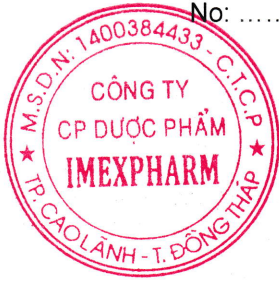


IMEXPHARM CORPORATION**THE SOCIALIST REPUBLIC OF VIETNAM**
Independence - Freedom – Happiness

No: /2024/NQ-ĐHĐCĐ-IMP

Cao Lanh City, April 26, 2024

DRAFT**RESOLUTION OF**
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024
OF IMEXPHARM CORPORATION**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024**

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

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

Pursuant to the Charter of Imexpharm Corporation;

Pursuant to the Meeting Minutes No. /2024/BB-ĐHĐCĐ-IMP of the Annual General Meeting of Shareholders 2024 of Imexpharm Corporation dated April 26, 2024.

RESOLUTION**Article 1.** Approval of the 2023 Financial Statements audited by PwC (Vietnam) Co., Ltd.**Article 2.** Approval of the business and financial performance report of the Board of Management for 2023; Plan and Targets for 2024 as follow:

No.	Target (billion VND)	2023	2024	Growth
1	Gross revenue	2,113.0	2,630.1	24%
1.1	OTC	1,083.0	1,214.0	12%
1.2	ETC	884.0	1,316.1	49%
2	Net revenue	1,994.0	2,364.9	19%
3	Profit before tax	377.3	423.0	12%
4	EBITDA	466.0	550.0	18%
	EBITDA margin	23%	23%	

Article 3. Approval of the business performance assessment and report of the Board of Directors in 2023; Report of the independent member of the Board of Directors and Chairman of the Audit Committee in 2023; And the strategic orientation for 2024.**Article 4.** Approval of the Profit Distribution and dividend Proposal for 2023 and dividend plan for 2024:**1. Profit distribution plan 2023:**



No.	Details	Rate	Amount (VND)
1	Total profit before tax in 2023		377,272,934,101
2	Total profit after tax in 2023		299,556,005,542
3	(Plus) Expenditures from the Development Investment Fund		18,648,913,309
4	(Minus) The difference in exchange rate revaluation interest		-
5	(Plus) Remaining profit from previous years		121,890,418,408
6	Distributed earnings	100.00%	440,095,337,259
7	20% dividend payout ratio (70,004,649 shares x VND 2,000/share)	31.81%	140,009,298,000
	- 10% is paid in cash	15.91%	70,004,649,000
	- 10% is paid in stock	15.91%	70,004,649,000
8	Bonus and welfare fund	7.27%	32,000,000,000
9	Bonus for the BOD when the Company exceeds the profit targets	0.99%	4,359,206,760
	- Bonus for meeting the targets (1% of profit after tax)	0.68%	2,995,560,055
	- Bonus for exceeding the profit targets (5% of the excess profit compared to the planned target)	0.31%	1,363,646,705
10	Undistributed earnings	59.92%	263,726,832,499

2. Cash and stock dividend of 2023:

The company will pay dividends within 30 days after receiving the list of shareholders from Vietnam Securities Depository and Clearing Corporation (VSDC), but no later than 6 months from the end of AGM 2024.

3. Dividend plan for 2023:

The dividend payout ratio in 2024 is expected to be 20% on the Charter Capital, including 10% in cash and 10% in shares, subject to final decision of the Board of Directors.

Article 5. Approval of the Proposal to issue additional shares to pay dividends in 2023 to shareholders.

I. Issue 1: Issuing additional shares for dividend payment to existing shareholders

1. Purpose of issuance: Pay stock dividends to existing shareholders to increase the Company's charter capital.

2. Issuance plan:

- Name of share: Shares of Imexpharm Corporation
- Ticker symbol: IMP
- Share type: Common shares
- Par value: VND 10,000/share





- Total number of shares before issuance: 70,038,449 shares
- Number of treasury shares: 33,800 shares
- Number of outstanding shares: 70,004,649 shares
- Estimated number of shares to be issued: 7,000,464 shares (10% of the number of outstanding shares)
- Total issue value at par value: VND 70,004,640,000
- Eligible subscriber: Existing shareholders according to the list of shareholders determined by the Vietnam Securities Depository and Clearing Corporation at the last registration date to receive dividends in shares.
- Payment method: Right exercise
- Issuance rate (estimated number of shares to be issued / number of outstanding shares): 10%, corresponding to the right exercise ratio of 10:1.
- The plan to handle the fractional 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 be cancelled.
- For example: Shareholder A owns 559 shares at the record date of the list of eligible shareholders. With the payment ratio of 10:1, Mr. A will receive $559 \times 1:10 = 55.9$ new shares. Thus, Mr. A will receive 55 new shares.
- Source of capital: Undistributed profit after corporate income tax as of December 31, 2023, according to the 2023 audited financial statements.
- Expected number of outstanding shares after issuance: 77,005,113 shares
- Expected time of issuance: Quarters 2-4/2024, after approval by the General Meeting of Shareholders and the State Securities Commission.
- The positive difference between the total expected amount allocated for issuing dividend-paying shares (calculated at par value of 10,000 VND per share) and the actual total value of shares distributed to existing shareholders (calculated at par value of 10,000 VND per share) will be retained in the Company's undistributed after-tax profits.

II. Issue 2: Approval of the listing and additional deposit of all the additional issued shares at the Ho Chi Minh City Stock Exchange and the Vietnam Securities Depository and Clearing Corporation (VSDC) for the entire actual number of additional issued shares, according to the above issuance plan, after the completion of the issuance in accordance with current regulations.

III. Issue 3: Implementation

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the plan to increase the Company's Charter Capital corresponding to the total value of actual additional shares issued according to the issuance plan as above, assigns and authorizes the Board of Directors of the Company to decide all issues related to the issuance, specifically:



- Prepare and present the application dossier for securities issuance permission to the State Securities Commission. Simultaneously, proactively adjust the issuance plan and other relevant documents as per the recommendations/requests from the State Securities Commission and other relevant authorities.
- Decide on the appropriate time to finalize the list of shareholders to exercise rights and the time to implement the issuance.
- Make amendments and supplements to the Company's Charter and relevant provisions in the Company's Charter after completing the issuance.
- Proactively carry out registration procedures for increasing charter capital, changing the Business Registration Certificate and other related legal procedures after completing the issuance.
- Register for additional depository and listing of all newly issued shares in accordance with regulations on Ho Chi Minh City Stock Exchange and Vietnam Securities Depository and Clearing Corporation (VSDC).
- Approve the authorization for the Board of Directors to decide on all other related issues that arise during the process of issuing shares to pay dividends according to regulations.
- Depending on specific cases, the Board of Directors can assign/authorize to the General Director to carry out one or several specific tasks mentioned above.

Article 6. Approval of the Operating Expenses Proposal of the Board of Directors (BOD) and Board Committees in 2024, specifically as follows:

1. Remuneration and expenses for the BOD & Board Committees

- The allocation ratio is 2% of Profit before tax, and before actual paid expenses for the BOD & Committees.

2. Bonus for the BOD and Board Committees when the Company achieves the profit targets

- Bonus for completing profit plan: Bonus for the Board of Directors and Board Committees of 1% of Profit after tax when the Company completes the 2024 profit plan.
- Bonus for exceeding profit plan: The Board of Directors and Board Committees are rewarded with 5% of the profit exceeding the planned target.

Article 7. Approval of the the Proposal for selecting an independent auditing company and authorize the Board of Directors to select one (01) out of four (04) independent auditing company that meet the selection criteria to audit the FY 2024 Financial Statements.

The list of four Companies includes:

1. KPMG Vietnam Limited.
2. Grant Thornton (Vietnam) Limited.
3. Deloitte Vietnam Co., Ltd.
4. Ernst & Young Vietnam Limited.



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Article 8. Approval of the purchase of D&O insurance for 2024 and:

1. Authorize the General Director to carry out the necessary procedures as follows:
 - **The Insurer:** Chubb Insurance Vietnam Co., Ltd.
 - **The Insured:** Members of BOD, General Director, Deputy General Director(s), Chief Accountant, Function Heads, Managers, Head of Branches of the Company. This list may be updated according to the insurance policy by the insurer.
 - **Policy Period:** 12 months and may be renewed annually.
 - **Limit of liability:** USD 10,000,000 (Ten million USD)
 - **Premium:** USD 12,500. Such fee is without VAT, notional for reference and budget cost accounting. The official fee may be impacted and adjusted due to update information in the insurance application and actual market situation, and full consideration of the risk profile before the contractual date.
2. Authorize the Board of Directors to carry out the necessary procedures to purchase and maintain annual D&O insurance, and proactively renew upon its expiry, manage and handle all related issues arisen during the implementation, including but not limited to selecting the insurer, changing or adjusting the scope and policy period, limit of liability, updating the insured, and deciding on insurance premiums.

Article 9. Approval of the Proposal on amendments and supplementation to the Charter of Imexpharm Corporation.

Article 10. Approval of the Proposal on amendments and supplementation to the Internal regulation on Governance of Imexpharm Corporation.

Article 11. This Resolution takes effect from the end of the General Meeting of Shareholders in 2024. The General Meeting of Shareholders authorizes the Board of Directors to direct the organization and implementation of the contents according to 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 PRESIDUM
PRESIDIUM**

CHUN CHAERHAN

