

DRAFT

**RESOLUTION OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023
OF IMEXPHARM CORPORATION**

Pursuant to the Enterprises Law No.59/2020/QH14 on 17 Jun 2020;

Pursuant to the Law on Securities No.54/2019/QH14 on 26 Nov 2019;

Pursuant to the Charter of Imexpharm Corporation;

Pursuant to the Meeting minutes No.01/2023/BB-DHĐCĐ-IMP of the AGM 2023 of Imexpharm Corporation dated 28 Apr 2023.

RESOLUTION

Article 1. 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.

Article 2. Approval of the financial statements 2022 audited by PwC Vietnam Co., Ltd.

Article 3. 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.

Article 4. Approval of the Report of Supervisory Board in 2022 and 2018-2022 term.

Article 5. Approval of the Operating Expenses Proposal of the Board of Directors and the Supervisory Board in 2023.

Article 6. Approval of the Profit Distribution Proposal for 2022 and plan for dividend payout for 2023:

1. Profit distribution plan 2022:

No.	Details	Rate	Amount (VND)
1	Total profit before tax in 2022		291,404,142,440
2	Total profit after tax in 2022		223,540,317,602
3	Total expenditures from the Development Investment Fund		39,481,576,602
4	Total remaining profit from previous years		1,623,268,980
5	Distributed earnings	100.00%	264,645,163,184

6	15% dividend payout ratio (66,671,570 shares x VND 1,500/share) + 10% is paid in cash + 5% is paid in stock	37.79% 25.19% 12.60%	100,007,355,000 66,671,570,000 33,335,785,000
7	Bonus and welfare fund	15.00%	39,696,774,478
8	Bonus for the BOD and SB when the Company exceeds the profit targets	1.15%	3,055,610,298
	- Bonus for meeting the targets (1% of profit after tax)	0.84%	2,235,403,176
	- Bonus for exceeding the profit targets (5% of the excess profit compared to the planned target).	0.31%	820,207,122
9	Remaining profit distributed in 2022 will be put into undistributed profit after tax	46.06%	121,885,423,408

Plan to use funds

- **Bonus Fund:** To reward individuals and teams with good achievements contributing to the operation and development of the Company, decided by the General Director after consulting with the Bonus Council, in accordance with the Company's current bonus regulations.

- **Welfare fund:** To support activities to improve living standards, health and well-being of employees; implement CSR activities of the Company, decided by the General Director after consulting with the Executive Committee of the Company's Trade Union.

- **Investment and Development Fund:** Funds remaining as of December 31, 2022 is VND 453,317,592,589, (1) To invest intensively in production and business expansion, to serve as buffer for expenses and losses in the course of operating the Company (if any), proposed by the General Director and decided by the Board of Directors; (2) Due to different interpretation of the Law and tax regulations in different operations, tax data will be changed according to the final decision of the tax authorities so in the event of any tax differences, the General Director will use Investment and Development Fund to resolve; (3) To reward shares for shareholders to supplement charter capital (if any) in accordance with the law and the Company's Charter

2. Cash and stock dividend of 2022: The company will pay dividends within 30 days after receiving the list of shareholders from Vietnam Securities Depository Center (VSD), but no later than 6 months from the end of AGM 2023.

3. Dividend plan for 2023: The dividend payout ratio in 2023 is expected to be 15% on the Charter Capital, subject to final decision of the Board of Directors.

Article 7. Approval of the plan for issuing additional shares to increase charter capital and listing additional shares on Ho Chi Minh City Stock Exchange in 2023, specifically as follows:

By December 31, 2022, the charter capital was VND667,053,700,000, equivalent to 66,705,370 shares, including 66,671,570 outstanding shares and 33,800 treasury stocks;

A. Issue 1: Plan for issuance of additional shares to increase charter capital

I. Issuance of additional shares to pay dividends in shares to existing Shareholders

1. Issuance purpose: Pay dividends in shares to existing shareholders to increase charter capital, improve the image and scale of the company.

2. Issuance Plan:

- Name of share: Shares of Imexpharm Corporation
- Ticker Symbol: IMP
- Class of share: Ordinary shares
- Par value: VND 10,000/share
- Number of shares issued: Expected to be 3,333,578 shares (5% of the outstanding shares)
- Total par value issued: VND 33,335,780,000
- Eligible subscriber: Existing shareholders
- Payment method: Right exercise
- Dividend payment ratio: 100:5 (shareholders owning 100 shares on the record date of the list of eligible shareholders will receive 5 new shares).
- The number of additional shares issued to pay dividends in shares will be rounded down to the nearest integer. The decimal fraction (if any) will not be counted (the number of fractional shares is considered unissued)
For example: Shareholder A owns 559 shares at the record date of the list of eligible shareholders. With the payment ratio of 100:5, Mr. A will receive $559 \times 5 : 100 = 27.95$ new shares. Thus, Mr. A will receive 27 new shares.
- Source of capital: Profit after CIT in 2022
- Number of shares after issuance to existing shareholders: tentative: 70,005,148 shares
- Time of issuance: Quarters 2-4/2023



II. Offer according to the Employee Stock Option Plan (Key employees under ESOP), issued simultaneously with shares issued to pay dividends in shares to existing shareholders

1. Issuance purpose:

- Create attachment, recognize the contributions of key employees to the Company, acting as the foundation for the robust and sustainable development of the Company.
- Increase charter capital to supplement owner's equity for the needs of production and business activities of the Company.

2. Issuance plan

- Name of share: Shares of Imexpharm Corporation
- Ticker Symbol: IMP
- Class of share: Ordinary shares

- Number of outstanding shares as at December 31, 2022: 66,671,570 shares
- Number of shares issued: Expected to be 3,333,578 shares, equivalent to 5% of the outstanding shares
- Par value: VND 10,000/share
- Total par value issued: VND 33,335,780,000
- Expected time of issuance: Quarters 2-4/2023

The General Meeting of Shareholders authorizes the Board of Directors to decide the time to issue ESOP shares in compliance with law and the market situation, following the writing approval for ESOP share issuance of the State Securities Commission.

- Eligible subscriber, form of issuance: distribution according to the employee stock option plan (key employees) of the Company. Criteria for evaluation and selection, distribution list, and specific regulations are authorized by shareholders to the Board of Directors to consider and decide based on the Regulation on the issuance of shares to key employees promulgated by the Board of Directors.
- Offering price: VND 10,000/share
- Related restrictions: Shares issued to key employees are subject to transfer restriction for 02 years and/or 3 years from the date of completion of the offering. Specifically, each subject of transfer restriction authorizes the Board of Directors to decide as follows:
 - Transfer restriction: 02 years
 - + After 12 months from the date of offering completion: allowed to transfer 50% of the shares.
 - + After 24 months from the date of offering completion: allowed to transfer 50% of the shares.
 - Transfer restriction: 03 years
 - + After 12 months from the date of offering completion: allowed to transfer 30% of the shares.
 - + After 24 months from the date of offering completion: allowed to transfer 30% of the shares.
 - + After 36 months from the date of offering completion: allowed to transfer 40% of the shares.
- The number of shares, which a key employee is approved to buy but refused to do so, will be considered by the Board of Directors to continue to be distributed to other employees.

3. Plan to use the proceeds from ESOP: The proceeds from the issuance of the Company will be immediately added to the capital resources for its production and business activities right

after completing the report on the issuance results to the State Securities Commission.

It is expected that after issuing shares according to the proposal, the company's charter capital will be: VND733,725,260,000, equivalent to 73,372,526 shares.

B. Issue 2: Approval of the listing and depository of all additional shares issued under the above plan at the Ho Chi Minh City Stock Exchange and the Vietnam Securities Depository Center

C. Issue 3: Implementation

Approval of authorization for BOD to

- Select a consulting firm and an appropriate time to develop and implement the issuance plan, carry out the necessary procedures related to the issuance plan completion, apply for issuance permission and implement it in accordance with the Company's Charter and applicable laws, ensuring the interests of shareholders.
- Authorize the Board of Directors to consider and decide each subject according to the Evaluation Criteria, select a list of key employees entitled to buy shares based on the Regulation on the issuance of shares to key employees promulgated by the Board of Directors; the number of shares, which a key employee is approved to buy but refused to do so, will be considered by the Board of Directors to continue to be distributed to other employees.
- If needed, the Board of Directors is entitled to adjust and amend the contents of this issuance plan upon consultation of competent State agencies in compliance with the provisions of law and the Company's Charter (if any). Explain the application for issuance permission to the State Securities Commission and other authorities.
- Handle odd lots, shares not registered for subscription or suspended offering. Develop a responding plan in case the proceeds from offering are insufficient as expected.
- Approve contracts and other documents related to the issuance of shares.
- Carry out procedures for recording the list of shareholders for the share issuance. Complete the necessary procedures to increase the Charter capital of the Company
- Register to increase charter capital, while making amendments and supplements to the Company's Charter, Business Registration Certificate, and handle related issues to ensure compliance with relevant laws.
- Register for additional depository and listing of all newly issued shares in accordance with regulations on Ho Chi Minh City Stock Exchange.
- On a case-by-case basis, the Board of Directors is authorized to authorize the General Director to perform one or some of the specific tasks mentioned above.

Article 8. Approval of the Report on selection of an independent auditing firm, and authorizing

the Board of Directors to select one out of five auditors according to the selection criteria to audit the financial statements of 2023.


Article 9. Approval of the organizational structure of Imexpharm Corporation for the term of 2023-2027: General Meeting Of Shareholders, Board Of Directors and General Director, according to the provisions of point b, clause 1, article 137 of the Enterprise Law 2020.

Article 10. Approval of the Proposal on amendments and supplementation to the Charter of Imexpharm Corporation.

Article 11. Approval of the Proposal on amendments and supplementation to the internal regulation on governance of Imexpharm Corporation.

Article 12. Approval of the Proposal on amendments and supplementation to the operational regulation of the Board of Directors of Imexpharm Corporation.

Article 13. Approval of election results for members of the Board of Directors for the term of 2023-2027:



No.	Full name	Total shares of election	Win ratio %
1			
2			
3			
4			
5...			

Article 14. This Resolution has been approved by the 2022 General Meeting of Shareholders with a rate of 100% (*equivalent to voting shares at the meeting*) and takes effect from the end of the General Meeting of Shareholders in 2023.

The General Meeting of Shareholders authorizes the Board of Directors to concretize plans and tasks to direct and organize the implementation of the Resolution.

All shareholders of Imexpharm Corporation, members of the Board of Directors, General Director and all employees of the Company are responsible for the implementation of this Resolution..

Recipients:

- The Company's shareholders;
- SSC;
- HOSE;
- Board of Directors;
- Board of Management;
- Disclosure of information;
- Archived: BOD Secretary.

**ON BEHALF OF THE AGM 2023
CHAIRPERSON**