

**ELECTION REGULATION FOR REPLACING BOARD OF
DIRECTOR MEMBER AT GENERAL MEETING OF SHAREHOLDERS
2020**

In pursuant to Law on Enterprises no. 68/2014/QH13 dated November 26th, 2014

In pursuant to the Charter of organizations and operations of Imexpharm Corporation

In pursuant to the Internal Regulations on Corporate governance of Imexpharm Corporation;

In pursuant to the Board of Director member resignation letter of Mr. Huynh Van Nhung dated on May 06th, 2020

In pursuant to the Resolution of the Board of Director no. 21/NQ-HĐQT-IMP dated on May 11th, 2020 referring to dismissal of the BOD member

In pursuant to the result of appointing Vote counting committee of the General Meeting of Shareholders;

**VOTING COMMITTEE WOULD LIKE TO ANNOUNCE TO WHOLE
GENERAL MEETING OF SHAREHOLDERS ABOUT ELECTION
REGULATION AS FOLLOWINGS**

Article 1: Object to execute vote

All shareholders owing voting shares or proxies authorized to attend the meeting having right to vote (referred to the final list on May 08th, 2020) who present at the electing time and already completed registration and signed in list of shareholders participating in the meeting are eligible to elect BOD member for replacement.

Article 2: Voting principle

- a. Lawfulness: Nomination, election and disclose result have to be complied with Laws, the Company's Charter and Internal regulations on Corporate governance.
- b. Fairness: Each shareholder has right to vote corresponding to the number of shareholders owned. No one can prevent, restrict shareholders to execute their right.
- c. Disclosing: Nomination, election have been done publicly under witness of whole General Meeting of Shareholder and supervised by Supervisory Committee, representing for shareholders during the election process.

Article 3: Number of elected BOD member:

- Number of BOD member elected for replacement is 01.

Article 4. Nominating BOD member for replacement

Based on the number of BOD members in the tenure 2018-2022 that was 8, as there was one member applying to resign, it is necessary to appoint the new one for replacement;

Based on the BOD Resolution no. 21/NQ-HĐQT-IMP dated on May 11th, 2020 referring to the nomination for BOD member replacement and conditions to be a member of BOD for the 2018-2022 period to replace dismissed Board of Director member in order to comply with mechanism of the Company stipulated in Internal Regulations on corporate governance.

Procedure to introduce Board of Director member candidate has to be disclosed transparently and approved by the General Meeting of Shareholders before processing election in compliance with provisions of Law.

Article 5. Voting method

Electing BOD member must be implemented by secret ballot measure and method of cumulative voting.

- Election ballots have already shown the nominee and been stamped by Imexpharm Corporation.

- Election ballots have already shown voting code, total number of voting shares of Shareholders (including the total number of owned shares and total number of shares authorized).

- Each member or proxy is provided 01 election ballot.

Voting rules

- Maximum number of elected BOD member for replacement is 01;

- Voting method: cumulative voting. According to this measure, total number of voting shares of each shareholder is equal to total number of shares owned or authorized multiplying by the number of elected Board of Director member.

- Shareholders/Proxies are eligible to select one of two options for election:

+ *Option 1. Electing by ticking method: only tick (X) for selected candidate in box named “number of voting shares” locating in the right side of candidate full name box.*

+ *Option 2. Electing by writing number of voting shares: directly write the number of voting shares for selected candidate. Total number of voting shares for candidate is not over total number of voting shares of shareholders.*

Example: the number of BOD member elected is 1 and a shareholder owning 1,000 shares when participating in election to select one (01) member for the Board of Directors will have the total voting shares of 1,000 ($1,000 \times 1 = 1,000$).

No	Candidate full name	Number of voting share
01	Nguyen Van A	X

Or:

Valued shareholders are able to write number of voting shares for selected candidate

No	Candidate full name	Number of voting shares
01	Nguyễn Văn A	1.000

VALID ELECTION BALLOT

Election ballot provided by Election committee under Imexpharm Corporation General Meeting of Shareholders 2020 was attached with statement on list of Board of Director member candidate and marked with code and stamped by the Company.

INVALID ELECTION BALLOT

- Election is not provided by Election committee under Imexpharm Corporation General Meeting of Shareholders 2020 or not attached with statement on list of Board of Director member candidate or not marked with code and stamped by the Company.

- Election ballot votes for candidate not being in the list.

- Election ballot is written a candidate that is not belonged to the list passed by the General Meeting.

- Election ballot has applied concurrently two options.

- Total number of voting shares for candidate is over the total number voting shares of shareholders.

Example: Valued shareholder has total number of voting shares of 1,000; but total voting shares for selected candidate is 1,010, which means this election ballot is invalid.

Article 6. Voting count committee, vote counting supervisory committee, procedures of voting and vote counting

Vote counting supervisory committee is responsible for checking, supervising the procedure of providing election ballot, voting and vote counting.

Vote counting committee is in charge of instructing election regulation, providing election ballot, checking and supervising voting, organizing for vote counting, preparing minutes and disclosing vote counting result at the Meeting and the submitting the minutes to the meeting Presidium. There is a group of technicians of the Company gathered by the Organizer of the Meeting in order to support the vote counting committee

Sequence of voting and vote counting

- Vote counting committee commences to inspect the ballot box in the sight of shareholders attending the Meeting.

- Voting is started once the Presidium orders and ended when the last shareholder puts the election ballot in the box.

- Voting results will be calculated as a percentage (%) rounded to two (02) decimal numbers.

- Vote counting committee is responsible for summarize the election result and prepare the vote counting minutes.

- Vote counting minutes is signed by the members of vote counting committee to verify the truth, transparency and comply with principles and sequence of vote counting.

- Vote counting minutes will be disclosed by the Head of Vote counting committed at the Meeting.

Article 7. Principle of selecting elected individual

Selecting elected individual will apply the principle that total number of voting shares for this person must be at least 50% of total number of voting shares.

Article 8. Complaints against election and vote counting

- Head of Vote counting committee will be on behalf of the committee to explain concerns of shareholders (if any) about election regulations at the Meeting.
- The Presidium will meet to resolve complaints against election and election results at the Meeting.
- All complaints and resolutions are stated in the Meeting minutes.

Article 9. Provision of execution

This regulation takes effect since it is approved by the General Meeting of Shareholders and a legal foundation for electing BOD member at Imexpharm Corprotion Annual General Meeting of Shareholders 2020.

Respectfully submit to the General Meeting of Shareholders for consideration to pass.

**ON BEHALF OF THE ORGANIZERS
HEAD OF THE COMMITTEE**