

IMEXPHARM CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

No.: 02 /BC-HĐQT-IMP

Cao Lãnh City, April 03, 2025

**ACTIVITY REPORT AND BUSINESS PERFORMANCE ASSESSMENT
OF THE BOARD OF DIRECTORS IN 2024,
AND STRATEGIC DIRECTIONS FOR 2025**

I. BOARD OF DIRECTORS**1. Members of the Board of Directors**

The Board of Directors (BOD) of Imexpharm for the 2023-2027 term, as approved by the Annual General Meeting of Shareholders (AGM), consists of six members, including five non-executive members, two independent members, and two female members. The structure of Imexpharm's BOD is diverse in terms of qualifications, expertise, and experience, while also meeting the required number and standards for independent BOD members in a listed company.

The Chairperson of Imexpharm's BOD is a non-executive member and does not concurrently hold the position of Chief Executive Officer.

The list of BOD members is as follows:

No.	BOD member	Position	Start Date/End Date as a Board Member	
			Appointment Date	Dismissal Date
1	Mr. Sung Min Woo	Chairperson of the BOD, Non-Executive Member	First appointment: October 30, 2024	
2	Ms. Chun Chaerhan	Chairperson of the BOD, Non-Executive Member	First appointment: April 28, 2023	October 30, 2024
3	Ms. Tran Thi Dao	Board Member Executive	- Appointment date as Chairperson of the BOD: July 29, 2001 - Appointment date as Vice Chairperson of the bod: May 17, 2013 - Appointment date as Board Member: April 28, 2023	
4	Ms. Han Thi Khanh Vinh	Board Member Non-Executive	- First appointment: April 28, 2018 - Second appointment: April 28, 2023	



No.	BOD member	Position	Start Date/End Date as a Board Member	
			Appointment Date	Dismissal Date
5	Mr. Truong Minh Hung	Board Member Non-Executive	- First appointment: May 30, 2020 - Second appointment: April 28, 2023	
6	Mr. Chung Suyong	Independent Board Member	First appointment: April 28, 2023	
7	Mr. Hoang Duc Hung	Independent Board Member	First appointment: December 19, 2023	

Changes to the Board of Directors in 2024:

On October 30, 2024, the General Meeting of Shareholders (GMS), with written consent, approved the dismissal of Ms. Chun Chaerhan from the position of Board member according to her Letter of Resignation.

At the same time, the GMS also elected Mr. Sung Min Woo to the position of non-executive member of the BOD of Imexpharm Corporation.

On the same day, the Company's BOD held a meeting to approve the dismissal of Ms. Chun Chaerhan from the position of Chairperson of the BOD. The BOD also unanimously elected Mr. Sung Min Woo as Chairperson of the BOD of Imexpharm for the 2023-2027 term.

2. Activities of the Board of Directors and Board Committees in 2024

a. Activities of the Board of Directors

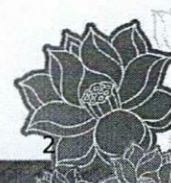
The year 2024 continued to mark an active and effective year of operations for Imexpharm's Board of Directors. Throughout the year, the BOD held 11 meetings to discuss and resolve key issues, ensuring strategic direction and timely guidance for all company activities.

All BOD members participated fully, actively engaged in discussions, and voted on each resolution. Additionally, members provided valuable advisory contributions, supporting corporate governance and executive management to ensure sustainable growth and maintain the company's leading position in the pharmaceutical manufacturing and business sector.

The Executive Board of Imexpharm also fully attended all four regular meetings and one strategic discussion meeting, providing detailed reports. At the same time, the Executive Board was responsible for reporting, explaining, and responding to inquiries from the Chairperson and members of the Board of Directors, thereby ensuring transparency and effectiveness in management and operations.

During the year, the BOD issued 21 resolutions and critical decisions, approving essential matters within its authority to support the company in achieving its 2024 strategic objectives in accordance with the resolutions of the GMS.

BOD meetings in 2024:



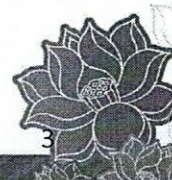


No.	BOD member	Number of BOD meetings attended	Attendance rate	Reason for absence
1	Mr. Sung Min Woo	2	100%	Appointed on October 30, 2024
2	Ms. Chun Chaerhan	9	100%	Dismissed on October 30, 2024
3	Mr. Chung Suyong	11	100%	
4	Ms. Tran Thi Dao	11	100%	
5	Ms. Han Thi Khanh Vinh	11	100%	Authorized Ms. Tran Thi Dao to attend and vote at 01 meeting
6	Mr. Truong Minh Hung	11	100%	
7	Mr. Hoang Duc Hung	11	100%	

Resolutions/Decisions issued by the Board of Directors in 2024:

In 2024, the BOD issued a total of 21 Resolutions and Decisions. The main issues approved by the BOD during the year included:

- Establishment of the Representative Office of Imexpharm Corporation in Ho Chi Minh City.
- Formation of the Audit Committee under the BOD and Operating Regulation of the Audit Committee Charter.
- Formation of the Nomination and Compensation Committee under the BOD, and Operating Regulation of the Nomination and Compensation Committee Charter.
- Resignation of Mr. Tran Hoai Hanh - Chief Accountant.
- Appointment of Mr. Duong Hoang Vu as Chief Accountant of Imexpharm Corporation.
- Termination of operations of Imexpharm Corporation's branches in Tay Ninh and Dong Thap.
- Plan to convene the 2024 Annual General Meeting of Shareholders of Imexpharm Corporation.
- Selection of KPMG Limited as the independent audit firm to review and audit the Financial Statements of Imexpharm Corporation for the fiscal year 2024, and authorization of the General Director to sign the Audit Contract.
- Acceptance of credit line at commercial banks in the form of unsecured and secured loans in 2024. Total proposed credit line is VND 500 billion (Five hundred billion Vietnam dong).
- Appointment of Mr. Truong Minh Hung - non-executive member of the BOD - as the member of the Audit Committee under the BOD.
- Implementation of prescribed procedures for payment of 2023 dividend, and implementation of the plan to issue additional shares to increase charter capital to pay dividends, in accordance with the Resolution of the GMS.





- Collection of shareholders' written opinions to approve matters under the authority of the GMS: (1) Issuance of shares to existing shareholders to increase share capital from owners' equity with the execution rate of 1:1; (2) Cancellation of the Cash Bonus Plan for Key Personnel and substitution by the Employee Stock Ownership Plan for Key Personnel (ESOP).
- Implementation of the Plan to issue shares to existing shareholders to increase share capital from owners' equity as approved by the General Meeting of Shareholders.
- Decision to appoint Ms. Le Nu Minh Hoai - Deputy General Director - Chief Commercial Officer (CCO).
- Collection of shareholders' written opinions to approve the following issues: (1) Resignation of Ms. Chun Chaerhan from the position of member of the BOD; (2) Election of Mr. Woo Sung Min to the position of member of the BOD of Imexpharm Corporation for the 2023-2027 term; (3) Implementation of the Project on Cat Khanh Pharmaceutical Factory Complex - Imexpharm Corporation in Dong Thap; (4) Exemption from tender offer for the internal transfer of shares of SK Investment Vina III Pte. Ltd.
- Liquidation of certain assets: stocks/investment shares and unused real estate
- Dismissal of Mr. Nguyen Tom Thanh from the position of Deputy General Director - Chief Strategy Officer of Imexpharm Corporation
- Dismissal of Ms. Chun Chaerhan from the position of Chairwoman of the BOD of Imexpharm Corporation.
- Election of Mr. Sung Min Woo - non-executive member of the BOD, to the position of Chairman of the BOD of Imexpharm Corporation for the 2023-2027 term cum Chairman of the Nomination and Compensation Committee.

b. Activities of the Board Committees**Audit Committee**

The Audit Committee (AC) was newly formed under the BOD' Resolution No. 02/2024/NQ-HĐQT-IMP dated February 23, 2024. The committee consists of two members and operates in accordance with the AC's regulations, which was approved and issued by the Board of Directors in compliance with prevailing laws and aligned with international corporate governance best practices.

Members of the Audit Committee:

No.	Full name	Position	Position in the Audit Committee	Date of appointment
1	Mr. Hoang Duc Hung	Independent BOD member	Chairperson	February 23, 2024
2	Mr. Truong Minh Hung	Non-executive BOD member	Member	May 23, 2024

The Chairperson of the AC is Mr. Hoang Duc Hung, an independent member of the BOD. Mr. Hoang Duc Hung also advises the BOD on corporate governance, Environmental – Social – Governance





(ESG) policies, and the development of risk management policies and frameworks, contributing to the enhancement of Imexpharm's governance standards.

In 2024, the AC has fully carried out its responsibilities in financial supervision, internal control, risk management, and legal compliance. Throughout the year, the AC held two official meetings, with the following contents and outcomes:

- Focused on defining the functions and developing the activity plan of the AC for 2024, establishing supervision mechanisms, and facilitating information exchange with the BOM, independent supervisory functions, and the BOD;
- Proposed that the Executive Board develop and issue a Whistleblowing Policy within the year;
- Monitored transactions with related parties and recommended the development of a Regulation on Related Party Transaction Supervision in accordance with legal requirements and best practices;
- Recommended and directed the strengthening of the Company's risk management and internal control system to ensure the safety of business operations;
- Provided guidance on the enhancement of internal audit activities and resource allocation;
- Closely monitored the implementation of resolutions passed by the GMS and the BOD, urging the BOM to comply and execute plans according to the approved roadmap.

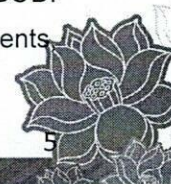
Nomination and Compensation Committee

The Nomination and Compensation Committee (NCC) was formed under the BOD' Resolution No. 02/2024/NQ-HĐQT-IMP dated February 23, 2024. The committee consists of three members and operates in accordance with the regulations issued by the BOD, ensuring compliance with applicable laws while incorporating best practices.

Structure and activities of the Nomination and Compensation Committee in 2024:

No.	Full name	Position	Position in the NCC	Date of appointment	Date of dismissal
1	Mr. Sung Min Woo	Non-executive Chairperson of the BOD	Chairperson	November 27, 2024	
2	Ms. Chun Chaerhan	Non-executive Chairperson of the BOD	Chairperson	February 23, 2024	October 30, 2024
3	Mr. Truong Minh Hung	Non-executive BOD member	Members	February 23, 2024	
4	Ms. Han Thi Khanh Vinh	Non-executive BOD member	Members	February 23, 2024	

The Chairperson of the NCC is Mr. Sung Min Woo, the Non-Executive Chairperson of the BOD. Throughout the year, the NCC has provided significant recommendations to the BOD on appointments





remuneration, long-term incentive programs for senior executives, and Imexpharm's human resource development strategy.

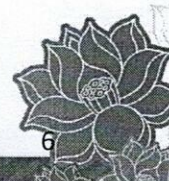
During the year, the NCC held one meeting, focusing on reviewing and approving the salary, allowances, and benefits policies for each member of the BOM for 2025.

Additionally, NCC members actively participated in all BOD meetings, contributing key insights on senior personnel matters and Imexpharm's human resource development strategy. Through rigorous oversight, the NCC has ensured that decisions related to appointments, remuneration, and incentive programs are executed transparently, aligning with the company's growth objectives and safeguarding long-term benefits for both the company and its shareholders.

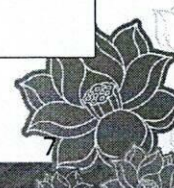
II. ASSESSMENT OF THE BOARD OF DIRECTORS ON THE COMPANY'S OPERATIONS

1. Assessment of the implementation of the General Meeting of Shareholders' Resolutions

Content	Results
I. 2024 production and business targets	
Gross revenue	Imexpharm's gross revenue in 2024 reached VND 2,512.8 billion, fulfilling 95.5% of the target and growing by 18.9% compared to 2023.
Net revenue	Net revenue reached VND 2,205.1 billion, achieving 93.2% of the target and increasing by 10.6% compared to the previous year.
Profit before tax	Profit before tax reached VND 404.2 billion, fulfilling 95.6% of the target and growing by 7.1% compared to the previous year.
EBITDA (Earnings before Interest, Taxes, Depreciation, and Amortization – adjusted to exclude financial income and expenses)	EBITDA in 2024 reached VND 520.8 billion, achieving 94.7% of the target and increasing by 12.3% compared to 2023.
II. Selection of auditing firm for 2024	
Authorize the Board of Directors to select 01(one) out of 04 (four) independent Audit units for the fiscal year 2024.	Based on the proposal from the CEO and the recommendation of the Audit Committee, the BOD authorized the CEO to sign Audit Service Contract No. 01/IMP-KPMG dated July 12, 2024, with KPMG Vietnam Ltd.
III. 2023 profit distribution	
Cash dividend (10% of the par value of outstanding shares)	On July 23, 2024, the company completed the cash dividend payment, disbursing over VND 70 billion for the fiscal year 2023.
Stock dividend (10% of the par value of outstanding shares)	On July 18, 2024, the company completed the stock dividend payment to shareholders at a rate of 10%, equivalent to 6,999,832 shares.



Content	Results
Provision for the Bonus and Welfare Fund at a rate of 7.27% of the distributable net profit	The company has allocated VND 32 billion to the Bonus and Welfare Fund.
Bonus for the BOD for exceeding the 2023 profit target	Bonus for the BOD for exceeding the profit target: approximately VND 4.4 billion.
IV. Remuneration and bonuses for the BOD and its Committees in 2024	
Remuneration and operational expenses for the BOD and its Committees in 2024: 2% of profit before tax and before actual expenses incurred for the BOD and its Committees.	The company has allocated remuneration and operational expenses for the BOD and its Committees in 2024 as approved by the General Meeting of Shareholders, with a total amount of VND 12.6 billion.
V. Procurement of Directors' and Officers' Liability Insurance in 2024	
<p>Authorize CEO to handle procedures related to purchasing insurance for 2024.</p> <p>The BOD is responsible for carrying out the necessary procedures to procure annual Directors' and Officers' Liability Insurance and proactively renew the policy upon expiration.</p>	<p>The CEO signed Directors' and Officers' Liability Insurance Contract No. VNDAOA10330124 on May 2, 2024, with Chubb Insurance Vietnam Co., Ltd.</p> <ul style="list-style-type: none"> Coverage period: 12 months Total liability coverage: USD 10,000,000 Insurance premium: USD 12,500 (excluding VAT).
VI. Issuance of shares to existing shareholders	
Issuance of shares to increase charter capital from owner's equity at an issuance ratio of 100% of the total outstanding shares.	In early October 2024, the company successfully completed the issuance of shares to increase charter capital from owner's equity to existing shareholders at a ratio of 100%, equivalent to 77,004,481 shares.
VII. Dismissal and Appointment of Board Members	
Approval of the resignation of Ms. Chun Chaerhan from her position as a member of the Board of Directors pursuant to her Resignation Letter.	Ms. Chun Chaerhan no longer serves as a member of Imexpharm's Board of Directors as of October 30, 2024
Appointment of Mr. Sung Min Woo as a member of the Board of Directors for the 2023–2027 term.	Mr. Sung Min Woo has officially assumed his role as a Board Member for the 2023–2027 term as of October 30, 2024.
VIII. Waiver of public tender offer requirement	
Waiver of the public tender offer requirement for the internal transfer of shares by SK Investment Vina III Pte. Ltd.	SK Investment Vina III Pte. Ltd. has not yet executed the share transfer. However, the approval of the waiver of the public tender offer requirement does not constitute a legal commitment by SK to purchase IMP shares.





Content	Results
IX. Expansion Investment	
Implementation of the Cat Khanh Pharmaceutical Factory Complex Project – Imexpharm Corporation (IMP5)	<p>The BOD approved the Pre-Feasibility Study Report for the Cat Khanh Pharmaceutical Factory Complex Project, prepared by IQVIA – APAC.</p> <p>The BOD approved the payment for land lease at the Quang Khanh Industrial Cluster – Dong Thap, scheduled for mid-March 2025, in preparation for the IMP5 project.</p> <p>Imexpharm will proceed with the necessary construction permit applications and is expected to commence the project in Q4/2025.</p>

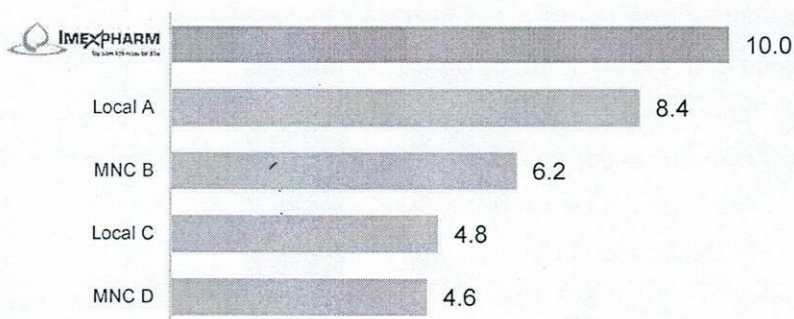
2. Assessment of business operations performance

In 2024, the Vietnamese pharmaceutical market experienced a slowdown in growth following a strong recovery in 2023. The total pharmaceutical consumption across the market was estimated to grow by 11% year-over-year (according to IQVIA). However, when excluding revenue from vaccines and testing kits, the actual industry growth rate stood at only 9%, reflecting certain challenges in demand and competition.

Under the leadership of the BOM, in alignment with the strategic direction set by the BOD, Imexpharm continued to outperform the market. By the end of 2024, the company recorded total revenue of VND 2,512.8 billion, achieving 95.5% of the target and marking an 18.9% growth double the industry's growth rate thereby increasing its market share to 1.46%. Among product segments, the antibiotics group remained the leader, holding over 10% of the total antibiotic market share in Vietnam (J01 group). This solidified Imexpharm's No.1 position in the production and distribution of antibiotics, especially next-generation antibiotics.

No.1 in Antibiotic market

(% market share)



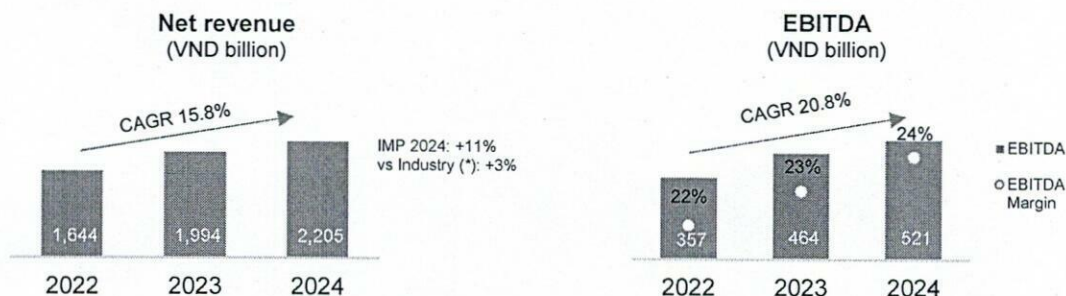
Source: IQVIA (excluding vaccines)

Imexpharm's net revenue in 2024 grew by 10.6% year-over-year, reaching VND 2,205 billion, driven by the exceptional growth of the ETC channel. Profit before tax reached VND 404.2 billion, achieving 95.6% of the target and marking a 7.1% increase compared to the previous year.

A key operational indicator, EBITDA, reached VND 520.8 billion, fulfilling 94.7% of the target and growing by 12.3% year-over-year. The company's strategic focus on high-value EU-GMP products, such as injectable drugs and dispersible tablets, contributed to an improvement in the full-year EBITDA.



margin to 23.6%. The revenue share from injectable drugs saw a significant increase, accounting for 33% of total revenue in 2024, compared to 26% in 2023.



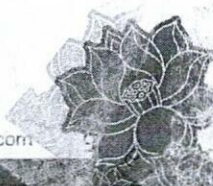
(*) Top 6 local pharmaceutical companies by revenue: DHG, TRA, IMP, DHT, DMC, DBD

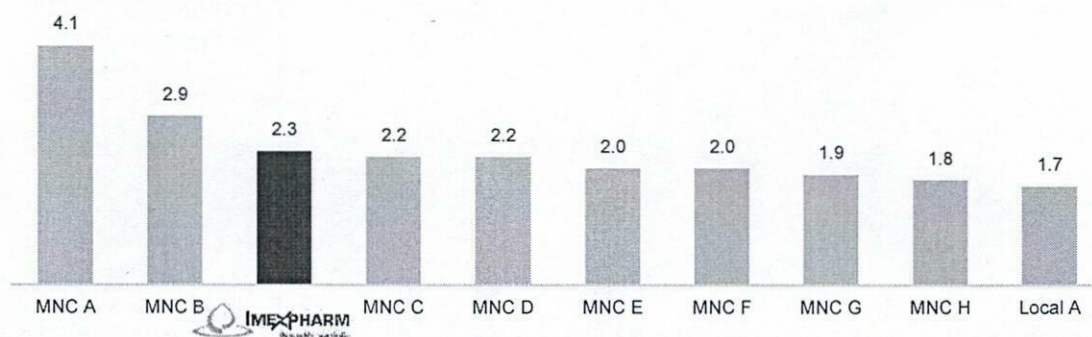
The revenue from the ETC channel reached VND 1,377.5 billion, exceeding the plan by 104.5%, and showing an impressive 56% increase compared to the same period last year. This growth was driven by the performance of EU-GMP certified products at the IMP2, IMP3, and IMP4 factories. Meanwhile, revenue from the OTC channel reached VND 1,074.6 billion, achieving 88.5% of the plan. Although it slightly decreased by 0.8% compared to the same period last year, it showed signs of recovery with continuous growth in the subsequent quarters since the bottom in Q2/2024.

Revenue from key pharmacy chains increased significantly by 74% compared to the same period last year, currently accounting for 9% of total OTC revenue. This reflects the effectiveness of the strategy focusing on developing partnerships with large pharmacy chains, in line with market trends.

In 2024, the Company continued to assert its position in the market by holding a total of 28 marketing authorizations in Europe for 11 products, demonstrating its EU-GMP standard manufacturing capabilities and laying a solid foundation for its global expansion strategy. Additionally, the close collaboration between the Research & Development (R&D) and Sales & Marketing (S&M) departments contributed to the launch of 24 new products, generating nearly VND 150 billion in total revenue, expanding the product portfolio, and increasing competitive value in the market.

The year 2024 also marked an improvement in Imexpharm's ranking in the Vietnamese pharmaceutical market. The Company moved up one position, reaching 7th place among the top pharmaceutical companies, directly competing with multinational pharmaceutical corporations. Notably, in the ETC channel (hospitals), Imexpharm ranked 3rd, behind only two foreign pharmaceutical groups, and led among domestic pharmaceutical companies.



**No.1 local player in Vietnam ETC-Hospital channel**
(% market share)

Source: IQVIA (excluding vaccines)

The BOD highly appreciates the flexibility and decisiveness in the management actions of the BOM, which has helped the Company not only maintain steady growth but also continue to enhance its position in the market. This is an important foundation for Imexpharm to enter the next phase of development with even more ambitious goals.

3. Internal governance activities

The BOD highly appreciates the improvements in Imexpharm's internal governance in 2024, particularly the restructuring of the organizational chart according to advanced standards, which has contributed to enhancing transparency and optimizing operational efficiency. The Company has strictly adhered to legal regulations, organized the GMS transparently, implemented electronic voting technology, and simultaneously deployed internal governance regulations, as well as financial and human resource management practices in a unified and effective manner.

The year 2024 also marked a significant milestone when Imexpharm completed and issued its risk management policy along with a comprehensive risk governance framework, enabling the Company to proactively control and minimize uncertainties in its business operations.

The BOD has effectively fulfilled its supervisory role through regular, extraordinary, and special meetings, ensuring that strategic decisions are implemented efficiently. At the same time, the establishment of the Audit Committee (AC) and the Nomination and Compensation (NCC) has strengthened financial control, business operation oversight, and enhanced human resource governance. The Company has also diligently complied with its information disclosure obligations, adhered to tax regulations, and maintained transparent transactions with stakeholders.

With the direction of "Connecting Science - Transparency and Efficiency," Imexpharm continues to improve its governance system in a professional and sustainable manner, creating a foundation for long-term development, while ensuring balanced benefits for shareholders, investors, partners, employees, and stakeholders.

4. Environmental and social affairs

The BOD acknowledges and highly appreciates Imexpharm's continuous efforts in integrating environmental and social responsibility into the company's sustainable development strategy. Strict adherence to international standards such as ISO 14001 and EU-GMP, along with proactive





improvements in environmentally friendly production technologies, has helped Imexpharm enhance operational efficiency and assert its leadership position in the pharmaceutical industry.

The BOD highly appreciates the company's pioneering application of Enzymatic technology in antibiotic production, which not only enhances treatment efficacy and ensures patient safety but also contributes to protecting the health of workers, minimizing environmental impact, and addressing the urgent global healthcare issue of antibiotic resistance.

Resource optimization initiatives, such as strict control of input materials, energy savings, the use of LED lighting systems, and the implementation of INSEE Ecocycle's waste co-processing technology, have contributed to reducing emissions and enhancing production efficiency.

Beyond environmental responsibility, Imexpharm also demonstrates its role as a socially responsible business through educational programs, healthcare services, and social welfare support. From scholarship programs that provide pharmacy students with development opportunities to medical examination programs and providing medication to those in need, Imexpharm has truly delivered tangible value to society.

The BOD believes that, with a focus on balancing economic growth, environmental protection, and community responsibility, Imexpharm will continue to make steady progress on its path to sustainable development, maintaining its pioneering position in the pharmaceutical industry.

III. BOARD OF DIRECTORS' ASSESSMENT OF THE PERFORMANCE OF THE CHIEF EXECUTIVE OFFICER AND BOARD OF MANAGEMENT

In accordance with the Company's Charter and Internal Governance Regulations, the BOD has conducted the review and supervision of the performance of the Chief Executive Officer (CEO) and the Board of Management (BOM) in managing production and business operations, as well as implementing the Resolutions of the GMS and the BOD in 2024 as follows:

Supervision method:

- The BOD reviews reports and directly questions the CEO and the BOM during quarterly regular Board meetings.
- The Chairperson of the BOD regularly holds meetings with the CEO and members of the BOM on specific topics, thereby providing timely guidance on production and business strategies, market development, products, partnerships, and discussing the Company's medium- and long-term vision.
- The BOD directs the establishment of the Company's KPIs, particularly for each member of the BOM, to be used for evaluating the performance of the BOM on a quarterly, semi-annual, and annual basis, while also linking KPIs to the performance-based reward policy for the BOM.

Supervision results:

- Coordinated with the BOM to successfully organize the 2024 Annual General Shareholders' Meeting on April 26, 2024.
- Supervised the timely payment of dividends for 2023 to shareholders.

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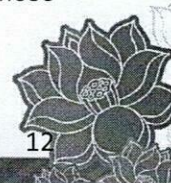
- Authorized the CEO to sign the 2024 audit contract, ensuring selection according to the list and criteria approved by the GMS.
- Successfully directed the issuance of shares to existing shareholders, completed in early October 2024, to increase the charter capital from equity, with an issuance ratio of 1:1, doubling the charter capital to support Imexpharm's medium and long-term development strategy, making it the pharmaceutical company with the highest charter capital in the market, in accordance with the GMS's Resolution.
- Supervised the implementation of the Cat Khanh Pharmaceutical Factory Complex Project: The BOD directed the hiring of an independent and professional third party to assess the project's pre-feasibility.
- Supervised the effective management of production and business operations in 2024 according to the GMS's Resolution.

Conclusion:

- The BOD highly appreciates the effective management of the BOM in 2024, as they have diligently implemented the Resolutions of the BOD and the GMS, ensuring compliance with internal regulations. The CEO has effectively fulfilled their leadership role, providing strategic direction and coordinating operations closely, helping the Company maintain stable growth amidst a challenging market environment.
- The CEO, with extensive experience in the pharmaceutical industry, has excellently and effectively carried out the role and responsibilities of the leader in management, while also serving as the legal representative. The Deputy CEOs have proactively implemented and proposed many creative and innovative solutions to enhance operational efficiency, successfully achieving the operational goals within their areas of responsibility.
- Under the determined leadership of the BOM, net revenue for 2024 reached VND 2,205.1 billion, an increase of 10.6% compared to 2023, while pre-tax profit reached VND 404.2 billion, a 7.1% increase compared to the previous year. These results are the outcome of proactive and flexible management, which has enabled the Company to maintain a growth rate higher than the overall market growth. The BOM has implemented many synchronized, decisive, and timely solutions in business and business support. These efforts have created favorable conditions for all employees to fully dedicate themselves to their work. The BOD acknowledges these efforts and expects the BOM to continue to promote a proactive and creative spirit to enhance operational efficiency and develop the company in line with the strategic direction towards 2030 and the vision for 2045 in the coming period.

IV. ASSESSMENT BY INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS

In 2024, Imexpharm's BOM demonstrated proactivity and flexibility in implementing business strategies to ensure sustainable growth amidst a volatile market environment. With net revenue reaching VND 2,205.1 billion (a 10.6% increase) and pre-tax profit reaching VND 404.2 billion (a 7.1% increase), Imexpharm continues to solidify its strong position in the pharmaceutical industry. These





results clearly reflect the effective management capabilities, adaptability in the face of challenges, and optimization of operations by the BOM.

The BOD has actively participated in setting the strategic direction, providing timely feedback to help the BOM adjust decisions in line with the actual situation. Independent members of the BOD highly appreciate the long-term vision of the Board, particularly in encouraging the BOM to continue market research and expand distribution channels, especially in the ETC channel, which has strong growth potential. Optimizing costs, enhancing management capabilities, and leveraging existing strengths will continue to be key drivers for Imexpharm to maintain its sustainable development trajectory.

In addition to business performance, the BOM has implemented various solutions to enhance transparency in governance, optimize operations, and strengthen internal cohesion. The Company has also maintained active dialogue with shareholders, investors, and stakeholders, ensuring the provision of complete and accurate information, which helps strengthen trust and elevate Imexpharm's position in the market.

In the coming period, independent members of the BOD expect the BOM to continue driving innovation, strengthening R&D activities, expanding the high-tech product portfolio, developing distribution channels, and enhancing service quality to meet market demands. By fully leveraging its competitive advantage in manufacturing standards with 12 EU-GMP production lines, the highest in Vietnam, combined with a flexible strategy and effective governance, this will serve as a solid foundation for Imexpharm's continued progress on its next phase of development.

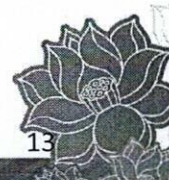
V. TRANSACTIONS WITH RELATED PARTIES - COMPENSATION, REMUNERATION, AND OTHER BENEFITS FOR INTERNAL PERSONNEL

Transactions with Related Parties

In 2024, the Company engaged in transactions with Agimexpharm Pharmaceutical Joint Stock Company (an associate in which Imexpharm holds 31.56% of the shares, and Ms. Tran Thi Dao – CEO, is a member of the BOD of Agimexpharm). The details of the specific transactions with Agimexpharm are as follows:

	Closing balance (VND billion)	Opening balance (VND billion)
Receivables	2,651.0	3,954.7
Payables	1.0	-
Major transactions with related parties	Accumulated to Q4 2024 (VND billion)	Accumulated to Q4 2023 (VND billion)
Sales revenue	9,253.7	12,764.9
Sale of fixed assets	-	1.2
Purchases of goods	21,212.7	17,858.6
Reception of dividends		2,964.4

The BOD has approved the transaction agreement between Imexpharm and Agimexpharm, under which Agimexpharm will manufacture certain products for Imexpharm as per the signed contract.



The Audit Committee has reviewed these transactions to ensure full compliance with the approval process, transparency, and disclosure requirements. There are no conflicts of interest, related interests, or unusual terms in the transaction contracts.

(In addition, the Company has other transactions with related parties. For details, please refer to Section 34 of the Notes to the Financial Statements – Audited Financial Statements for 2024.)

Remuneration, salaries, and other benefits of the BOD and its Committees, the BOM, the Chief Accountant, and the In charge of Corporate Governance

Detailed information regarding the remuneration, compensation, and benefits of each member of the BOD, AC members, BOM, Chief Accountant, and In charge of Corporate Governance for 2024 is provided in Section 34 of the Notes to the Financial Statements – Audited Financial Statements for 2024.

In addition to the approved annual remuneration and bonuses, in 2024, members of the BOD were also supported with certain business-related expenses, such as airfare and accommodation costs, when carrying out duties as required by their work.

In particular, 2024 marks the first time Imexpharm received approval from the GSM for the purchase of Directors & Officers Liability Insurance (D&O). This is a significant step in risk management, aimed at protecting members of the BOD, the BOM, and management levels from potential legal risks that may arise during decision-making and task execution.

VI. PLANS AND DIRECTIONS FOR 2025 OF THE BOARD OF DIRECTORS

Entering 2025, the economic landscape is forecasted to continue experiencing significant fluctuations, creating an urgent need for Imexpharm to adapt flexibly and implement appropriate strategies to maintain sustainable growth. The Board of Directors has identified the key focus areas as enhancing competitiveness, optimizing operational performance, and strengthening corporate governance, establishing a solid foundation for Imexpharm to continually assert its leadership position in the pharmaceutical industry.

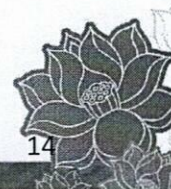
Building on the achievements of 2024, the Board of Directors plans to present the business production plan for 2025 to the General Shareholders' Meeting as follows:

Unit: VND billion

	Actual 2024	Plan 2025	% Completion
Gross revenue	2,512.8	2,981.0	118.6%
Net revenue	2,205.1	2,649.0	120.1%
Profit before tax	404.2	493.5	122.1%
EBITDA	520.8	635.0	121.9%
EBITDA margin	23.6%	24.0%	101.6%

Entering 2025, Imexpharm sets ambitious growth targets with challenging financial metrics, reflecting a strong commitment to expanding its scale and optimizing operational efficiency.

- **Continue achieving impressive revenue growth**

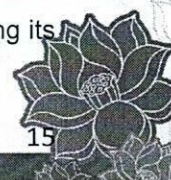




- Gross revenue in 2025 is projected to reach VND 2,981 billion, representing an 18.6% growth compared to 2024.
- Net revenue is targeted at VND 2,649 billion, a 20.1% increase, with a strategy focused on expanding market share and optimizing distribution channels, particularly in the ETC channel.
- **Strengthen the market and expand distribution channels**
 - Imexpharm will continue to maintain its position as one of the leading pharmaceutical companies in the Vietnamese market, leveraging its widespread distribution network to ensure stable growth.
 - Enhance the development of the strong ETC channel, aiming to better tap into the high-tech pharmaceutical segment while ensuring a sustainable revenue stream.
 - Expand the OTC channel, intensify collaboration with pharmacies and retail distribution chains to more effectively reach consumers.
 - Strengthen the application of digital technology in managing the distribution system to meet modern shopping trends and enhance customer experience.
- **Enhance operational efficiency and profit margins**
 - Pre-tax profit is projected to reach VND 493.5 billion, showing a high growth of 22.1% compared to 2024, by optimizing cost management, increasing profit margins, and improving operational efficiency.
 - EBITDA in 2025 is expected to reach VND 635 billion, an increase of 21.9%, reinforcing the Company's ability to generate sustainable profits.
 - The EBITDA margin is expected to improve slightly to 24%, up from 23.6% in 2024, demonstrating stable operational performance and competitive advantage in the industry.
- **Strategy for expansion and operational optimization**
 - Investment in modern technology, the development of new product portfolios, and optimization of operations at EU-GMP certified factories will help Imexpharm increase production capacity and meet international standards.
 - The plan to implement the Cat Khanh Pharmaceutical Factory Complex Project at Quang Khanh Industrial Park in Dong Thap in 2025 will not only expand production scale but also strengthen the Company's position in the pharmaceutical industry in the medium and long term. Imexpharm will continue to maintain its position as a pioneer in developing high-tech products with significant technical barriers, applying advanced dosage forms, and expanding its treatment areas to include digestive, cardiovascular, and diabetes groups.
- **Commitment to effective governance and sustainable development**
 - Continue to apply international accounting standards (IFRS), perfect the ESG governance models, enhance internal audit resources and effectiveness, and improve risk management to increase transparency while expanding business opportunities.
 - Invest in human resource development and create a professional work environment to ensure the Company has a high-quality team to realize the long-term growth strategy.

With an ambitious plan and clear strategy, Imexpharm is aiming for a strong breakthrough in 2025.

Under the close guidance and support of the Board of Directors, Imexpharm is not only expanding its



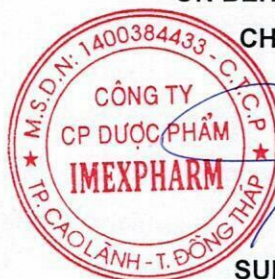


scale but also focusing on optimizing operations, strengthening the market, developing distribution channels, and investing in high-tech products in new treatment areas. We aim not only to maintain the sustainable growth rate of Imexpharm but also to ensure that the Company continues to assert its leadership position in the pharmaceutical manufacturing and business industry in Vietnam.

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ON BEHALF OF THE BOD

CHAIRPERSON



[Signature]
SUNG MIN WOO

