

No.: 08.../TTr – HĐQT

Cao Lanh City, April 03<sup>th</sup>, 2023

**THE PROPOSAL ON AMENDMENTS AND  
SUPPLEMENTATION TO THE OPERATIONAL  
REGULATION OF THE BOARD OF DIRECTORS  
IMEXPHARM CORPORATION**

Pursuant to the Law on Enterprises No.59/2020/QH14 promulgated by the National Assembly on 17 Jun 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 promulgated by the National Assembly on 26 Nov 2019;

Pursuant to the Decree 155/2020/ND-CP on specific guidelines for implementation of several articles of Securities Law;

Pursuant to Circular No.116/2020/TT-BTC on guidelines of several articles on administration applied to public companies in Decree No.155/2020/ND-CP;

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 **“Operational regulation of the Board of Directors”** as follows:

Article		Content of previous Regulations	Content of new Regulations	Note
Previous Regulations	New Regulations			
Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts	Article 12. Duties and entitlements of the Board of Directors in approving and concluding transaction contracts	1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed	1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a	

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		<p>by the Company, between the Company and any of the following entities:</p> <ul style="list-style-type: none"> <li>- Members of the Board of Directors, members of the Board of Controllers, the Director/General Director, other managers and their related persons;</li> <li>- Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;</li> <li>- Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.</li> </ul>	<p>smaller ratio or value prescribed by the Company, between the Company and any of the following entities:</p> <ul style="list-style-type: none"> <li>- Members of the Board of Directors, the Director/General Director, other managers and their related persons;</li> <li>- Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;</li> <li>- Enterprises that are related to the entities specified in Clause 2 Article 164 of the Law on Enterprises.</li> </ul>	
		<p>2. The Company's representatives shall send notices to members of the Board of Directors and the Board of Controllers when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide</p>	<p>2. The Company's representatives shall send notices to members of the Board of Directors when signing contracts and conducting transactions of the entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors</p>	



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		whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.	shall decide whether to approve the contract or transaction within 15 days from the receipt of the notice, unless another time limit is specified by the Company's Charter. Members of the Board of Directors having interests related to the parties to the contract or transaction must not vote.	
<b>Article 13. Responsibility of the Board of Directors to convene extraordinary GMS</b>	<b>Article 13. Responsibility of the Board of Directors to convene extraordinary GMS</b>	<p>1. The Board of Directors shall convene an extraordinary GMS in the following cases:</p> <p>a) It is considered necessary for the Company's interests by the Board of Directors;</p> <p>b) The remaining number of Board of Directors or Board of Controllers is smaller than the minimum number prescribed by law;</p> <p>c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into</p>	<p>1. The Board of Directors shall convene an extraordinary GMS in the following cases:</p> <p>a) It is considered necessary for the Company's interests by the Board of Directors;</p> <p>b) The remaining number of Board of Directors is smaller than the minimum number prescribed by law;</p> <p>c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into</p>	

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		multiple copies with signatures of relevant shareholders; d) It is requested by the Board of Controllers; dd) Other cases prescribed by law and the Company's Charter.	multiple copies with signatures of relevant shareholders; d) Other cases prescribed by law and the Company's Charter.	
		2. Convening the extraordinary GMS  The Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Controllers falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;	2. Convening the extraordinary GMS  The Board of Directors shall convene the GMS within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors falls below the minimum number specified in the Company's Charter, or the date of request mentioned in Point c and Point d Clause 1 of this Article;	
		3. The person who convenes the GMS shall perform the following tasks: a) Compile a list of shareholders having the right to participate in the meeting; b) Provide information and settle complaints relevant to the list of shareholders;	3. The person who convenes the GMS shall perform the following tasks: a) Compile a list of shareholders having the right to participate in the meeting; b) Provide information and settle complaints relevant to the list of	



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		c) Prepare the meeting agenda and contents; d) Prepare meeting documents; dd) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors and the Board of Controllers; e) Determine the meeting time and location; g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises; h) Other tasks serving the meeting.	shareholders; c) Prepare the meeting agenda and contents; d) Prepare meeting documents; dd) Draft the resolution of the GMS according to the meeting contents; compile a list of candidates and their details in case of election of members of the Board of Directors; e) Determine the meeting time and location; g) Send invitations to the shareholders having the right to participate in the meeting in accordance with the Law on Enterprises; h) Other tasks serving the meeting.	
<b>Article 14. Subcommittees of the Board of Directors</b>	<b>Article 14. Committees assisting the Board of Directors</b>	1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03	1. The Board of Directors establish the Audit Committee and other committees in accordance with relevant laws and send notice to shareholders. 2. The implementation of decisions of the Board of Directors or its committees shall be	

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		<p>persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these members shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.</p> <p>2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.</p>	<p>conformable with applicable regulations of law, the Company's Charter, company administration regulations, and operational regulation of the Board of Directors.</p>	
<b>Article 15. Meetings of the Board of Directors</b>	<b>Article 15. Meetings of the Board of Directors</b>	3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the	3. The Chairman of the Board of Directors shall convene a meeting of the	



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		<p>following cases:</p> <p>a) The meeting is requested by the Board of Controllers or independent members of the Board of Directors;</p> <p>b) The meeting is requested by the Director/General Director or at least 05 more managers;</p> <p>c) The meeting is requested by at least 02 members of the Board of Directors;</p> <p>d) Other cases prescribed by the Company's Charter.</p>	<p>Board of Directors in the following cases:</p> <p>a) The meeting is requested by the independent members of the Board of Directors;</p> <p>b) The meeting is requested by the Director/General Director or at least 05 more managers;</p> <p>c) The meeting is requested by at least 02 members of the Board of Directors;</p> <p>d) Other cases prescribed by the Company's Charter.</p>	
		<p>7. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Controllers.</p> <p>Members of the Board of Controllers are entitled to participate and discuss in meetings of the Board of Directors but must not vote.</p>	Remove item 7	
<b>Article 16. Minutes of meetings of</b>	<b>Article 16. Minutes of meetings of</b>	1. Minutes of all meetings of the Board of Directors shall be taken in the form	1. Minutes of all meetings of the Board of Directors shall be taken	

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the Board of Directors	the Board of Directors	<p>of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:</p> <p>a) The enterprise's name, headquarters address, identification number;</p> <p>b) The meeting time and location;</p> <p>c) Purposes, agenda and contents of the meeting;</p> <p>d) Full name of every participating member and their authorized participants; full names of absent members and reasons;</p> <p>dd) Issues to be discussed and voted at the meeting;</p> <p>e) Summaries of opinions of each participating member in chronological order;</p> <p>g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;</p> <p>h) Ratified issues and ratio of affirmative votes;</p> <p>i) Full names and signatures of the chair and minutes taker, except in</p>	<p>in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and English with the following contents:</p> <p>a) The enterprise's name, headquarters address, identification number;</p> <p>b) The meeting time and location;</p> <p>c) Purposes, agenda and contents of the meeting;</p> <p>d) Full name of every participating member and their authorized participants; full names of absent members and reasons;</p> <p>dd) Issues to be discussed and voted at the meeting;</p> <p>e) Summaries of opinions of each participating member in chronological order;</p> <p>g) The voting result, including specific members that cast affirmative votes, negative votes and abstentions;</p> <p>h) Ratified issues and ratio of affirmative votes;</p> <p>i) Full names and signatures of the chair</p>	



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		the case specified in Clause 2 of this Article.	and minutes taker, except in the case specified in Clause 2 of this Article.	
		5. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.	5. The minutes in Vietnamese and English have equal legal value.	
<b>Article 17. Submission of annual reports</b>	<b>Article 17. Submission of annual reports</b>	<p>1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:</p> <p>a) The Company's income statement;</p> <p>b) The financial statement;</p> <p>c) The report on management and administration of the Company;</p> <p>d) Verification report by the Board of Controllers.</p>	<p>1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the GMS:</p> <p>a) The Company's income statement;</p> <p>b) The financial statement;</p> <p>c) The report on management and administration of the Company;</p>	
		2. The reports mentioned in Points a, b and c Clause 1 of this Article shall be sent to the Board of Controllers for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.	2. The reports and documents specified above must be sent to the Board of Directors for assignment to the Audit Committee for verification at least 30 days before the opening date of the GMS unless otherwise prescribed by the Company's Charter.	


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		3. The reports mentioned in Clause 1 and Clause 2 of this Article, verification reports of the Board of Controllers and audit reports shall be retained at the Company's headquarters at least 10 days before the opening date of the GMS unless a longer time is prescribed by the Company's Charter. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.	3. The reports mentioned in Clause 1 and Clause 2 of this Article, and audit reports shall be retained at the Company's headquarters at least 10 days before the opening date of the GMS unless a longer time is prescribed by the Company's Charter. The shareholders that have held the Company's shares for at least 01 years are entitled to examine the reports mentioned in this Article themselves or together with their lawyers, accountants or audits who have practicing certificates.	
Article 18. Remunerations , bonuses and other benefits of members of the Board of Directors	Article 18. Remunerations , bonuses and other benefits of members of the Board of Directors	4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board	4. Members of the Board of Directors who are holding the executive positions or working in committees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by	



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		<p>of Directors.</p> <p>5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.</p>	<p>the Board of Directors.</p> <p>5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its committees.</p>	
<p><b>Article 22.</b>  <b>Relationship with the Board of Controllers, Internal audit and risk management subcommittee</b></p>	<p><b>Article 22.</b>  <b>Relationship with Audit Committee</b></p>	<p>1. The relationship between the Board of Directors and the Board of Controllers Internal audit and risk management subcommittee is cooperation. The Board of Directors shall work with the Board of Controllers, Internal audit and risk management subcommittee on equality and independence principles; cooperate and assist one another in performance of their tasks.</p> <p>2. When receiving inspection records or consolidated reports of the Board of Controllers, Internal audit and risk management subcommittee, the Board of Directors shall examine them and request relevant units to</p>	<p>1. The relationship between the Board of Directors and the audit committee is cooperation. The Board of Directors shall work with the audit committee on equality and independence principles; cooperate and assist one another in performance of their tasks.</p> <p>2. When receiving inspection records or consolidated reports of the Audit Committee, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.</p>	



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		formulate plans and promptly make rectifications.		

The above are some suggestions for amendments and supplements to the Operational regulation of the Board of Directors to be submitted to the General Meeting of Shareholders for approval. 

**IMEXPHARM CORPORATION  
ON BEHALF OF THE BOARD OF DIRECTORS**



  
**NGUYEN QUOC DINH**