to attend General Meeting of Shareholders at least <b>10 days</b> before the last registration date.</p>	Based on Point 1, Article 137, Law of Enterprises

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
having rights to participate in General Meeting of Shareholders	having rights to participate in General Meeting of Shareholders	The Company discloses the information of list of shareholders having rights to attend General Meeting of Shareholders at least <b>20 days</b> before the last registration date.		
<b>Article 4. Announcement on calling for General Meeting of Shareholders</b>	<b>Article 4. Announcement on calling for General Meeting of Shareholders</b>	The notice of General Meeting of Shareholders should be sent to shareholders by assured methods as well as disclosed on Company's website, State Securities Commission, Trading Platforms (for listed or registered trading companies). The person who calls for General Meeting of Shareholders must send the invitation to all Shareholders having rights to participate in the meeting at least <b>15 days</b> before the opening date of General Meeting of Shareholders (counting from the date when notice has been sent or legally delivered; service charged has been paid or notice has been put	The notice of General Meeting of Shareholders should be sent to shareholders by assured methods as well as disclosed on Company's website, State Securities Commission, Trading Platforms (for listed or registered trading companies). The person who calls for General Meeting of Shareholders must send the invitation to all Shareholders having rights to participate in the meeting at least <b>10 days</b> before the opening date of General Meeting of Shareholders (counting from the date when notice has been sent or legally delivered; service charged has been paid or notice has been put in mailbox). The agenda of General Meeting of Shareholders, related documents and all issues to be voted shall be sent to the shareholders or upload in the website of the Company. In case that the documents could not send together with the notice, invitation letter should specify the address (link of website) for the Shareholders to access all the documents, including:	Based on Point 1, Article 137, Law of Enterprises 2014

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Old regulations	New regulations			
		<p>in mailbox). The agenda of General Meeting of Shareholders, related documents and all issues to be voted shall be sent to the shareholders or upload in the website of the Company. In case that the documents could not send together with the notice, invitation letter should specify the address (link of website) for the Shareholders to access all the documents, including:</p>		

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
<b>Article 31. The subcommittees under the Board of Directors</b>	<b>Article 33. The subcommittees under the Board of Directors</b>	<p><b>Article 31. The subcommittees under the Board of Directors</b></p> <p>The Board of Directors has not established the personnel, bonus and salary and other subcommittees. The Board of Directors assigns independent members to support the Board of Directors in some issues relates to human resources, bonus and salary.</p>	<p><b>Article 33. The subcommittees under the Board of Directors</b></p> <p>1. Based on the organization chart at the Company’s charter passed by the General Meeting of Shareholders, the Board of Directors decides to establish subcommittee to support operations of the Board of Directors:</p> <ul style="list-style-type: none"> <li>- Strategic committee;</li> <li>- Human resources, salary and bonus committee</li> <li>- Internal audit committee</li> </ul> <p>2. Based on the approval of the General Meeting of Shareholders, the Board of Director decides to establish other committees if necessary</p> <p>3. In case of not establishing human resources and strategic committees, the Board of Directors assign for independent members to assist the BOD in human resources, salary and bonus, planning and implementing strategies.</p> <p>4. Tenure of subcommittees follows the period of the Board of Directors.</p>	Based on Article 17, Decree 71/2017/NĐ-CP
	<b>Article 34. Structure of sub committee under the Board of Directors</b>		<p><b>Article 34. Structure of sub committee under the Board of Directors</b></p> <p>1. the Board of Directors assigns and appoints members of sub committees including:</p> <ul style="list-style-type: none"> <li>- One head of subcommittee</li> <li>- Members of subcommittee</li> </ul> <p>The number of subcommittee members is decided by the Board of Directors but it is suggested there is at least three</p>	

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
			(03) members including the member of the BOD and externam one. Independent or non executive Board of Directors member shall be appointed as head of subcommittee.	
	<b>Article 35. Standard of Board of Directors Sub committee members</b>		<p><b>Article 35. Standard of Board of Directors Sub committee members</b></p> <p>1. Standard, conditions to become BOD subcommittee members are stated in internal regulations for organization and operation of the subcommittee, but must meet the below requirements:</p> <ul style="list-style-type: none"> <li>a. Having knowledge, experiences, working skills in the major that the subcommittee is responsible for.</li> <li>b. Having degree, certificate in case of be complosory that regulations stated.</li> <li>c. other standards and conditions follows the requirement of the Board of Directors</li> </ul> <p>2. Head of subcommittee has to meet the following conditions and standards:</p> <ul style="list-style-type: none"> <li>a. Meeting the standards and condition stated in point 3 of this Articl;</li> <li>b. Being an independent or non executive Board of Directors member;</li> <li>c. Being manage and coordinat activities of subcommittee</li> <li>d. Other standard, conditions are required by the Board of Directors</li> </ul>	



Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
	<p><b>Article 36. operational principles, responsibilities of subcommittees and members</b></p>		<p><b>Article 36. operational principles, responsibilities of subcommittees and members</b></p> <p>1. Subcommittee shall work in align with the basic following principles:</p> <p>a. Sub-comittee under BOD shall work on the basis of majority rule. Resolutions of Sub-committee are only enforced once major members approved. Voting can be done directly in the meeting or in the form of collecting writing opinions.</p> <p>b. Resolutions and operations of Sub-committee have to complie with BOD resolutions, directors, the General eeting of Shareholders, the Company’s Charter, internal regulations and Law.</p> <p>c. In any activity, Sub-committee has to protect and improve most rights and benefits of the Company.</p> <p>2. Responsibilites of Sub-comittee</p> <p>a. Advising, consulting and assist the BOD in assigned area, in building corporate governance system and in managing the Company;</p> <p>b. Executing rightly and accurately all contents of BOD resolutions, tasks assigned by the BOD with all efforts and diligences.</p> <p>c. Building organization structure, assign responsibilities reasonably for each member, coordinating perfectly with the BOD, other Sub-committee, executive boards to fulfill most effectively all assigned duties.</p> <p>d. Update knowledge, real situation timely in assigned area</p>	

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
			<p>to announce to related units, which can help improve working quality, manage risks and improve business and production effectiveness.</p> <p>e. Report on organization, operations and working details in accordance with regulations and requirement of the Board of Directors;</p> <p>f. Other duties stated in organization regulations and operations of Sub-committee</p> <p>3. Responsibilities of Sub-committee members</p> <p>a. Fulfilling all tasks assigned by Sub-committee with all efforts and diligences, assure quality and schedule;</p> <p>b. Implementing all contracts signed with the Company and receiving benefits regulated in the Company's Charter</p> <p>c. Assure presence in meetings, raise opinions and act on voting or collecting written opinions according to announcement and requirement of Head of Sub committee;</p> <p>d. Being responsible for discussing, explaining, consulting, suggesting solutions with Head of Sub-committee about issues related the special area once being requested;</p> <p>e. Report to Head of sub committee when no longer meet the standards and conditions to be a member of sub-committee in complied with law, charter and internal regulations of the Company;</p> <p>f. Other rights and obligations stated in organization regulations and operation of sub-committee;</p> <p>4. Responsibilities of Head sub-committee</p> <p>Except from responsibilities stated in point 3 of this article,</p>	

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
			<p>Head of Sub-committee has other responsibilities as following:</p> <ol style="list-style-type: none"> <li>a. Managing and coordinating works of sub committee, timely providing information about resolutions, directors of the BOD to each member of sub committee for job demand.</li> <li>b. Conducting and leading meeting, organizing to collect written opinions to deal with sub committee issues.</li> <li>c. On behalf of sub-committee to sign resolutions, meeting minutes, summons, invitation letters, card to collect written opinions and other documents of sub-committee;</li> <li>d. other duties assigned by the Board of Directors</li> </ol>	
	<p><b>Article 37: Meetings of Sub-committee</b></p>		<p><b>Article 37: Meetings of Sub- committee</b></p> <ol style="list-style-type: none"> <li>1. Meetings: <ol style="list-style-type: none"> <li>a. Periodic meeting: sub-committee meeting will be conducted periodically in the first month of every quarter.</li> <li>b. irregular meeting will be held in case that there is a request from the Board of Directors or head of sub-committee if necessary to solve issues of the Company;</li> </ol> </li> <li>2. Contents of meetings: sub-committee organizes meetings to find solutions for implementing Resolutions, directors of the Board of Directors, organization and operation of sub-committee and other works serving for business operations and productions of the Company;</li> <li>3. Meeting announcement: head of sub committee send announcement to each member together with documents, files and related contents not later than (03) working days</li> </ol>	

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
			<p>before the meeting date. If necessary, head of sub committee can consult all members to organize meetings earlier if all members agree.</p> <p>4. Method of holding a meeting: a meeting can be organized directly or indirectly via online connecting media. Participating in discussion, raise opinions, vote in meeting via online connecting media has a value equivalent to direct meeting. A meeting has meeting condition of being held once majority of members attend.</p> <p>5. In addition to holding meeting for solving problems, head of sub committee has also pass the issue of collecting written opinions with members. In the process of solving problems need to be decided by sub-committee, collecting writing opinions can replace direct voting in the meeting stated in point 4 of this article. Minimum time for collecting written opinions is three (03) working days from the date of sending announcement to members.</p>	
	<b>Article 38. Audit Sub-committee</b>		<p><b>Article 38. Audit Sub-committee</b></p> <p>1. Audit sub committee is internal audit unit under the Board of Directors the follow the structure approved by the General Meeting of Shareholders;</p> <p>2. Audit committee has from three (03) to five (05) members assigned, appointed and signed labor contracts by the Board of Directors based on the nomination of the General Director. Tenure of audit sub committed is aligned with the tenure of the Board of Directors;</p> <p>3. Members of audit sub committee have to meet the</p>	

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
			<p>following standards and conditions:</p> <ul style="list-style-type: none"> <li>- Obtaining at least bachelor degree with suitable major for audit requirements, having adequate knowledge and always update on assigned area to do internal audit;</li> <li>- Having worked at least five (05) on educated major or three (03) years on accounting and auditing sectors.</li> <li>- Having general knowledge about law and Company's operations, collecting ability, analysis, assessment, gathering information; skills in internal audit;</li> <li>- Have no discipline at warning level or above due to violating in economic, financial and accounting management or in the time of being punished.</li> </ul> <p>4. Head of audit sub committee is assigned and appointed by the Board of Directors. Head of sub committee has to meet the standards and conditions as followings:</p> <ul style="list-style-type: none"> <li>- Standards and conditions stated in point 3 of this article;</li> <li>- Must be the independent or non-executing member of the Board of Directors;</li> <li>- <b>Used to be Chief Accountant, Finance Director, Head of Supervisory Board, Head of Internal Supervisory Board or eviquilant positions in accouting and auditing fields within at least three (03) years</b></li> </ul> <p>5. Right and obligations of audit subcommittee stated in the Company's charter.</p> <p>6. Other tasks of audit sub committee assigned by the Board of Directors, the company's Charter, internal regulations, the Company's policies and Law.</p>	<p><b>Discuss on this article</b></p>

Article		Content of old regulations	Content of new regulations	Note
Old regulations	New regulations			
<b>Article 49.</b> <b>Term of Execution</b>	<b>Article 56.</b> <b>Term of Execution</b>	1. This regulation consists of 13 chapters, 49 articles passed by Imexpharm Corporation General Meeting of Shareholders on....., 2020 and accepted the term of executions of whole documents	1. This regulation consists of 13 chapters, 56 articles passed by Imexpharm Corporation General Meeting of Shareholders on April 17 <sup>th</sup> , 2020 and accepted the term of executions of whole documents	

Above suggestions are used to amend and add in Internal regulation on Corporate governance of the Company, we respectfully submit to the General Meeting of Shareholder for consideration and pass.

**IMEXPHARM CORPORATION**  
**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
**(Signed)**

**Nguyen Quoc Dinh**