

No.: /TTr-HĐQT-IMP

Cao Lanh city,

March, 2021

STATEMENTS**The contents to amend the Internal Regulations on Corporate Governance of Imexpharm Corporation at the General Meeting of Shareholders 2021**

Respectfully submit to: The General Meeting of Shareholders

In pursuant to Law on Enterprises 2020;

In pursuant to Law on Securities 2019;

In pursuant to the Company's Charter;

In pursuant to the current Internal regulations on corporate governance of the Company.

The Board of Directors of Imexpharm Corporation would like to present to the General Meeting of Shareholders to pass the amendment of the “**Internal regulations on corporate governance**” as the followings:

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
Article 1. Scope	Article 1. Scope	This Regulation is prepared in compliance with the Law on Securities, Law on Enterprises, the Government's Decree No. 71/2017 / ND-CP dated June 6, 2017, Circular 95/2017 / TT-BTC dated September 22, 2017 of the Ministry of Finance and the Charter of Imexpharm Corporation.	This Regulation is prepared in compliance with the Law on Securities 2019, Law on Enterprises 2020 and the Charter of Imexpharm Corporation.	Amendment of Law on Enterprises 2020
Article 2. Interpretation of terms and abbreviation	Article 2. Interpretation of terms and abbreviation	2. "Major Shareholder" is a shareholder defined in Paragraph 9, Article 6 of the Law on Securities;	2. "Major Shareholder" is a shareholder defined in Paragraph 18, Article 4 of the Law on Securities;	Change to follow the Law on Enterprises 2020

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Old regulation	New Regulation			
		4. "Related person" is an individual or organization defined in Paragraph 17 Article 4 of the Law on Enterprises, Paragraph 34 Article 6 of the Law on Securities.	4. "Related person" is an individual or organization defined in Paragraph 23 Article 4 of the Law on Enterprises, Paragraph 46 Article 4 of the Law on Securities.	Change to follow the Law on Enterprises 2020 and Law on Securities 2019
		12. Independent member of the Board of Directors is a member of the Board of Directors who satisfies the conditions stated in Paragraph 2, Article 151 of the Law on Enterprises.	12. Independent member of the Board of Directors is a member of the Board of Directors who satisfies the conditions stated in Paragraph 2, Article 155 of the Law on Enterprises.	Change to follow the Law on Enterprises 2020
Article 4. Rights and obligations of major shareholders	Article 4. Rights and obligations of major shareholders	A shareholder or group of shareholders holding 5% of the total number of common shares for six consecutive months or more in addition to have the same rights as an ordinary shareholder, a major shareholder has the following rights and obligations: 1. Nominate candidates for the Board of Directors and Supervisory Board in accordance	A shareholder or group of shareholders holding at least 05% of the total number of ordinary shares has the following rights: 1) Examining, looking up, extracting the number of minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory	Điều 115. Luật doanh nghiệp 2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		<p>with the respective regulations of the Company Charter.</p> <p>2. Review and extract the minutes and resolutions of the Board of Directors, mid-year and annual financial statements in accordance to the Vietnamese accounting Standards and reports of the Supervisory Board.</p> <p>3. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with Article 114 and Article 136 of the Law on Enterprises.</p>	<p>Board, contracts and transactions that must be approved by the Board, administration and other documents, except documents related to trade secrets, business secrets of the company;</p> <p>2) Request the Board of Director to convent the General Meeting of Shareholders under the provisions in Article 115 and Article 140 of Law on Enterprises</p> <p>3) Request the Supervisory Board to examine each specific issue related to the company's management and operation when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of an identification docuement of the individual for an individual shareholder; name, business code number of legal</p>	

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Old regulation	New Regulation			
			<p>identification document of an organization, address of head office in case of shareholder being an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; problem needing to be checked, inspection purpose</p> <p>4) Other rights regulated by this Law and the Company's Charter.</p> <p>A shareholder or group of shareholders owning 10% or more of the total number of common shares or more has the right to nominate people to the Board of Directors, the Supervisory Board. Unless otherwise provided in the Company's charter, the nomination of</p>	

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Old regulation	New Regulation			
			<p>candidates to the Board of Directors and the Supervisory Board is as follows:</p> <p>a) Common shareholders form groups to nominate candidates to the Board of Directors and the Supervisory Board must notify the meeting shareholders about group meetings before the opening of the General Meeting of Shareholders;</p> <p>b) Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or a group of shareholders stated in this Article is entitled to nominate one or more persons under the decision of the General Meeting of Shareholders as candidate to the Board of Directors and the Supervisory Board. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the</p>	

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
			<p>number of candidates. In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under a decision of the General Meeting of Shareholders, the remaining number of candidates shall be determined by the Board of Directors, the Supervisory Board and other shareholders</p> <p>c. Other rights in accordance to the provisions of the Law on Enterprises and the Company's charter.</p>	
Article 5. Notice of finalizing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders	Article 5. Notice of finalizing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders	The Company discloses information on preparing a list of shareholders entitled to attend the meeting of the General Meeting of Shareholders which is prepared no earlier than 10 (ten) days before the date of sending the invitation to the	- The Company discloses information on the expected record date to exercise the right of existing shareholders to attend the General Meeting of Shareholders at least 20 (twenty) days before the expected record date.	Article 141 of the Law on Enterprises 2020 and Point b, Paragraph 4, Article 11 of the Circular no. 96/2020/TT-BTC

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		General Meeting of Shareholders.	- The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared no earlier than 10 (ten) days before the date of sending the invitation to the General Meeting of Shareholders.	
Article 6. Notice to convene the General Meeting of Shareholders	Article 6. Notice to convene the General Meeting of Shareholders	<p>Notice of meeting of the General Meeting of Shareholders is sent to all shareholders by a secured method, and simultaneously published on the website of the Company and the State Securities Commission, the Stock Exchange (for Listed or registered companies).</p> <p>The convenor of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 10 (ten) days before the opening date of the meeting of the General Meeting of Shareholders (calculated from the date on which the</p>	<p>Notice of meeting of the General Meeting of Shareholders is sent to all shareholders by a secured method, and simultaneously published on the website of the Company and the State Securities Commission, the Stock Exchange (for Listed or registered companies).</p> <p>The convenor of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (twenty one) days before the opening date of the meeting of the General Meeting of</p>	Điều 143 Luật doanh nghiệp 2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		<p>notice is duly sent or dispatched, paid for the fee or deposited in the mailbox).</p> <p>Agenda of the General Meeting of Shareholders, documents related to the issues to be voted at the meeting are sent to shareholders or / and posted on the website of the Company. In case the document is not attached to the notice of the meeting of the General Meeting of Shareholders, the notice of the meeting must clearly state the path to the entire meeting document so that shareholders can access, including:</p>	<p>Shareholders (calculated from the date on which the notice is duly sent or dispatched, paid for the fee or deposited in the mailbox).</p> <p>Agenda of the General Meeting of Shareholders, documents related to the issues to be voted at the meeting are sent to shareholders or / and posted on the website of the Company. In case the document is not attached to the notice of the meeting of the General Meeting of Shareholders, the notice of the meeting must clearly state the path to the entire meeting document so that shareholders can access, including:</p>	

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
Article 12. Passing the decisions of the General Meeting of Shareholders	Article 12. Passing the decisions of the General Meeting of Shareholders	<p>1. Except for the case stated in paragraph 2 and 3 of this Article, decisions of the General Meeting of Shareholders on the following matters will be passed when 51% or more of the total votes of the shareholders having rights to vote in person or through an authorized representative present at the General Meeting of Shareholders:</p> <p>a) Passing the annual financial statements</p> <p>b) Short and long-term development plans of the Company;</p> <p>c) Dismiss, remove and replace members of the Board of Directors, Supervisory Board and report the appointment of Director (General Director) by the Board of Directors.</p> <p>2. Doanh nghiệp. The election of members of the Board of Directors and the Supervisory Board must comply with the provisions</p>	<p>1. Except for the case stated in paragraph 2 and 3 of this Article, decisions of the General Meeting of Shareholders on the following matters will be passed when 50% or more of the total votes of the shareholders having rights to vote in person or through an authorized representative present at the General Meeting of Shareholders:</p> <p>a) Passing the annual financial statements</p> <p>b) Short and long-term development plans of the Company;</p> <p>c) Dismiss, remove and replace members of the Board of Directors, Supervisory Board and report the appointment of Director (General Director) by the Board of Directors.</p> <p>2. The election of members of the Board of Directors and the Supervisory Board must comply with the provisions of Paragraph 3,</p>	Paragraph 3 Article 148 Law on Enterprises

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		of Paragraph 3, Article 144 of the Law on Enterprises.	Article 148 of the Law on Enterprises.	

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
Article 15. The Resolution passed by the General Meeting of Shareholders in the form of collecting written opinions	Article 15. The Resolution passed by the General Meeting of Shareholders in the form of collecting written opinions	<p><i>1. Procedures of collecting shareholders' opinions in writing</i></p> <p>h) A resolution passed in form of gathering shareholders' written opinions must be approved by the number of shareholders representing at least 51% of the total number of voting shares and is also valid as the resolution passed at the General Meeting of Shareholders.</p>	<p><i>1. Procedures of collecting shareholders' opinions in writing</i></p> <p>h) A resolution passed in form of gathering shareholders' written opinions must be approved by the number of shareholders representing at least 50% of the total number of voting shares and is also valid as the resolution passed at the General Meeting of Shareholders.</p>	Article 148 Law on Enterprises 2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
Article 16. Standards of members of the Board of Directors	Article 16. Standards of members of the Board of Directors	<p>1. Members of the Board of Directors must satisfy the following criteria and conditions:</p> <p>a) Having full civil act capacity and not being prohibited from managing an enterprise according to the provisions of paragraph 2, Article 18 of the Law on Enterprises;</p>	<p>1. Members of the Board of Directors must satisfy the following criteria and conditions:</p> <p>a) Having full civil act capacity and not being prohibited from managing an enterprise according to the provisions of paragraph 2, Article 17 of the Law on Enterprises;</p>	Paragraph 2, Article 17 of the Law on Enterprises 2020
		<p>2. An independent member of the Board of Directors as prescribed at item b, paragraph 1, Article 134 of the Law on Enterprises has the following standards and conditions, unless otherwise is regulated by the law on securities:</p> <p>a) Not being a person working for the Company, a subsidiary of the Company; not a person who has worked for the Company, its subsidiary for at least 03 last consecutive years. ...</p> <p>đ) Not a person who used to be a member of the Board of Directors, Supervisory Board</p>	<p>2. An independent member of the Board of Directors as prescribed at item b, paragraph 1, Article 134 of the Law on Enterprises has the following standards and conditions, unless otherwise is regulated by the law on securities:</p> <p>a) Not being a person working for the Company, a subsidiary of the Company; not a person who has worked for the Company, its subsidiary for at least 03 last consecutive years. ...</p> <p>đ) Not a person who used to be a</p>	Article 137 Law on Enterprises 2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		of the Company for at least last 05 consecutive years.	member of the Board of Directors, Supervisory Board of the Company for at least last 05 consecutive years except for the ones appointed for the 02 consecutive terms.	
Article 28. Standards of Inspectors	Article 28. Standards of Inspectors	<p>1. An inspector must meet the following standards and conditions:</p> <p>a) Having full civil act capacity and not being prohibited from establishing and managing an enterprise in accordance with this Law;</p> <p>b) Not being the spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister, sibling of a member of the Board of Directors, Director or General Director and other managers;</p> <p>c) Do not hold any managerial positions in the Company; Not being necessarily a shareholder or an employee of the Company, unless</p>	<p>1. An inspector must meet the following standards and conditions:</p> <p>a) Not being an individual specified in Paragraph 2, Article 17 of this Law;</p> <p>b) Having been educated in one of the majors in economics, finance, accounting, law, business administration or a major in accordance with the business activities of the enterprise;</p> <p>c) Not being a person having a family relationship of a member of the Board of Directors, Director or General Director and other managers;</p> <p>d) Not being the Company Executive; not necessarily being a</p>	Article 17 Law on Enterprise 2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		otherwise provided by the Company Charter; d) Other standards and conditions in accordance with other relevant laws and the Company Charter.	shareholder or an employee of the company; đ) Other standards and conditions in accordance with other relevant laws and the Company Charter.	
		2. An inspector of a listed joint stock company must be an auditor or an accountant and not falling into the following cases: a) Working in the accounting and finance department of the Company; b) Being a member or employee of the independent audit firm auditing the financial statements of the Company in the last three (03) consecutive years.	2. The Head of the Supervisory Board is elected by the Supervisory Board from among the Inspectors; The Supervisory Board must have more than half of the Inspectors permanently residing in Vietnam. Head of Supervisory Board - must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business of enterprise	Article 168 Law on Enterprises 2020
Article 31. Cases of dismissal or removal of Inspectors	Article 31. Cases of dismissal or removal of Inspectors	<i>1. Inspectors are dismissed in the following cases:</i> a) No longer meeting the criteria and conditions to act as an Inspector stipulated by the Law on Enterprises;	<i>1. Inspectors are dismissed in the following cases:</i> a) No longer meeting the criteria and conditions to act as an Inspector stipulated by the Law on	Article 174 Law on Enterprises 2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		<p>b) Failure to perform its rights and obligations for six (06) consecutive months, except for force majeure;</p> <p>c) Submitting Resignation letter and be approved;</p> <p>d) Other cases as regulated by Law and the Charter.</p> <p>2. Inspectors are removed in the following cases:</p> <p>a) Not carrying out assigned tasks or jobs;</p> <p>b) Serious or repeated violations of the obligations of the Inspector in accordance with the Law on Enterprises and the Company Charter;</p> <p>c) According to the decision of the General Meeting of Shareholders;</p> <p>d) Other cases as stipulated by law, the Charter.</p>	<p>Enterprises;</p> <p>b) Submitting Resignation letter and be approved;</p> <p>c) Other cases as regulated by Law and the Charter</p> <p>2. Inspectors are removed in the following cases:</p> <p>a) Not carrying out assigned tasks or jobs;</p> <p>b) Failure to perform its rights and obligations for six (06) consecutive months, except for force majeure;</p> <p>c) Serious or repeated violations of the obligations of the Inspector in accordance with the Law on Enterprises and the Company Charter;</p> <p>d) Other cases as stipulated by law, the Charter.</p>	
Article 33. Establish Sub-committees under Board of Directors	Article 33. Establish Sub-committees under Board of Directors	1. Based on the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decides to establish subcommittees to support the	1. Based on the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decides to establish subcommittees to	Resolution no.: 38/NQ-HĐQT-IMP ngày dated 11 August 2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		operation of the Board of Directors, including: - Strategy Subcommittee - Human resources, salary and bonus Subcommittee; - Internal Control Subcommittee.	support the operation of the Board of Directors, including: - Strategy Subcommittee - Human resources, salary and bonus Subcommittee; - Internal Control Subcommittee.	
Article 38. Internal Audit Subcommittee	Article 38. Internal Audit Subcommittee	1. Internal audit committee is an internal audit committee under the Board of Directors according to the Company's organizational structure approved by the General Meeting of Shareholders. 2. The internal audit committee has from three (03) to five (05) members assigned and appointed by the Board of Directors, labour contracts have been signed on the basis of the proposal of the General Director. The term of the internal audit subcommittee follows the term of the Board of Directors. 3. Members of the internal audit committee must meet the following	1. Internal audit and risk management committee is an internal audit committee under the Board of Directors according to the Company's organizational structure approved by the General Meeting of Shareholders. 2. The internal audit committee has from three (03) to five (05) members assigned and appointed by the Board of Directors, labour contracts have been signed on the basis of the proposal of the General Director. The term of the internal audit subcommittee follows the term of the Board of Directors. 3. Members of the internal audit committee must	Nghị quyết số: 38/NQ-HDQT-IMP ngày 11/8/2020

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		<p>criteria and conditions:</p> <ul style="list-style-type: none"> - Holding a university or above majors in accordance with audit requirements, having sufficient and up-to-date knowledge of the areas assigned to perform internal audit. - Having worked for five (05) years or more in the discipline of training or from three (03) years or more working in the accounting or auditing field; - Have general knowledge and understanding of the law and the company's operations; capable of collecting, analyzing, evaluating and synthesizing information; have knowledge and skills in internal audit; - Not being disciplined at a warning level or higher due to mistakes in economic management, finance, accounting or not being disciplined 	<p>meet the following criteria and conditions:</p> <ul style="list-style-type: none"> - Holding a university or above majors in accordance with audit requirements, having sufficient and up-to-date knowledge of the areas assigned to perform internal audit; - Having worked for five (05) years or more in the discipline of training or from three (03) years or more working in the accounting or auditing field; - Have general knowledge and understanding of the law and the company's operations; capable of collecting, analyzing, evaluating and synthesizing information; have knowledge and skills in internal audit; - Not being disciplined at a warning level or higher due to mistakes in economic management, finance, accounting 	

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		<p>4. Rights and responsibilities of the Internal Audit Committee are implemented in accordance with the Company Charter.</p> <p>5. Other works of the Internal Audit Committee are performed under the direction of the Board of Directors, the Charter, the regulations, the policies of the Company and the law.</p>	<p>or not being disciplined</p> <p>4. Rights and responsibilities of the Internal Audit Committee are implemented in accordance with the Company Charter.</p> <ul style="list-style-type: none"> - Monitoring and evaluation of the transparency of the Company's financial statements. - Monitor and evaluate compliance of the Company with legal requirements and internal regulations of the Company. - Monitoring and evaluating the competence, independence and quality of the independent audit. - Monitor and evaluate the performance of internal auditors and internal audit function. - Monitor and evaluate the Company's processes and systems for controlling information disclosure, and comply with the ethic standards passed by the 	

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
			<p>Company.</p> <ul style="list-style-type: none"> - Monitor and evaluate the performance of the Company and its subsidiary. - Monitoring and evaluation of the risk management system. - Supervise and evaluate the implementation of special projects when necessary or upon request from the Board of Directors. 	
Article 39. Standards of the Chief Executive Officer of the Company	Article 39. Standards of the Chief Executive Officer of the Company	<p>1. Standards of the Chief Executive Officer of the Company</p> <ul style="list-style-type: none"> - Having full civil act capacity, not being prohibited from managing enterprises under Paragraph 2, Article 18 of the Law on Enterprises - Having professional ethics, honesty, enthusiasm and credibility; - Master the profession, expertise in the field to be in charge - Having managerial competence - The specific standards for each position (except General Director) 	<p>1. Tiêu chuẩn của người điều hành doanh nghiệp:</p> <ul style="list-style-type: none"> - Having full civil act capacity, not being prohibited from managing enterprises under Paragraph 2, Article 17 of the Law on Enterprises; - Having professional ethics, honesty, enthusiasm and credibility - Master the profession, expertise in the field to be in charge - Having managerial competence; - The specific standards for each 	

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		<p>will be proposed by the General Director and approved by the Board of Directors.</p> <p>2. Standards and conditions of the General Directors In addition to the provisions of Paragraph 1, Article 32 of this Regulation, the General Director must also meet the following criteria and conditions:</p>	<p>position (except General Director) will be proposed by the General Director and approved by the Board of Directors.</p> <p>2. Standards and conditions of the General Directors: In addition to the provisions of Paragraph 1, Article 32 of this Regulation, the General Director must also meet the following criteria and conditions:</p>	
Article 40. Appointment of the Chief Executive Officer	Article 40. Appointment of the Chief Executive Officer	<p>1. The Board of Directors appoints one (01) member of the Board of Directors or another person to be the General Director; signs contracts which define a remuneration, salary and other benefits. Remuneration, wages and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented in a separate section in the annual financial statements and stated in the annual report of the Company</p>	<p>1. The Board of Directors appoints one (01) member of the Board of Directors or another person to be the General Director; signs contracts which define a remuneration, salary and other benefits. Remuneration, wages and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, presented in a separate section in the annual financial statements and stated in the annual</p>	Item c Paragraph 2 Article 162 of the Law on Enterprises

Article		Content of old regulation	Content of new regulation	Note
Old regulation	New Regulation			
		(item c Paragraph 2 Article 158 of the Law on Enterprises stipulates that the remuneration and salary of the General Director shall be decided by the Board of Directors).	report of the Company (item c Paragraph 2 Article 162 of the Law on Enterprises stipulates that the remuneration and salary of the General Director shall be decided by the Board of Directors).	
Article 50. Appointment of the person in charge of corporate governance	Article 50. Appointment of the person in charge of corporate governance	The Board of Directors of a listed company must appoint at least 01 person to perform the duties of a person in charge of corporate governance. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Paragraph 5 Article 152 of the Law on Enterprises. The term of office of the person in charge of corporate governance is decided by the Board of Directors, a maximum of five (05) years.	The Board of Directors of a listed company must appoint at least 01 person to perform the duties of a person in charge of corporate governance. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Paragraph 5 Article 156 of the Law on Enterprises. The term of office of the person in charge of corporate governance is decided by the Board of Directors, a maximum of five (05) years.	Paragraph 5 Article 156 of the Law on Enterprises 2020

The above issues are some suggestions to amend and supplement the Internal regulations on corporate governance, submitted to the General Meeting of Shareholders for approval.

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