

**IMEXPHARM CORPORATION**
**THE SOCIALIST REPUBLIC OF VIETNAM**

No.: 08 /2025/TTTr-HĐQT-IMP

**Independence - Freedom - Happiness**

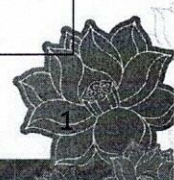
Cao Lãnh City, April 03, 2025

**PROPOSAL**
**Re.: Amendments to the Charter of Imexpharm Corporation**
**Respectfully to: Valued Shareholders of Imexpharm Corporation**

- Pursuant to the Enterprise Law; and Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing several articles of the 2020 Enterprise Law and other related laws;
- Pursuant to the Charter of Imexpharm Corporation (the "Company").

The Board of Directors ("BOD") would respectfully submit to the 2025 Annual General Meeting of Shareholders ("AGM") to consider and approve the amendments to the Charter of Imexpharm Corporation as follows:

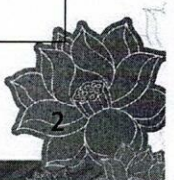
No.	Content	Article	Content of previous Charter	Content of new Charter	Note
1	<b>Interpretation of terms</b>	<b>Point b, Clause 1, Article 1. Interpretation of terms "Enterprise Law"</b>	"Law on Enterprises" means the Law on Enterprises dated June 17, 2020	"Enterprise Law" means the Enterprise Law dated June 17, 2020, <u>and any amendments and supplements thereto.</u>	The National Assembly issued Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing several articles of the 2020 Enterprise Law and other related laws.
2	<b>Interpretation of terms</b>	<b>Point j, Clause 1, Article 1. Interpretation of terms "Foreign Investor"</b>	"Foreign investor" means any individual with foreign nationality or any organization incorporated under foreign law that conduct business and/or investment in Vietnam.	"Foreign Investor" means an investor <u>as defined in the Investment Law.</u>	Stricter regulations
3	<b>Interpretation of terms</b>	<b>Point k, Clause 1, Article 1. Interpretation</b>	"Domestic investor" means any individual	"Domestic Investor" means an investor	Stricter regulations







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		<b>of terms "Domestic Investor"</b>	with Vietnamese nationality or any economic entity without any foreign investors as board members or shareholders.	<u>as defined in the Investment Law.</u>	
4	<b>The duration of the Company's operation</b>	<b>Clause 5, Article 2. Name, form, headquarters, branches, representative offices, and duration of the Company's operation</b>	5. Unless termination of operations before the time limit under Clause 2 of Article 52 or extension of operations under Article 53 of this Charter, the duration of operation of the Company since its establishment and is indefinite.	5. <u>The duration of the Company's operation begins from the date of establishment and is indefinite.</u>	Articles 52 and 53 of the amended Charter are no longer applicable.
5	<b>Add business lines</b>	<b>Clause 1, Article 4. Business lines</b>	Not yet specified	<u>Add business lines:</u> - <u>No.: 9</u> - <u>Business line:</u> <u>Real estate business, land use rights owned, used, or leased</u> - <u>Details: Purchase and sale of non-residential properties and land-use rights; Leasing, operating, and managing non-residential buildings and land; Other real estate business activities (excluding investment in</u>	Add business lines to serve the operation of the Company's upcoming projects.



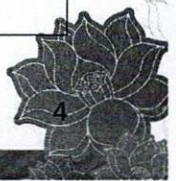
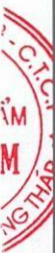


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				<u>construction of cemetery and graveyard infrastructure to transfer land-use rights attached to infrastructure).</u> - Code: 6810	
6	<b>The Company's objectives</b>	<b>Clause 2, Article 4. The Company's objectives</b>	The Company's objective is to mobilize and use capital effectively for production, business, import and export of new medicines of all kinds, chemicals, raw materials for the pharmaceutical industry, contributing to providing preventive and curative medicines for the people while improving performance, creating jobs and stable incomes for employees, increasing dividends for shareholders, contributing to the state budget and developing the Company.	<b><u>The Company's objectives:</u></b> <u>The Company was established to mobilize and effectively utilize resources to develop the production, business, import-export activities of pharmaceutical products, chemicals, and raw materials for the pharmaceutical industry, contributing to ensuring the supply of medicines for disease prevention and treatment for the community. In addition to improving business efficiency, creating stable jobs, providing sustainable income for employees, increasing benefits for shareholders, and making a positive contribution to the state budget, the Company is</u>	Add objectives regarding Environment – Social – Governance (ESG), with the goal of becoming the number 1 listed Pharmaceutical Company in Vietnam in ESG practices, following advanced standards, under the guidance and direction of the Board of Directors.

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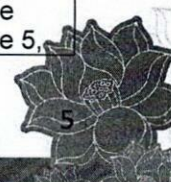



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				<p>committed to developing in a sustainable direction, closely linking economic goals, social responsibility, and environmental protection. Specifically, the Company aims to:</p> <ul style="list-style-type: none"> <li>• <b>Economy:</b> Achieve effective and stable growth, invest in innovation, and enhance competitiveness.</li> <li>• <b>Society:</b> Promote human resource development, ensure employees' rights, and fulfill social responsibility through community support programs.</li> <li>• <b>Environment:</b> Comply with environmental standards in production activities, apply clean technology, optimize resource use, and minimize negative</li> </ul>	





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				<p><u>impacts on the environment.</u></p> <p><u>The Company strives to continuously improve corporate governance standards in a transparent, professional, and sustainable manner, aiming to build the image of a fully developed and responsible pharmaceutical enterprise.</u></p>	
7	<b>Foreign ownership ratio</b>	<b>Clause 8, Article 6. Foreign ownership ratio</b>	The foreign ownership ratio in Imexpharm Corporation shall not exceed 75% of its total charter capital.	The foreign ownership ratio in Imexpharm Corporation shall not exceed <u>77.96%</u> of its total charter capital.	Increase the foreign ownership ratio by 2.96% compared to the previous rate.
8	<b>Authorized representatives</b>	<b>Clause 3, Article 16. Authorized representatives</b>	3. Where the lawyer on behalf of the authorizer to sign a certificate of representative appointment, the representative appointment in this case is only considered valid if the certificate of representative appointment is presented with the written authorization for lawyer (if not previously registered with the company).	Remove this clause	This provision is not specified in the Enterprise Law and the Civil Code.
9	<b>Passing of resolutions of General</b>	<b>Clause 1, Article 21. Passing of</b>	Resolution on the following issues shall be	Resolution on the following issues shall be ratified	Amend in accordance with Clause 5,

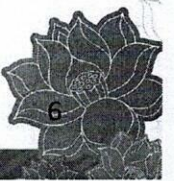






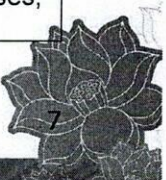
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	<b>Meeting of Shareholders</b>	<b>resolutions of General Meeting of Shareholders</b>	ratified when it is approved by a number of shareholders that represents at least [65%] of total votes of attending shareholders; except for the case specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise:	when it is approved by a number of shareholders that represents at least [65%] of the total votes of all attending shareholders <u>who vote in favor at the meeting</u> ; except for the case specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprise:	Article 7 of Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing several provisions of the 2020 Law on Enterprises.
10	<b>Passing of resolutions of General Meeting of Shareholders</b>	<b>Clause 2, Article 21. Passing of resolutions of General Meeting of Shareholders</b>	2. Resolutions shall be ratified when they are approved by a number of shareholders that owns at least [50%] of total votes of attending shareholders, except for the cases in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.	2. Resolutions shall be ratified when they are approved by a number of shareholders that owns at least [50%] of the total votes of all attending shareholders <u>who vote in favor at the meeting</u> , except for the cases in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.	Amend in accordance with Clause 5, Article 7 of Law No. 03/2022/QH15 dated January 11, 2022, amending and supplementing several provisions of the 2020 Law on Enterprises.
11	<b>Collecting written opinions of shareholders</b>	<b>Clause 1, Article 22. Authority and formalities for collecting written opinions of shareholders</b>	The Board of Directors is entitled to carry out absentee voting of shareholders to adopt decision of the General Meeting of Shareholders when it is deemed necessary for the company's interest. In addition, the following issues can also be consulted via written ballots:	The Board of Directors is entitled to carry out absentee voting of shareholders to adopt decision of the General Meeting of Shareholders <u>on all matters within the authority of the General Meeting of Shareholders. The following issues may also be approved by obtaining shareholder opinions in writing:</u>	Amend the regulations to make them more stringent.

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12	Collecting written opinions of shareholders	Point c, Clause 3, Article 22. Authority and formalities for collecting written opinions of shareholders	3. The absentee ballot shall contain:  c) Full name, permanent residence, nationality, ID/passport number if the shareholder is an individual; name, enterprise identification number or establishment decision number, and the headquarter address if the shareholder is an organization; or full name, permanent residence, nationality, ID/passport number of the authorized representative if the shareholder is an organization; Amount of shares of each type and number of votes of the shareholder;	3. The absentee ballot shall contain:  c) Full name, <u>contact address, nationality, and legal document number of the individual shareholder; the name, enterprise code or legal document number of the organization, and the registered office address of the organizational shareholder; or full name, contact address, nationality, and legal document number of the representative of the organizational shareholder; the number of shares of each type and the number of voting rights of the shareholder;</u>	Amend in accordance with Point c, Clause 3, Article 149 of the 2020 Law on Enterprises.
13	Collecting written opinions of shareholders	Point g, Clause 3, Article 22. Authority and formalities for collecting written opinions of shareholders	g. Full name and signature of the Company's Chairman of the Board of Directors and Legal representative of the Company.	g. <u>Full name and signature of the Company's Chairperson of the Board of Directors;</u>	Amend in accordance with Point g, Clause 3, Article 149 of the 2020 Law on Enterprises.
14	Collecting written opinions of shareholders	Clause 6, Article 22. Minutes of voting checking results of shareholders'	6. The Board of Directors counts the votes and makes a minutes of the vote counting witnessed by an	6. <u>The Board of Directors organizes the vote counting and prepares the vote counting minutes under the supervision and</u>	Amend in accordance with Clause 5, Article 149 of the 2020 Law on Enterprises, and in

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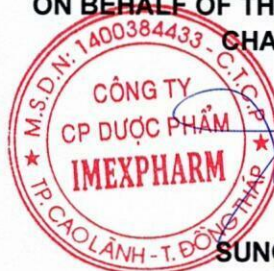




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		<b>written opinions</b>	independent member of the Board of Directors or a Representative of a shareholder who is not an executive.	<u>observation of the Audit Committee or shareholders who do not hold any management position in the company. The vote counting minutes must include the following main contents:</u>	compliance with the Company's regulations.
15	<b>Collecting written opinions of shareholders</b>	<b>Point f, Clause 6, Article 22. Minutes of voting checking results of shareholders' written opinions</b>	f. Full name and signature of the Chairman of the BOD, the legal representative of the Company, the vote counting member and the vote counting supervisor.	f. Full name and signature of the Chairperson of the Board of Directors, <u>the vote supervisor, and the vote counters.</u>	Amend in accordance with Clause 5, Article 149 of the 2020 Law on Enterprises.
16	<b>Components and term of members of Board of Directors</b>	<b>Point d, Clause 3, Article 26. Qualifications and Conditions for Independent Board Members</b>	đ) Not ever serve as Member of the BOD, the Supervisory Board over at least previous 05 consecutive years, unless they were elected for 02 consecutive terms.	đ) Not ever serve as Member of the BOD, <u>the Audit Committee</u> over at least previous 05 consecutive years, unless they were elected for 02 consecutive terms.	Amend accordingly as the Company no longer has a Board of Supervisors.

Respectfully submitting to the AGM for consideration and approval. *nh*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON**



**SUNG MIN WOO**

