

No.: 10.../TTr – HDQTCao Lanh City, April 03th, 2023

**AMENDMENTS TO THE CHARTER OF
IMEXPHARM CORPORATION
AT THE ANNUAL GENERAL MEETING 2023**

Pursuant to the Law on Enterprises 2020;

Pursuant to the Charter of Imexpharm Corporation;

Imexpharm Board of Directors would hereby submit to the General Meeting of Shareholders the following amendments to the **“Charter”** as follows:

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| | | Regulations on the Supervisory Board and Supervisory Board members. | Remove all regulations related to the Supervisory Board and Supervisory Board members. | |
| Article 11. Structure of organization, management and control | Article 11. Structure of organization, management and control | Structure of organization, management and control of the Company include: 1. General Meeting of Shareholders; 2. Board of Directors; 3. Supervisory Board; 4. General Director | Structure of organization, management and control of the Company include: 1. General Meeting of Shareholders; 2. Board of Directors (BOD); 3. Audit Committee under the BOD; 4. General Director | |
| Article 12. Shareholder's rights: | Article 12. Shareholder's rights: | 3. The shareholder or group of shareholders that holds at least 5% of total ordinary shares is entitled to the following rights: | 3. The shareholder or group of shareholders that holds at least 5% of total ordinary shares is entitled to the following rights: | |
| | | a) To review, look up and make an extract of the | a) To review, look up and make an extract of the | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Company's trade secrets; | minutes, resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to approval by the BOD and other documents, except documents relevant to the Company's trade secrets; | |
| | | To request the Supervisory Board to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, enterprise/organization ID numbers and headquarters addresses of Shareholders that are organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the inspection; | c) To request the BOD to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, enterprise/organization ID numbers and headquarters addresses of Shareholders that are organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the | |

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| | | | inspection; | |
| | | 4. 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 and Supervisory Board. Such nomination to the Board of Directors and Supervisory Board shall be conducted as follows: | 4. 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. The appointment of a BOD member shall be implemented as follows: | |
| | | a) Ordinary shareholders shall form a group to nominate candidates to the Board of Directors and the Supervisory Board shall notify about convening the meetings of groups of attending shareholders before the opening of the General Meeting of Shareholders; | a) Ordinary shareholders shall form a group to nominate candidates to the Board of Directors shall notify the meetings of groups of attending shareholders before the opening of the General Meeting of Shareholders; | |
| | | b) According to the number of Members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders mentioned in this Clause shall nominate one or some candidates for the Board of Directors and the Supervisory Board under a decision of the General Meeting of Shareholders. In case the number of candidates | b) According to the number of Members of the Board of Directors, the shareholder or group of shareholders mentioned in this Clause 2 shall nominate one or some candidates for the Board of Directors under a decision of the General Meeting of Shareholders. In case the number of candidates nominated is smaller than the | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | 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. | 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 and other shareholders. | |
| Article 14. General Meeting of Shareholders | Article 14. General Meeting of Shareholders | 3. The Board of Directors must convene an extraordinary General Meeting in the following cases: | 3. The Board of Directors must convene an extraordinary General Meeting in the following cases: | |
| | | c. The number of members of the Board of Directors, independent members of the Board of Directors, and members of the Supervisory Board is less than the number as prescribed by law or the number of members of the Board of Directors is reduced by more than 1/3 (one third) of the prescribed number in this Charter; | c. The number of members of the Board of Directors, independent members of the Board of Directors is less than the number prescribed by law or the number of members of the Board of Directors is reduced by more than 1/3 (one third) of the prescribed number in this Charter; | |
| | | e. The Supervisory Board requests to convene a meeting if it has reasons to believe that BOD members or executive managers seriously violate their obligations under | Remove the entire point e. | |

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| | | Article 165 of the Law on Enterprises or the Board of Directors act or intend to act outside of their authorization; | | |
| | | 4. To convene an extraordinary General Meeting | 4. To convene an extraordinary General Meeting | |
| | | a. The Board of Directors must convene a General Meeting of Shareholders within a time limit of thirty (30) days as from the date on which the number of remaining members/independent members of the Board of Directors or Supervisory Board members is as stipulated in Point c, Clause 3 of this Article or from the date of receiving the request stipulated in Points d and e, Clause 3 of this Article; | a. The Board of Directors must convene a General Meeting of Shareholders within a time-limit of thirty (30) days as from the date on which the number of remaining members/independent members of the Board of Directors is as stipulated in Point c, Clause 3 of this Article or from the date of receipt of the request stipulated in Points d and e, Clause 3 of this Article; | |
| | | b. If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, in place of the Board of Directors, convene the General Meeting of Shareholders within thirty (30) subsequent days in | Remove the entire point b. | |

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| | | accordance with Clause 5 Article 136 of the Law on Enterprises. | | |
| | | <p>c. Where the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the subsequent thirty (30) days, the shareholders or group of shareholders with requirements prescribed at Point d, Clause 3 of this Article, have the right to convene the General Meeting of Shareholders on behalf of the Board of Directors and the Supervisory Board as prescribed in Clause 4, Article 140 of the Law on Enterprises.</p> <p>In this case, the shareholder or group of shareholders that convene a General Meeting of Shareholders have the right to request the business registration agency to supervise order and procedures for convening and conducting meetings and making decisions of the General Meeting of Shareholders. All expenditures for the convention and</p> | <p>b. Where the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the subsequent thirty (30) days, the shareholders or group of shareholders with requirements prescribed at Point d, Clause 3 of this Article, have the right to convene the General Meeting of Shareholders on behalf of the Board of Directors and the Supervisory Board as prescribed in Clause 4, Article 140 of the Law on Enterprises.</p> <p>In this case, the shareholder or group of shareholders that convene a General Meeting of Shareholders have the right to request the business registration agency to supervise order and procedures for convening and conducting meetings and making decisions of the General Meeting of Shareholders. All</p> | |

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| | | organization of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses may not include shareholders' expenditure when attending the General Meeting of Shareholders, including accommodation and travel expenses. | expenditures for the convention and organization of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses may not include shareholders' expenditure when attending the General Meeting of Shareholders, including accommodation and travel expenses. | |
| Article 15. Rights and obligations of the General Meeting of Shareholders | Article 15. Rights and obligations of the General Meeting of Shareholders | 1. The Annual General Meeting shall discuss and adopt the following issues: | 1. The Annual General Meeting shall discuss and adopt the following issues: | |
| | | c) Report of the Supervisory Board; | Remove point c. | |
| | | 2. The Annual General Meeting and Extraordinary General Meeting adopts the following issues: | 2. The Annual General Meeting and Extraordinary General Meeting adopts the following issues: | |
| | | e. Election, dismissal or gross misconduct dismissal and replacement of members of the Board of Directors and members of the Supervisory Board; | e. Election, dismissal or gross misconduct dismissal and replacement of members of the Board of Directors; | |
| | | h. Approval of internal management regulation; operating rules of the | h. Approval of internal management regulation; operating rules of the | |

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| | | Board of Directors and the Supervisory Board; | Board of Directors; | |
| | | 1. Inspection and handling of breaches by the Board of Directors and the Supervisory Board which cause damage to the Company and its Shareholders; | 1. Inspection and handling of breaches by the Board of Directors which cause damage to the Company and its Shareholders; | |
| Article 18. Convene General Meeting of Shareholders , prepare agenda and announce General Meeting of Shareholders | Article 18. Convene General Meeting of Shareholders , prepare agenda and announce General Meeting of Shareholders | 3. The announcement of a meeting of the General Meeting of Shareholders shall be sent to all Shareholders by a secured method and at the same time shall be published on the website of the Company, the State Securities Commission and the Stock Exchange. Such notice must be sent at least 21 (twenty-one) days prior to the opening date of the meeting of the General Meeting of Shareholders, (calculated from the date on which the notice is validly sent or on appropriately transported, postal charge is paid, or the date on which the notice is put in the mailbox). The meeting agenda of the General Meeting of Shareholders and documents relating to the matters to be voted at the meeting shall be sent to | 3. The announcement of a meeting of the General Meeting of Shareholders shall be sent to mailing addresses of the Shareholders and at the same time shall be published on the website of the Company, the State Securities Commission and the Stock Exchange. Such notice must be sent at least 21 (twenty-one) days prior to the opening date of the meeting of the General Meeting of Shareholders, (calculated from the date on which the notice is validly sent or on appropriately transported, postal charge is paid, or the date on which the notice is put in the mailbox). The meeting agenda of the General Meeting of Shareholders and documents relating to the | |

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| | | <p>the Shareholders and/or published on the website of the Company. In the case that no document is attached with the notice of the meeting of the General Meeting of Shareholders, the invitation notice to the meeting must specify the website address in order to enable the Shareholders to access such materials:</p> <p>a.....</p> <p>b. The list and detailed information of candidates in case of electing the Board of Director's members, the Supervisory Board's members;</p> | <p>matters to be voted at the meeting shall be sent to the Shareholders and/or published on the website of the Company. In the case that no document is attached with the notice of the meeting of the General Meeting of Shareholders, the invitation notice to the meeting must specify the website address in order to enable the Shareholders to access such materials:</p> <p>a.....</p> <p>b. The list and detailed information of candidates in case of electing the Board of Director's members;</p> | |
| Article 20. Procedures for conducting and voting at the General Meeting of Shareholders | Article 20. Procedures for conducting and voting at the General Meeting of Shareholders | <p>4. Chairman of the Board of Directors shall preside over the meetings convened by the Board of Directors. If the chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by the majority rule. Where no one is elected to act as a meeting chair, the Chairman of the Supervisory Board shall</p> | <p>4. Chairman of the Board of Directors shall preside over the meetings convened by the Board of Directors. If the chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by the majority rule.</p> <p>In other cases, the person who signs to convene a General Meeting of</p> | Article 154 of the Law on Enterprises 2020 |

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| | | <p>facilitate so that the General Meeting of Shareholders can elect the meeting chair among the participants and the person with the highest votes shall be appointed as the meeting chair.</p> <p>In other cases, the person who signs to convene a General Meeting of Shareholders of Shareholders shall facilitate the General Meeting of Shareholders to elect the meeting chair and the person with the highest votes shall be appointed as meeting chair.</p> | <p>Shareholders of Shareholders shall facilitate the General Meeting of Shareholders to elect the meeting chair and the person with the highest votes shall be appointed as meeting chair.</p> | |
| Article 22. Authority and formalities for collecting ballots of shareholders to adopt Resolutions of the General Meeting of Shareholders | Article 22. Authority and formalities for collecting ballots of shareholders to adopt Resolutions of the General Meeting of Shareholders | <p>1. The Board of Directors is entitled to carry out absentee voting of shareholders to adopt the decision of the General Meeting of Shareholders when it is deemed necessary for the company's interest. Issues that can be consulted via written ballots:</p> <p>e) Election, dismissal or gross misconduct dismissal of members of the Board of Directors and the Supervisory Board;</p> | <p>1. The Board of Directors is entitled to carry out absentee voting of shareholders to adopt the decision of the General Meeting of Shareholders when it is deemed necessary for the company's interest. Issues that can be consulted via written ballots:</p> <p>e) Election, dismissal or gross misconduct dismissal of members of the Board of Directors;</p> | Article 167 of the Law on Enterprises 2020 |

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| | | 2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The Board of Directors must ensure to send and release the documents to Shareholders within a reasonable period for the review and voting and such materials must be sent at least [15 (fifteen)] days prior to the expiry date of receipt of written opinion forms. The requirements and formality of sending written opinion forms and attached documents are complied with the provisions stipulated in Clause 3 of Article 18 of this Charter. | 2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The Board of Directors must ensure to send and release the documents to Shareholders within a reasonable period for the review and voting and such materials must be sent at least [10 (ten)] days prior to the expiry date of receipt of written opinion forms. The requirements and formality of sending written opinion forms and attached documents are complied with the provisions stipulated in Clause 3 of Article 18 of this Charter. | |
| | | 6. The Board of Directors counts the votes and makes minutes of the vote counting witnessed by the Supervisory Board or an independent member of the Board of Directors of a shareholder who is not an executive. The vote counting minutes shall contain the following | 6. The Board of Directors counts the votes and makes minutes of the vote counting witnessed by an independent member of the Board of Directors and a representative of a shareholder who is not an executive. The vote counting minutes shall | |

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| | | information: | contain the following information: | |
| Article 24. Request to cancel decisions of the Shareholders' Meeting | Article 24. Request to cancel decisions of the Shareholders' Meeting | Within 90 (ninety) days from the day on which the General Meeting of Shareholders minutes or vote counting minutes is received for consultation via written ballots, the members of the Board of Directors, members of the Supervisory Board, the General Director, shareholders or group of shareholders mentioned in Clause 3 Article 12 of this Charter may request a court or arbitral tribunal to consider annulling the Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases: | Within 90 (ninety) days from the day on which the General Meeting of Shareholders minutes or vote counting minutes is received for consultation via written ballots, the members of the Board of Directors, the General Director, the shareholder or group of shareholders mentioned in Clause 3 Article 12 of this Charter may request a court or arbitral tribunal to consider annulling the Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases: | |
| Article 25. Self-nomination and nomination of members for the Board of Directors | Article 25. Self-nomination and nomination of members for the Board of Directors | 2. 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 and Supervisory Board, specifically as follows: | 2. 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: | |
| | | Shareholder or group of shareholders holding 10% to less than 30% of the total number of shares | Shareholder or group of shareholders holding 10% to less than 30% of the total number of | |

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| | | <p>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.</p> <p>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, Supervisory Board, and other shareholders.</p> | <p>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.</p> <p>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 and other shareholders.</p> | |
| Article 30. Meetings of the Board of Directors | Article 30. Meetings of the Board of Directors | 3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors and | 3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors and | |

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| | | must not delay without plausible reason, when one of the following subjects has written proposal to present the purpose of the meeting and the issues to be discussed: | must not delay without plausible reason, when one of the following subjects has written proposal to specify the purpose of the meeting and the issues to be discussed: | |
| | | a. Supervisory Board; | Remove point a. | |
| | | <p>7. Notices of BOD meeting must be sent in advance to the members of the Board of Directors and the Supervisory Board members at least 05 (five) working days before the date of the meeting. A member of the Board of Directors may refuse the meeting invitation in writing, this refusal may be changed or canceled in writing by such member of the Board of Directors. The invitation of BOD meeting must be made in writing in Vietnamese and fully notify the meeting time, venue, agenda and content of the discussed issues, together with necessary documents on the issues to discussed and voted at the meeting, and the vote of the member.</p> <p>The invitation shall be sent by post, fax, email, or other means, as long as</p> | <p>7. Notices of BOD meeting must be sent in advance to the members of the Board of Directors at least 05 (five) working days before the date of the meeting. A member of the Board of Directors may refuse the meeting invitation in writing, this refusal may be changed or canceled in writing by such member of the Board of Directors. The invitation of BOD meeting must be made in writing in Vietnamese and English and fully notify the meeting time, venue, agenda and content of the discussed issues, together with necessary documents on the issues to discussed and voted at the meeting, and the vote of the member.</p> <p>The invitation shall be sent by mail, fax, email,</p> | |

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| | | they reach the contact address of every member of the Board of Directors and the Supervisory Board as registered with the Company. | or other means, as long as they reach the mailing address of every member of the Board of Directors and the Supervisory Board as registered with the Company. | |
| | | 11. Vote: | 11. Vote: | |
| | | e. Members of the Supervisory Board shall be entitled to attend and discuss in the meetings of the Board of Directors, but they have no voting right. | Remove point e. | |
| Article 31. BOD Committees | Article 31. BOD Committees | <p>1. Based on the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decided to establish affiliated committees to support the activities of the Board of Directors, including:</p> <ul style="list-style-type: none"> - Strategy Committee; - Human Resource and Remuneration Committee; - Internal Audit and Risk Management Committee; <p>2. Based on the approval of the General Meeting of Shareholders, the Board of Directors may issue a decision to establish other</p> | <p>1. Based on the organizational structure in the Charter approved by the General Meeting of Shareholders, the Board of Directors decided to establish the Audit Committee under the Board of Directors. The operation of the Audit Committee is in accordance with the Company's Internal Management Regulation. The other committee(s) and its (their) operation shall be established by the BOD from time to time.</p> <p>2. The Audit Committee is a specialized body</p> | The sample Charter promulgated together with Circular 116/2020/TT-BTC |

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| | | <p>committees if deemed necessary.</p> <p>3. The term of BOD Committees shall be the same as the term of the Board of Directors.</p> | <p>under the Board of Directors. The audit committee has 2 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.</p> <p>3. Members of the Audit Committee must be knowledgeable of accounting and auditing, have a general understanding of laws and operations of the Company, and do not fall into the following cases:</p> <p>a) Work in the accounting and finance departments of the Company;</p> <p>b) A member or employee of the accredited audit firm that audits the Company's financial statements over the last 03 consecutive years.</p> | |

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| | | | <p>4. The Chairman of the Audit Committee must hold a bachelor's degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.</p> <p>5. Based on relevant laws, the Board of Directors may issue a decision to establish committees to support the Board of Directors' operations and notify shareholders.</p> | |
| Article 32. Person in charge of corporate governance | Article 32. Person in charge of corporate governance | 4. A person in charge of corporate governance has the following rights and obligations: | 4. A person in charge of corporate governance has the following rights and obligations: | |
| | | b. Prepare meetings of the Board of Directors, Supervisory Board and General Meetings of Shareholders at the request of the Board of Directors or the Supervisory Board; | b. Prepare meetings of the Board of Directors and General Meetings of Shareholders at the request of the Board of Directors; | |
| | | f. Provide financial information, copies of BOD meeting minutes and other information to the members of the Board of Directors and Supervisory | f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | Board; | Directors; | |
| IX. SUPERVISORY BOARD | None | Article 36. Self-nomination and nomination of candidates for Supervisory Board members Article 37. Supervisor Article 38. The Supervisory Board | REMOVE ALL PROVISIONS ON SUPERVISORY BOARD AND SUPERVISORY BOARD MEMBERS | |
| X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERISORY BOARD, THE GENERAL DIRECTORS AND EXECUTIVE OFFICERS | IX. RESPONSIBILITIES OF MEMBER S OF THE BOARD OF DIRECTO RS, GENERAL DIRECTO R AND MANAGE RS | | | |
| Article 39. Duty of care | Article 36. Duty of care | Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives are responsible for performing their duties, including duties as members of committees | Members of the Board of Directors, the General Director and other executives are responsible for performing their duties, including duties as members of committees | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | under the Board of Directors in an honest and careful manner for the benefit of the Company. | under the Board of Directors in an honest and careful manner for the benefit of the Company. | |
| Article 40. Duty of honesty and avoidance of conflicts of interest | Article 37. Duty of honesty and avoidance of conflicts of interest | 1. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers must disclose their related interests in compliance with regulations of the Law on Enterprises and other relevant law. | 1. Members of the Board of Directors, General Director, and other managers must disclose their related interests in compliance with Article 164 of the Law on Enterprises and other relevant law. | |
| | | 2. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers must not take advantage of business opportunities beneficial to the Company or exclusive inside information for self-interest or interest of another organization/individual. | 2. Members of the Board of Directors, General Director and other managers must not take advantage of business opportunities beneficial to the Company or exclusive inside information for self-interest or interest of another organization/individual. | |
| | | 3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers shall be responsible for notifying the Board of Directors of any potential conflict of interest with the Company | 3. Members of the Board of Directors, General Director and other managers shall be responsible for notifying the Board of Directors of any potential conflict of interest with the Company which they | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | which they may be entitled to via other economic entities, transactions or individuals. | may be entitled to via other economic entities, transactions or individuals. | |
| | | 4. Unless otherwise decided by the General Meeting of Shareholders, the Company may not grant loans or guarantees to members of the Board of Directors, members of Supervisory Board, the General Director and other executives, and individuals, organizations related to the above members or legal entities in which these members have financial interests, unless the public companies and the organizations related to these members are in the same group or operating in groups of companies, including parent companies and subsidiaries, economic groups, or unless otherwise prescribed by law. | 4. Unless otherwise decided by the General Meeting of Shareholders, the Company may not grant loans or guarantees to members of the Board of Directors, the General Director and other executives, and individuals, organizations related to the above members or legal entities in which these members have financial interests, unless the public companies and the organizations related to these members are in the same group or operating in groups of companies, including parent companies and subsidiaries, economic groups, or unless otherwise prescribed by law. | |
| | | 5. Contracts or transactions between the Company and one or more of the BOD members, Supervisory Board members, General Director and other | 5. Contracts or transactions between the Company and one or more of the BOD members, General Director and other managers and their | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | managers and their related organizations/persons or a company, partner, association, or organization where the BOD members, Supervisory Board members, the General Director other managers or their related persons serve as a member, or have related financial interest shall not be nullified in the following cases: | related organizations/persons or a company, partner, association, or organization where the BOD members, the General Director other managers or their related persons serve as a member, or have related financial interest shall not be nullified in the following cases: | |
| | | a. For contracts with a value smaller than or equal to 20% (twenty per cent) of the total value of assets recorded in the most recent financial statements, the key elements of the contracts or transactions as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, General Director and other managers are reported to the Board of Directors. In addition, the Board of Directors which has approved the execution of such contract or transaction honestly by a majority of votes from the members of the Board | a. For contracts with a value smaller than or equal to 20% (twenty per cent) of the total value of assets recorded in the most recent financial statements, the key elements of the contracts or transactions as well as the relationships and interests of the members of the Board of Directors, General Director and other managers are reported to the Board of Directors. In addition, the Board of Directors which has approved the execution of such contract or transaction honestly by a majority of votes from the members of the Board does not have any related | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| Previous Charter | New Charter | | | |
| | | does not have any related interests; | interests; | |
| | | b. For contracts with a value greater than 20% (twenty per cent) of the total value of assets recorded in the most recent financial statements, the key elements of the contracts or transactions as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, General Director and other managers are disclosed to the shareholders having no related interests and having the right to vote on that issue, and those shareholders have voted to approve such contracts or transactions; | b. For contracts with a value greater than 20% (twenty per cent) of the total value of assets recorded in the most recent financial statements, the key elements of the contracts or transactions as well as the relationships and interests of the members of the Board of Directors, General Director and other managers are disclosed to the shareholders having no related interests and having the right to vote on that issue, and those shareholders have voted to approve such contracts or transactions; | |
| | | c. The contracts or transactions are regarded as fair and reasonable by an independent consulting firm in all aspects related to the company's shareholders at the time the transactions or contracts are approved by the Board of Directors or the General Meeting of Shareholders. Members of the Board of Directors, | c. The contracts or transactions are regarded as fair and reasonable by an independent consulting firm in all aspects related to the company's shareholders at the time the transactions or contracts are approved by the Board of Directors or the General Meeting of Shareholders. Members | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | members of the Supervisory Board, General Director, other managers and related organizations/persons of the aforesaid members must not use the information not yet publicly disclosed by the Company or disclose such information to others to carry out related transactions. | of the Board of Directors, General Director, other managers and related organizations/persons of the aforesaid members must not use the information not yet publicly disclosed by the Company or disclose such information to others to carry out related transactions. | |
| Article 41. Liabilities for damage and compensation | Article 38. Liabilities for damage and compensation | 1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers who violate their duty of honesty and care, fail to fulfill their obligations with diligence and professional capacity shall be held accountable for the damage caused by their acts of violations. | 1. Members of the Board of Directors, the General Director and other managers who violate their duty of honesty and care, fail to fulfill their obligations with diligence and professional capacity shall be held accountable for the damage caused by their acts of violations. | |
| | | 2. The Company shall compensate for those who have been, are or may become a party involved in the complaints, lawsuits and prosecution (including civil and administrative cases, and not the lawsuits initiated by the Company as the plaintiff) if that person used to be or is now a member of the Board of Directors, member of the | 2. The Company shall compensate for those who have been, are or may become a party involved in the complaints, lawsuits and prosecution (including civil and administrative cases, and not the lawsuits initiated by the Company as the petitioner) if that person used to be or is now a | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | Supervisory Board, General Director, other manager, employee, or representative authorized by the Company or that person has been or is now implementing the Company's requests as a member of the Board of Directors, manager, employee, or authorized representative of the Company provided that he or she has acted with duty of care and honesty for or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence to confirm that such person has violated his/her duties. | member of the Board of Directors, General Director, other manager, employee, or representative authorized by the Company or that person has been or is now implementing the Company's requests as a member of the Board of Directors, manager, employee, or authorized representative of the Company provided that he or she has acted with duty of care and honesty for or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence to confirm that such person has violated his/her duties. | |
| | | 3. When performing the tasks or executing the work as authorized by the Company, members of the Board of Directors, members of the Supervisory Board, other managers, employees, or authorized representatives of the Company shall be compensated by the Company when becoming an involved party in | 3. When performing the tasks or executing the work as authorized by the Company, members of the Board of Directors, other managers, employees, or authorized representatives of the Company shall be compensated by the Company when becoming an involved party in complaints, | |


| Article | | Content of previous Charter | Content of new Charter | Note |
|---|---|--|--|------|
| Previous Charter | New Charter | | | |
| | | complaints, lawsuits and prosecution (except for the lawsuits where the Company is the plaintiff) in the following cases: | lawsuits and prosecution (except for the lawsuits where the Company is the plaintiff) in the following cases: | |
| Article 42. Right to inspect books and records | Article 39. Right to inspect books and records | 2. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers have the right to check the register of shareholders, the list of shareholders and other books and records of the Company for purposes relevant to his/her mandate provided that this information is kept confidential. | 2. Members of the Board of Directors, General Director and other managers have the right to check the register of shareholders, the list of shareholders and other books and records of the Company for purposes relevant to his/her mandate provided that this information is kept confidential. | |
| | | 3. The Company must keep this Charter and its amendments and supplements, the Business Registration Certificate, regulations, property ownership documents, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors. Reports of the Supervisory Board, annual financial statements, accounting | 3. The Company must keep this Charter and its amendments and supplements, the Business Registration Certificate, regulations, property ownership documents, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors. Annual financial statements, accounting books and | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | books and other documents as prescribed by law at the headquarters or another place provided that the shareholders and the Business Registration Authority are informed of the filing location of these documents. | other documents as prescribed by law at the headquarters or another place provided that the shareholders and the Business Registration Authority are informed of the location of these documents. | |
| Article 47. Accounting system | Article 44. Accounting system | <p>1. The accounting regime adopted by the Company is the Vietnamese Accounting Standards (VAS) or other unique accounting systems approved by the competent authority and endorsed by the Ministry of Finance.</p> <p>2. The Company's accounting books and records shall be made in Vietnamese and archived in accordance with laws on accounting and other relevant laws. Records and accounting books must be accurate, current, and complete to demonstrate and explain the Company's transactions.</p> <p>3. The Company's accounting currency is VND. If the Company's transactions primarily use a foreign currency, the Company may select such foreign currency as the</p> | <p>1. The accounting regime adopted by the Company is the Vietnamese Accounting Standards (VAS) or other unique accounting systems approved by the competent authority and endorsed by the Ministry of Finance. The company can apply international financial reporting standards (IFRS) if the required conditions are qualified, and it is approved by the Board of Directors.</p> <p>2. The Company's accounting books and records shall be made in Vietnamese and archived in accordance with laws on accounting and other relevant laws. Records and accounting books must be accurate, current, and complete to demonstrate and explain the Company's</p> | |

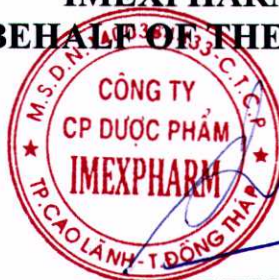
| Article | | Content of previous Charter | Content of new Charter | Note |
|--|--|--|--|------|
| Previous Charter | New Charter | | | |
| | | accounting currency. The Company shall be accountable for such selection and keep relevant tax authority informed of such selection. | transactions. 3. The Company's accounting currency is VND. If the Company's transactions primarily use a foreign currency, the Company may select such foreign currency as the accounting currency. The Company shall be accountable for such selection and keep relevant tax authority informed of such selection. | |
| Article 55. Internal dispute resolution | Article 52. Internal dispute resolution | 1. In case of disputes or complaints related to the Company's operations or to the rights and obligations of the shareholders as stipulated in the Law on Enterprises, other regulatory provisions, the Company's Charter stipulating between: | 1. In case of disputes or complaints related to the Company's operations or to the rights and obligations of the shareholders as stipulated in the Law on Enterprises, other regulatory provisions, the Company's Charter stipulating between: | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| Previous Charter | New Charter | | | |
| | | <p>b. Shareholders and the Board of Directors, Supervisory Board, General Director or other executive managers or senior managers.</p> <p>Involved parties will try to resolve the dispute through negotiation and reconciliation. Except for disputes concerning the Board of Directors or the BOD Chairman, the BOD Chairman shall resolve the disputes and require each party to present information related to the dispute within 15 working days from the date of arising dispute. Where the disputes are related to the Board of Directors and the BOD Chairman, any party may request the Chairman of the Supervisory Board to appoint an independent expert to act as an arbitrator for the dispute resolution process.</p> | <p>b. Shareholders and the Board of Directors, General Director or other executive managers or senior managers.</p> <p>Involved parties will try to resolve the dispute through negotiation and reconciliation. Except for disputes concerning the Board of Directors or the BOD Chairman, the BOD Chairman shall resolve the disputes and require each party to present information related to the dispute within 15 working days from the date of arising dispute. Where the disputes are related to the Board of Directors and the BOD Chairman, any party may negotiate to appoint an independent expert to act as an arbitrator for the dispute resolution process.</p> | |
| Article 57. Date of effectiveness | Article 53. Date of effectiveness | 1. This Charter consisting of 21 chapters with 57 articles and its whole effectiveness were approved by the General Meeting of Shareholders of Imexpharm Corporation on January 28, 2022 at the company's | 1. This Charter consisting of 20 chapters with ... articles and its whole effect were approved by the General Meeting of Shareholders of Imexpharm Corporation on ..., 2023 at the company's | |

| Article | | Content of previous Charter | Content of new Charter | Note |
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| | | headquarters at No. 4, 30/4 Street, Ward 1, Cao Lanh City, Dong Thap province. | headquarters at No. 4, 30/4 Street, Ward 1, Cao Lanh City, Dong Thap province. | |

The above are some suggestions for amendments and supplements to the Charter to be submitted to the General Meeting of Shareholders for approval. 

IMEXPHARM CORPORATION
ON BEHALF OF THE BOARD OF DIRECTORS



NGUYEN QUOC DINH