



IMEXPHARM CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 09./2024/TTr-HĐQT-IMP

Cao Lanh City, April 5, 2024

PROPOSAL

Re.: Amendments to the Charter of Imexpharm Corporation

Kindly Attn: Esteemed Shareholders of Imexpharm Corporation

- Pursuant to the Law on Enterprises;
- Pursuant to the Charter of Imexpharm Corporation (the "**Company**").

The Board of Directors ("BOD") would respectfully submit to the 2024 Annual General Meeting of Shareholders ("AGM") to consider and approve the amendments to the Charter of Imexpharm Corporation as follows:

Content	Article	Content of previous Charter	Content of new Charter	Note
Collect written opinions from shareholders to ratify the Resolutions of the GMS	Clause 1 - Article 22. Authority and formalities for collecting opinions of shareholders in writing to ratify Resolutions of the General Meeting of Shareholders	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: a) Amendment and supplementation of the Company's Charter; b) Development orientations for the Company; c) Decision on types of shares and total number of shares of each type which may be offered for sale; d) Change the Company's Charter capital;	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. In addition, the following issues can also be consulted via written ballots: a) Amendment and supplementation of the Company's Charter; b) Development orientations for the Company; c) Decision on types of shares and total number of	Proposal to add the phrase "In addition, the following issues...": for further clarification. Article 149 - Enterprise Law 2020;





Content	Article	Content of previous Charter	Content of new Charter	Note
		<p>e) Election, dismissal and gross misconduct dismissal of members of the Board of Directors;</p> <p>đ) Decisions on the investment or sale of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statement;</p> <p>g) Approval of the annual financial statements;</p> <p>h) Reorganization or dissolution of the Company.</p>	<p>shares of each type which may be offered for sale;</p> <p>d) Change the Company's Charter capital;</p> <p>e) Election, dismissal and gross misconduct dismissal of members of the Board of Directors;</p> <p>đ) Decisions on the investment or sale of assets valued at 35% or more of the total value of the Company's assets recorded in the Company's latest financial statement;</p> <p>g) Approval of the annual financial statements;</p> <p>h) Reorganization or dissolution of the Company.</p>	
Rights of the Board of Directors	Point c, Clause 2, Article 27. Rights and obligations of the Board of Directors	c. To appoint and dismiss, sign and terminate contracts for the General Director, Deputy General Directors, Chief Accountant, and the Company's representatives at the request of the General Director and decide on their remuneration".	c. To appoint and dismiss, sign and terminate contracts for the General Director, Deputy General Directors, and Chief Accountant at the request of the General Director and decide on their remuneration"	Remove the "Company's representative" because it is not necessary.
Rights of the Board of Directors	Point f, Clause 3, Article 27. Rights and obligations of	<p>3. The following matters shall be approved by the Board of Directors:</p> <p>f. Investments not included in the business plan and budget exceeding VND</p>	<p>3. The following matters shall be approved by the Board of Directors:</p> <p>f) Approve contracts for purchase, sale, borrowing, lending, and other</p>	Corresponding to Point h Clause 2 Article 153 Law on

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Content	Article	Content of previous Charter	Content of new Charter	Note
	the Board of Directors	10,000,000,000 (ten billion Vietnamese dong) or the investments exceeding 10% of the value of the business plan and annual business budget;	contracts and transactions valued at 35% or more of the total assets value recorded in the Company's latest financial statement;	Enterprises 2020
Establish Committees under the Board of Directors	Article 31. BOD Committees	Article 31. BOD Committees	Article 31. Audit Committee	Amend the Article's title. Point b, Clause 1 of Article 137 and Article 161 of the Enterprise Law.

Respectfully submitting to the AGM for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairwoman



CHUN CHAERHAN

