



Cao Lanh City, April 7, 2023

INVITATION TO ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2023

To: Valued Shareholders of Imexpharm Corporation

In pursuant to the charter of the Company passed by the General Meeting of shareholders;

The Board of Directors of Imexpharm would like to respectfully invite Shareholders to attend Annual General Meeting of Shareholders in 2023 with the contents as follows:

- **Time:** 08:00 am, Friday April 28th, 2023.

- **Venue:** Imexpharm Town Hall.

No.4, 30/4 Street, Ward 1, Cao Lanh City, Dong Thap province.

- **Participants:** All shareholders who own shares of Imexpharm Corporation as at the list of Shareholders finalized on 31st March, 2023.

* **Contents:** discuss and pass the issues (*agenda was attached*)

Shareholder or a group of shareholders holding over 5% for at least 6 consecutive months is entitled to propose additional issues to the agenda of Annual General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the commencing date.

In case that the shareholders are not able to participate in the meeting, they can authorize to other shareholders or authorized representatives (in the list); the power of attorney shall be followed power of attorney sample. Shareholders or authorized individuals attending meeting should bring identity card and power of attorney (in case of being authorized to participate in the meeting) for registration.

For most attentive organization of the Annual General Meeting of Shareholders, all shareholders are kindly requested to confirm their attendance directly or authorization to other representatives to participate in the meeting and send to Imexpharm Corporation prior to 16:30 dated 25th April, 2023 via the address:

Human Resources and Administration Department-Imexpharm Corporation

Address: No.4, 30/4 Street, Ward 1, Cao Lanh City, Dong Thap province.

Telephone: (84-277) 3879941; Ext 142 **Fax:** (84-277) 3853106

Email: codong@imexpharm.com

The agenda, registered forms, power of attorney, other documents and draft resolution of Annual General Meeting of Shareholders in 2023 have been uploaded in the website:
<https://imexpharm.com.vn/doi-tac-nha-dau-tu/imp-thu-moi-va-tai-lieu-dai-hoi-dong-co-dong-2023/>

The attendance of Shareholders will contribute to the success of the Meeting.

It is our great honor to welcome you.

ON BEHALF OF THE BOARD OF DIRECTORS 
CHAIRMAN



NGUYEN QUOC DINH



AGENDA OF ANNUAL GENERAL MEETING 2023 (TERM 2023 – 2027)

Venue: Meeting Hall on the 4th Floor, Imexpharm Head Office,

Time: April 28, 2023.

Date (tentative)	Agenda	Chair
	I- OPENING:	
7:30 - 8:30	1. The shareholders complete registration to receive meeting documents.	Organizers
8:30 - 9:00	2. Welcome performance.	Organizers
9:00 - 9:03	3. Statement of reasons and introduction of delegates.	Organizers
9:03 - 9:08	4. Report the results of shareholder status verification to attend the Annual General Meeting.	Chairman of the Supervisory Board
9:08 - 9:20	5. Consultation with the General Meeting of Shareholders. - Agree on the agenda of the General Meeting of Shareholders. - Agree on the working rules at the Annual General Meeting. 6. Introduction of the Presidium & Secretariat. 7. List of vote counting committee and election committee: General Meeting of Shareholders voted to approve.	Organizers
	II-MAIN CONTENTS	
9:20 - 9:25	1. Opening remarks	BOD
9:25 - 9:45	2. Approval of the business performance report and assessment of the Board of Directors in 2022 and 2018-2022 term; Targets for 2023 and strategic directions for 2023-2027;	
9:45 - 10:20	3. Approval of the financial statements 2022 audited by PwC Vietnam Co., Ltd. 4. Approval of the business and financial performance report of the Board of Management for 2022 and 2018-2022 term; Plan and Targets for 2023 and business strategy for 2023-2027.	General Director
10:20 - 10:35	5. Approval of the Report of Supervisory Board in 2022 and 2018-2022 term.	Chairman of the Supervisory Board
10:35 - 10:40	6. Independent Auditor's Report	PwC
10:40 - 10:50	7. Approval of the Operating Expenses Report of the Board of Directors and the Supervisory Board in 2022.	BOD
	8. Approval of the Operating Expenses Proposal of the Board of Directors and the Supervisory Board in 2023.	
	9. Approval of the Profit Distribution Proposal for 2022 and plan for dividend payout for 2023.	
	10. Approval of the Proposal to issue more shares to increase the Charter Capital of Imexpharm Corporation.	
	11. Approval of the Report on selection of an independent auditing firm.	Chairman of the Supervisory Board

Date (tentative)	Agenda	Chair
10:50 - 11:10	12. Approval of the Report on changing the Company's management structure following the model: General Meeting of Shareholders, Board of Directors and General Director	BOD
	13. Approval of the Proposal on amendments and supplementation to the Charter of Imexpharm Corporation;	
	14. Approval of the Proposal on amendments and supplementation to the internal regulation on governance of Imexpharm Corporation;	
	15. Approval of the Proposal on amendments and supplementation to the operational regulation of the Board of Directors of Imexpharm Corporation.	
11:10 - 12:00	Discussion & voting on items 2,3,4,5,8,9,10,11,12,13, 14 & 15	Presidium
12:00 - 12:10	Report on the voting results	Vote Counting Committee
Date (tentative)	Agenda	Chair
12:10 - 12:25	ELECTION	
	16. Statement of purpose, requirements, structure of the BOD and new management structure of the Company	BOD
	17. Report on the list and resume of members of the Board of Directors who are nominated and self-nominated	BOD
	18. Voting on the Proposed list (item 17)	BOD
	19. Approval of electoral rules	Election Committee
	20. Election and vote counting	
12:25 - 12:45	Break/Clip	
12:45 - 12:50	21. Announcement of election results for members of the Board of Directors	Election Committee
12:50 - 13:00	22. BOD meeting to elect the Chairman, Vice Chairman of the Board of Directors, General Director; Announcement of election results	New BOD
13:00 - 13:10	23. Introduction of BOD term 2023-2027 to the General Meeting of Shareholders	New BOD
13:10 - 13:30	24- Remarks by the leaders at the meeting - Acknowledgment and responses	
	III-CLOSING	
13:30 -13:35	- Approval of the Meeting Minutes/Resolution (voting)	Secretariat
13:35 - 14:35	- Acknowledgment - Closing - Luncheon	Organizers

ON BEHALF OF THE ORGANIZERS *h*
CHAIRMAN



Nguyễn Quốc Đình
Nguyễn Quốc Đình

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POWER OF ATTORNEY

ATTENDANCE AT ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2023
OF IMEXPHARM CORPORATION (IMP)

To: THE ORGANIZER OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
IN 2023-IMEXPHARM CORPORATION

1. *The Authorizer:*

Name of authorizer (individual/organization):

ID Card/ Passport/ Citizen Identification/ Enterprise Registration Certificate

No.: Issuing date:

Address:

The legal representative of shareholder being an organization:

Currently owns:Imexpharm Corporation (IMP) shares.

2. *The Authorized Person:*

2.1. Mr. (Ms):

ID Card/ Passport/ Citizen Identification No.: Issuing date:

Phone:

Or:

2.2 Authorize to one (01) of the members of the Board of Directors (“**BOD**”) of Imexpharm Corporation (please mark “X” into the following box you select to be an authorized representatives).

☐ Mr. Nguyen Quoc Dinh– Chairman of BOD

☐ Ms. Tran Thi Dao – Vice Chairwomen of BOD

☐ Mr. Ngo Minh Tuan – Member of BOD

☐ Mr. Le Van Nha Phuong - Member of BOD

☐ Mr. Truong Minh Hung – Member of BOD

☐ Ms. Han Thi Khanh Vinh – Member of BOD

3. *The content of the authorization:*

The Authorizer authorizes to the Authorized Person (*Please mark X into the following boxes*);

- The number of shares being authorized:

☐ All of the shares

☐ Partial: Shares

- *Scope of authorization:* Attend the Annual General Meeting and act on the voting.

The Authorized Party has to act within the scope of authorization granted in this Power of attorney and may not delegate any authority to any third party except for being accepted by the Authorizer. This Power of attorney shall be effective from its signing date to the end of Annual General Meeting of Shareholders in 2023.

....., Day ... Month ... Year 2023

THE AUTHORIZED PERSON

(Sign, full name)

THE AUTHORIZER

(Sign, full name)



IMEXPHARM CORPORATION

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Cao Lanh City, April 7, 2023

**REGULATIONS ON SELF-NOMINATION AND NOMINATION
FOR THE BOARD OF DIRECTORS TERM 2023 - 2027**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, dated June 17, 2020;
- Pursuant to Imexpharm Corporation's Charter;
- Pursuant to Imexpharm Corporation's existing Internal regulations on corporate governance;

**ELIGIBILITY CONDITIONS FOR SELF-NOMINATION AND NOMINATION FOR
THE BOARD OF DIRECTORS AT IMEXPHARM CORPORATION**

1. Self-nomination and nomination for the Board of Directors can be made if the following conditions are met:

The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors, specifically as follows:

- a) Shareholder or group of shareholders holding 10% to less than 30% of the total number of shares with voting rights shall be entitled to nominate up to 02 (two) candidates; from 30% to less than 40% entitled to nominate up to 03 (three) candidates; from 40% to less than 50% entitled to nominate up to 04 (four) candidates; from 50% to less than 60% entitled to nominate up to 05 (five) candidates; from 60% to less than 70% entitled to nominate up to 06 (six) candidates; from 70% to less than 80% entitled to nominate up to 07 (seven) candidates; from 80% to less than 90% entitled to nominate up to 08 (eight) candidates.
- b) In case the number of candidates nominated is smaller than the maximum number of candidates they may nominate according to a decision of the General Meeting of Shareholders, other candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

2. Members of the Board of Directors must:

- a) be legally competent, not be banned from business administration as prescribed in Clause 2 Article 17 of the Law on Enterprises;
- b) have qualifications and experience of business administration; Members of the Board of Directors are not necessarily shareholders of the Company, unless otherwise prescribed by the Company's charter.
- c) may concurrently serve as Members of the Board of Directors in other companies.

3. Independent members of the Board of Directors must:

- a) not be a current employee of the Company or its parent company or subsidiary; not be a person that used to work for the Company or its subsidiary over the previous 03 consecutive years;
- b) not be a person receiving salaries or remuneration from the Company, except for the prescribed benefits to which Members of the Board of Directors are entitled;
- c) not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder or a manager of the Company or its subsidiary;
- d) not directly or indirectly hold at least 1% of the Company's voting shares;
- e) not ever serve as Member of the Board of Directors, the Supervisory Board over at least previous 05 consecutive years, unless they were elected for 2 consecutive terms.

4. The person who is nominated or self-nominated for the Board of Directors must be legally accountable to the General Meeting of Shareholders for the accuracy and truthfulness of his or her curriculum vitae.

5. The deadline to submit self-nomination for the Board of Directors of Imexpharm Corporation is **before 13:30 on April 17, 2023 (according to the postmark of the place of receipt)**. Please send the nomination and self-nomination documents to the Company's head office (No. 4, Street 30/4, Ward 1, Cao Lanh City, Dong Thap Province). After the aforesaid deadline, all nominations and self-nominations will be invalid.

NOMINATION AND SELF-NOMINATION DOECUMENTS INCLUDE: 02 original copies

- 1. Nomination/Self-nomination Form
- 2. Curriculum vitae following the prescribed template (attested by local authority or by the employer)
- 3. Relevant qualifications (attested)

ORGANIZERS

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SELF-NOMINATION FORM
FOR MEMBER OF THE BOARD OF DIRECTORS

To: IMEXPHARM PHARMACEUTICAL JOINT STOCK COMPANY

My name is:
National ID/Passport/Business Registration Certificate No.: Date
of issue: Place of issue:
Permanent address:
Organization:
Academic level: Major:
Currently owning: shares (*in words*: shares) accounting for...% of
the charter capital of Imexpharm Corporation, eligible to self-nominate for the Board of Directors
of the company as per regulations.

I would hereby request the Board of Directors of Imexpharm Corporation to allow me to run
for the Board of Directors for the term of 2023 - 2027.

If I am elected as a member of the Board of Directors by the shareholders, I undertake to
dedicate my competency and efforts to the Company's development.

Sincerely.

Attachments:

- Copy of ID card/Passport (certified);
- The candidate's curriculum vitae
(confirmed by the local authority or
organization).
- Copy of Degree/Qualification (certified)

....., date ... month ... year 2023

Self-nominee
(Signature and full name)

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NOMINATION LETTER FOR MEMBER OF BOD

To: IMEXPHARM CORPORATION

Name of shareholder/ Group of shareholders: *(see the list of entities below)*

Currently owns:.....shares, equivalent.....charter capital of Imexpharm Corporation *(Note: write the total number of shares of each shareholder in case nominating as a group of shareholders)*

In case nominating as a group of shareholders, please specify the list of shareholders with according ownership (in number of shares and % of charter capital) of each shareholder to the table below:

Name of shareholder	Number of shares	Percentage Holdings	Authorised signatory
...			
...			
Total			

We would like to nominate(....) member to stand for election to Board of Members of Imexpharm Corporation during the term of 2023-2027 at the Annual General Meeting 2023. Candidate's profile is as follows:

Full name:

Personal ID/ Business Registration No:

Date of issue:

Place of issue:

Permanent Residence Address:

Name of Current Employer:

Level of Expertise:

Specialised at:

Currently owns/ Representatively owns:.....share (in words:.....share), equivalent to..... charter capital of Imexpharm Corporation, is eligible to nominate member of the Board of Directors accordingly to regulations.

We commit to fully comply with the provision of Law and the Company's Charter on the nomination of members to the Board of Directors of the major shareholder/ group of major shareholders.

If elected by trusted shareholders as a member of the Board of Directors, the nominated member commits to fully comply with the provisions of Law and Imexpharm Corporation's Charter. At the same time, the nominated member also commits to fulfill all

the rights and obligations as a Board Member in accordance with the Company's Charter, Internal Management Regulation, and Operation Regulation of Imexpharm Corporation's Board of Directors.

Yours sincerely.

....., day.....month.....year.....

Nominated member

....., day.....month.....year.....

Representative of Shareholder/ Group of shareholders

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CIRRICULUM VITAE

(Applied for BOD member candidates of Imexpharm Corporation)

1. Name and Surname :
2. Gender: ☐ Male; ☐ Female
3. Date of birth:.....
4. Place of birth :
5. Identity card, citizen card, Passport number:
- Date of issue:; Place of issue:
6. Nationality:
7. Current residential address:
8. Mailing address:
9. Contact phone number:.....
10. Educational level:
11. Level of Expertise:
12. Career: ☐ Civil servant; ☐ Public Servant; ☐ Other:
13. Number of held shares:
- For self-nominated candidates:
 - Personally held shares:.....
- For candidates nominated by an organization
 - Name of nominating organization:.....
 - Number of held shares:
14. Education background: (attached documents are allowed)

Time	School	Major	Award	Discipline

15. Working Experience

Time	Name of Organization	Title/Position	Performance Index	Award	Discipline

16. Current title (s) in other organizations

No.	Position	Name of Organization	Note

17. **Family relationships** (Wife, husband, biological father, natural mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, brother in-law, sister-in-law)

Relationship	Name and surname	Date of birth	ID card, citizen card, Passport number	Permanent Address	Career	Number of held shares

I undertake that I will take full responsibility for the accuracy, truthfulness of all information I declared.

..... Day...Month...Year 2023

Candidate

(Signature and full name)

Verified by competent authority