

RESOLUTION
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
BINH DINH PHARMACEUTICAL AND MEDICAL EQUIPMENT
JOINT STOCK COMPANY (BIDIPHAR)

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing, and guiding documents;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing, and guiding documents ("Law on Securities");

Pursuant to the Company's Charter of Binh Dinh Pharmaceutical and Medical Equipment JSC;

Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. 55/BB-ĐHĐCĐ2025 dated 26/04/2025,

APPROVED

ARTICLE 1. APPROVAL OF THE REPORT ON THE BOARD OF DIRECTORS' ACTIVITIES IN 2024

The General Meeting of Shareholders approved the Report on Board of Directors' Activities in 2024 with the following key indicators:

No.	Items	Unit	Plan in 2024	Actual in 2024	Actual/Plan (%)	Actual in 2023	% Actual 2024/ 2023
1	Charter Capital	Billion VND	936	936	100%	748	125%
2	Total Revenue	Billion VND	2.000	1.817	91%	1.732	105%
3	Profit Before Tax	Billion VND	320	325	102%	320	102%

ARTICLE 2. APPROVAL OF THE 2024 DIVIDEND PAYMENT PLAN

The General Meeting of Shareholders approved the cash dividend payment plan for 2024 as follows:

- Dividend rate: 20% of par value, equivalent to VND 2.000 per share.
- Authorization to the Board of Directors: to decide the record date/final registration date and the payment date, but no later than 6 months from April 26th, 2025.

- Source of payment: from undistributed after-tax profits according to the audited consolidated financial statements for the fiscal year ended December 31st, 2024.

ARTICLE 3. APPROVAL OF THE REPORT OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE FOR THE YEAR 2024

The General Meeting of Shareholders approved the Report of Independent Members of the Board of Directors in the Audit Committee for the year 2024.

ARTICLE 4. APPROVAL OF AUDITED FINANCIAL STATEMENT FOR THE YEAR 2024

The General Meeting of Shareholders approved the Financial Statements of the Company for the year 2024 (separate and consolidated), audited by the ERNST & YOUNG Viet Nam Co., Ltd.

ARTICLE 5. APPROVAL OF BUSINESS PLAN FOR THE YEAR OF 2025

The General Meeting of Shareholders approved the 2025 Business Plan with the following key indicators (consolidated):

No.	Items	Unit	2024 Performance	2025 Plan	% Growth
1	Charter capital	Billion VND	936	936	0%
2	Total revenue	Billion VND	1.817	2.000	+10,1%
3	Pre-tax profit	Billion VND	325	335	+3,07%
4	Dividend payout ratio (cash or shares)	%	20% in cash	Minimum 20% in cash or shares	-

ARTICLE 6. APPROVAL OF THE SELECTION OF THE AUDIT FIRM FOR THE FINANCIAL YEAR 2025

The General Meeting of Shareholders instructed the Board of Directors to decide on the selection of one of four auditing companies from the list of auditing companies (inclusive of their affiliated branches) approved by the State Securities Commission of Vietnam to audit entities with interests in the securities areas proposed below to perform audit work for the financial year 2025 of Bidiphar:

1. PwC Co., Ltd (Viet Nam)
2. Deloitte Viet Nam Co., Ltd
3. ERNST & YOUNG Viet Nam Co., Ltd
4. KPMG Co., Ltd

ARTICLE 7. APPROVAL OF PROFIT DISTRIBUTION, FUND ALLOCATIONS FOR 2024, AND PROFIT DISTRIBUTION PLAN FOR 2025

1. The General Meeting of Shareholders approved the profit distribution and fund allocations for 2024 as follows:

No.	Items	Plan in 2024	Actual in 2025	Amount (VND)
I	Consolidated net profit of the parent company in 2024	100% Net profit after tax (NPAT)	100% LNST	275.181.949.187
II	Fund distribution			66.043.667.805
1	Development investment fund	10% NPAT	10% NPAT	27.518.194.919
2	Reward and welfare fund	10% NPAT	10% NPAT	27.518.194.918
3	Board of Directors and Internal Audit remuneration	2% NPAT	2% NPAT	5.503.638.984
4	Executive Board bonus	2% NPAT	2% NPAT	5.503.638.984
III	Remaining profit after distribution to the Funds in 2024 (III) = (I) - (II)	-	-	209.138.281.382
IV	Dividend distribution (in cash and/or shares)	Minimum 20% of charter capital	20% in cash	187.107.524.000
V	Remaining profit in 2024 (V) = (III) – (IV)	Remaining NPAT	Remaining NPAT	22.030.757.382

The General Meeting of Shareholders authorizes the Board of Directors to determine the appropriate timing and method of dividend payment to shareholders based on the Company's business performance and financial situation. The Board of Directors is also authorized to decide on all related matters necessary to complete the dividend payment or advance distribution to shareholders.

2. The General Meeting of Shareholders approved the 2025 Profit Distribution Plan as follows:

No.	Items	Plan in 2025
I	Consolidated net profit of the parent company in 2024	100% Net profit after tax (NPAT)
II	Fund distribution	
1	Development investment fund	10% NPAT
2	Reward and welfare fund	10% NPAT
3	Board of Directors and Internal Audit remuneration	2% NPAT
4	Executive Board bonus	2% NPAT
III	Dividend distribution (in cash and/or shares)	Minimum 20% of par value, in cash or in shares.
IV	Remaining profit (IV) = (I) - (II) - (III)	Remaining NPAT

ARTICLE 8. APPROVAL OF AMENDMENTS AND SUPPLEMENTS TO THE SHARE ISSUANCE PLAN UNDER THE EMPLOYEE STOCK OPTION PROGRAM (ESOP)

The General Meeting of Shareholders approved the amendments and supplements to certain contents of the share issuance plan under the Employee Stock Option Program (ESOP) of Binh Dinh Pharmaceutical – Medical Equipment Joint Stock Company (Bidiphar), which was previously approved by the 2024 Annual General Meeting of Shareholders under Resolution No. 749/NQ-ĐHCD dated April 27, 2024, in accordance with the details outlined in Appendix 01 attached to this Resolution.

ARTICLE 9. APPROVAL OF THE PRIVATE PLACEMENT PLAN FOR INVESTORS

The General Meeting of Shareholders approves the private placement plan for investors and authorizes the Company's Board of Directors to implement it in accordance with the detailed provisions set forth in Appendix 02 attached to this Resolution.

ARTICLE 10. APPROVAL OF AMENDMENTS AND SUPPLEMENTS TO THE COMPANY CHARTER, INTERNAL REGULATIONS ON CORPORATE GOVERNANCE; AND ISSUANCE OF REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS.

The General Meeting of Shareholders approved the amendments and supplements to the Company Charter and the Internal Corporate Governance Regulations, as well as the issuance of the Board of Directors' Operating Regulations. The full text of the Company Charter, Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations is attached to this Resolution.

The newly approved Company Charter, Internal Corporate Governance Regulations, and Board of Directors' Operating Regulations shall take effect from the date of issuance and shall replace the most recently amended versions.

ARTICLE 11. ASSIGN THE BOARD OF DIRECTORS TO ORGANIZE IMPLEMENTATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS' RESOLUTION.

The Board of Directors, along with the Chairperson of the Board of Directors, is entrusted with the responsibility for effectively executing the resolutions outlined in this Resolution by the General Meeting of Shareholders. This includes ensuring compliance with all relevant laws, the Company's Charter of Organization and Operation, internal regulations on corporate governance, operating regulations of the Board of Directors, and complete information disclosure as mandated by law.

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The delegation of powers and responsibilities by the General Meeting of Shareholders remains effective until the Board of Directors/Chairperson of the Board of Directors has successfully completed the assigned tasks, or until the General Meeting of Shareholders issues a Resolution for any necessary changes.

ARTICLE 12. THIS RESOLUTION WAS APPROVED BY THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BINH DINH PHARMACEUTICAL AND MEDICAL EQUIPMENT JOINT STOCK COMPANY (BIDIPHAR) ON APRIL 26th, 2025, AND TAKES EFFECT FROM THE DATE OF SIGNING.

Recipients:

- *Shareholders of Bidiphar;*
- *BOD, Audit Committee;*
- *Executive Board;*
- *SSC, HOSE, VSDC;*
- *Stored at Company Secretary Office.*

**ON BEHALF OF THE 2025 ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

CHAIRMAN



T. NAM BÌNH



APPENDIX 01
AMENDED AND SUPPLEMENTED SHARE ISSUANCE PLAN UNDER THE
EMPLOYEE STOCK OPTION PROGRAM (ESOP) OF BINH DINH
PHARMACEUTICAL – MEDICAL EQUIPMENT JOINT STOCK COMPANY
(BIDIPHAR), APPROVED BY THE 2024 ANNUAL GENERAL MEETING OF
SHAREHOLDERS UNDER RESOLUTION NO. 749/NQ-ĐHCD DATED APRIL 27, 2024
 (Attached to Resolution No. 56/NQ-ĐHCD2025 dated 26/04/2025)

I. Regarding the Content of the Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar):

The Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar), after being updated, amended, and supplemented, includes the following contents:

Security Name	: Shares of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar).
Stock Code	: DBD.
Type of Security	: Common shares.
Par Value	: 10.000 dong.
Outstanding shares	: 93.553.762 shares (<i>In words: Ninety-three million five hundred fifty-three thousand seven hundred sixty-two shares</i>).
Issuance Time	: Expected in 2025.
Number of Shares to be Issued	: 935.500 shares (<i>In words: Nine hundred thirty-five thousand five hundred shares</i>), equivalent to 1.00% of the outstanding shares.
Total Par Value of Shares Issued	: 9.355.000.000 VND (<i>In words: Nine billion three hundred fifty-five million VND</i>).
Issuance Price Determination	: The General Meeting of Shareholders authorizes the Board of Directors to determine the issuance price, which shall not be lower than the par value (VND 10,000 per share).
Purpose of the issuance	: Ensure maximum benefits and value for all stakeholders; retain and attract high-quality human resources; strengthen engagement, encourage, and motivate employees to actively contribute to achieving the 2025 plan and the company's development; ensure the company's sustainable growth and development.
Eligible Participants:	: Employees of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar) and/or subsidiaries of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar) (hereinafter collectively referred to as the "Employees").
Employee Eligibility Criteria	: <ol style="list-style-type: none"> 1. Employees are members of the Executive Board (including Executive Board members who are also members of the Board of Directors) or other management positions appointed by the Board of Directors (but excluding Board of Directors members who concurrently hold other positions). 2. Employees holding management positions (including Head/Deputy Head of departments or equivalent) and senior specialists at the Company who meet the following criteria:

	<ul style="list-style-type: none"> a. Having signed a labor contract with the Company for at least 2 years as of the date of list preparation. b. Held a management position during the period 2020–2024. c. Made significant contributions to the Company's development during the period 2020–2024: held or were primarily responsible for generating the Company's performance (with individual KPIs directly related to the Company's overall KPIs); or proposed ideas, initiatives, or technical solutions that helped the Company achieve its set objectives; or had the capability and potential to contribute to the implementation of the Company's strategic goals for the 2025–2030 period. d. Have the ability to commit to long-term engagement with the Company and agree to comply with the Stock Issuance Regulations under the Employee Stock Option Program (ESOP) issued by the Board of Directors. <p>In the event that legal regulations on the authority to determine employee eligibility criteria for participation in the ESOP are applicable at the time of capital increase implementation, the General Meeting of Shareholders authorizes the Board of Directors to amend and supplement the employee eligibility criteria for the ESOP in a manner that maximizes benefits for both shareholders and employees while ensuring compliance with the actual situation and prevailing legal regulations.</p>
Transfer restriction conditions	: All shares issued under the Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar) are subject to a transfer restriction for four (4) years from the date of completion of the issuance.
Terms for share repurchase and resale of repurchased shares	<p>: As specifically stipulated in the Regulations on Share Issuance under the Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar).</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to determine the terms for share repurchase and resale of repurchased shares, ensuring compliance with legal regulations and the Company's actual situation at the time of implementation.</p>

II. Implementation Organization

The General Meeting of Shareholders for approval to delegate/authorize the Board of Directors to carry out the following tasks:

- a) Determine the issuance price, ensuring that it is not lower than the par value (VND 10,000 per share) under any circumstances;
- b) Decide on the specific number of shares to be issued, ensuring that it does not exceed 1% of the total outstanding shares at the time of issuance;

- c) Determine the appropriate timing for implementing the share issuance under the Employee Stock Ownership Plan (ESOP) of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar);
- d) In the event that legal regulations on the authority to determine employee eligibility criteria for participation in the ESOP are applicable at the time of implementation, authorize the Board of Directors to amend and supplement these criteria in a way that maximizes benefits for both shareholders and employees while ensuring compliance with the actual situation and prevailing legal regulations;
- e) Decide on the handling of undistributed shares and fractional shares (if any) for other employees who meet the eligibility criteria for purchasing ESOP shares as approved by the General Meeting of Shareholders;
- f) Approve a plan to ensure that the share issuance complies with foreign ownership limits in case the issuance includes employees who are foreign investors;
- g) Develop and issue regulations on share issuance under the Employee Stock Ownership Plan (ESOP) of Bidiphar, determine specific criteria, establish a list of eligible employees, define allocation principles for each employee and the number of shares they are entitled to purchase, set rounding rules when distributing shares, and establish terms for share repurchase and resale of repurchased shares;
- h) Amend, supplement, finalize, and provide explanations regarding all issues and contents of the ESOP share issuance plan (including decisions on matters not explicitly stated in this capital increase plan) and sign relevant documents to execute the capital increase in compliance with legal regulations;
- i) Amend provisions related to charter capital, shares, and stock in the Charter of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar) based on the actual charter capital after the completion of the share issuance;
- j) Carry out the necessary procedures for amending the registration of additional depository and listing of shares with the competent state authorities after the completion of the share issuance in accordance with legal regulations;
- k) Authorize the Board of Directors to consider and select consulting firms (if necessary) and proactively carry out related tasks to ensure compliance with legal regulations regarding the share issuance;
- l) Decide on any other matters arising to complete the implementation of the charter capital increase.

APPENDIX 02
PLAN FOR PRIVATE PLACEMENT OF SHARES TO INVESTORS
(Attached to Resolution No. 56/NQ-ĐHĐCĐ2025 dated 26/04/2025)

1. **Name of the offered shares:** Shares of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar).
2. **Type of Security:** Common shares.
3. **Stock Code:** DBD
4. **Par Value:** 10.000 VND/01 share.
5. **Currency of the offering:** Vietnamese Dong (VND).
6. **Outstanding shares:** 93.553.762 shares (*In words: Ninety-three million five hundred fifty-three thousand seven hundred sixty-two shares*).
7. **Current charter capital:** 935.938.470.000 VND (*In words: Nine hundred thirty-five billion nine hundred thirty-eight million four hundred seventy thousand Vietnamese Dong*).
8. **Total number of shares expected to be offered:** 23.300.000 shares (*In words: Twenty-three million three hundred thousand shares*).
9. **Total expected offering value (at par value):** 233.000.000.000 VND (*In words: Two hundred thirty-three billion Vietnamese Dong*).
10. **Offering format:** Private placement of shares.
11. **Offering method:** Offering to fewer than 100 investors, excluding professional securities investors.
12. **Specific Issuance Plan:**
 - **Number of shares registered for private placement:** 23.300.000 shares.
 - **Principle for determining the offering price:** The specific offering price will be determined by the Board of Directors through direct negotiation with investors but will not be lower than 50.000 VND per share.
 - **Ratio of registered shares to be issued / total number of outstanding shares:** 24,91%.
The above-mentioned offering ratio will be recalculated based on the actual number of outstanding shares at the time of the offering.
 - **Purpose of the issuance:** To supplement the Company's investment capital for the implementation of two projects approved by the Annual General Meeting of Shareholders: (i) The Small-Volume Sterile Drug Manufacturing Plant Project, and (ii) The OSD Non-Betalactam Manufacturing Plant Project.
 - **Target investors:** Organizations, both domestic and foreign, that meet the standards and conditions of professional securities investors as prescribed by the Securities Law.
 - **Investor selection criteria:**
 - Organizations, both domestic and foreign, that meet the standards and conditions of professional securities investors as prescribed by the Securities Law.
 - Investors with strong financial capabilities who commit to supporting the Company in production, business operations, corporate governance, and financial activities to drive Company growth and ensure shareholder benefits.
 - **Number of investors:** A maximum of five (5) professional securities investors.
The Board of Directors is authorized to decide on the list of professional securities investors to

be offered shares, ensuring compliance with the selection criteria approved by the Annual General Meeting of Shareholders, and to determine the number of shares to be allocated to each investor.

- **Transfer restrictions:** The privately placed shares will be subject to a transfer restriction period of one (1) year from the completion date of the offering, except for transfers between professional securities investors or transfers executed in accordance with legally effective court judgments, arbitration decisions, or inheritance as prescribed by law.
- **Handling of undistributed shares:** Any shares that remain undistributed to investors after the private placement will be reallocated by the Board of Directors to other investors at a price not lower than the minimum price determined according to the pricing principles approved by the Annual General Meeting of Shareholders. Any shares remaining after reallocation will continue to be subject to a transfer restriction period of one (1) year from the completion date of the offering. The selection of additional investors must comply with the provisions of Article 42 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, issued by the Government guiding the Securities Law. If there are still undistributed shares at the end of the offering, they will be canceled. The Company will increase its charter capital based on the actual number of shares issued.

13. Expected Issuance Timeline:

The issuance is expected to be carried out in 2025-2026, after receiving official approval from the State Securities Commission.

The above-mentioned private placement will be carried out after Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar) completes the share issuance under the employee stock ownership plan (ESOP) as outlined in Proposal No. 42/TTr-HĐQT-DHĐCĐ2025 dated April 3, 2025.

- 14. Additional Securities Depository Registration and Listing Registration:** All successfully issued additional shares will be registered for supplementary depository and listing in compliance with legal regulations.
- 15. Public Tender Offer Exemption:** If the ownership ratio of investors participating in the private placement results in ownership exceeding the limit prescribed in Clause 1, Article 35 of the Securities Law, the public tender offer procedure will not be required.
- 16. Capital Utilization Plan:** All proceeds from the issuance will be used by the Company to supplement capital for the investment in the following two projects, in the order of priority:
- *(1) The Small-Volume Sterile Drug Manufacturing Plant Project with a total estimated cost of 840.000.000.000 VND (Eight hundred forty billion VND), as per Resolution No. 490/NQ-DHĐCĐ dated April 21, 2023, of the 2023 Annual General Meeting of Shareholders.*
 - *(2) The OSD Non-Betalactam Manufacturing Plant Project with a total estimated cost of 870.000.000.000 VND (Eight hundred seventy billion VND), as per Resolution No. 749/NQ-DHĐCĐ dated April 27, 2024, of the 2024 Annual General Meeting of Shareholders.*
- The Board of Directors is authorized to determine the detailed capital utilization plan, allocate, and circulate the proceeds from the offering among the above-mentioned projects to ensure the effective use of the Company's funds at different periods.
- 17. Plan to Cover Any Shortfall in the Expected Raised Capital:** The Company will utilize other available capital sources, bank loans, or other legitimate funding sources as necessary to

compensate for any shortfall required to achieve the capital utilization purposes mentioned above.

- 18. Approval of Charter Capital Adjustment:** Approval for the adjustment of the Company's charter capital in the Articles of Association and the amendment of the Enterprise Registration Certificate at the Binh Dinh Department of Planning and Investment, following the receipt of the written notice from the State Securities Commission confirming the completion of the offering result report.

19. Authorization to the Board of Directors

The Annual General Meeting of Shareholders authorizes the Board of Directors to implement the tasks related to the share issuance as follows:

- 1) Select an appropriate timing and carry out the necessary procedures to implement the offering plan in accordance with the Company's Charter and applicable laws, ensuring the best interests of shareholders
- 2) Select and approve the list of investors purchasing shares, the number of shares, and the offering price for each investor who meets the selection criteria approved by the Annual General Meeting of Shareholders. Additionally, ensure that investors are not subject to mandatory approval by the Annual General Meeting of Shareholders, as per Clause 3, Article 42 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, and comply with other conditions stipulated in Article 42 of Decree No. 155/2020/NĐ-CP and relevant laws.
- 3) Determine the qualification of investors as professional securities investors participating in the share purchase.
- 4) Approve a plan to ensure the private placement of shares complies with regulations on foreign ownership limits.
- 5) Adjust the offering ratio based on the actual charter capital at the time of the offering.
- 6) Determine the specific capital utilization plan and flexibly adjust the use of raised capital, disbursement timing, and capital allocation as necessary, in line with the Company's actual situation.
- 7) Balance and allocate the proceeds from the offering for the investment in two projects in the following priority order (1) The Small-Volume Sterile Drug Manufacturing Plant Project, and (2) The OSD Non-Betalactam Manufacturing Plant Project based on actual circumstances to ensure the best interests of the Company and its shareholders.
- 8) Based on the actual raised capital and the Company's financial situation, proactively implement measures to cover any capital shortfalls required for project investments.
- 9) Decide on handling any unsubscribed shares during the offering in accordance with the specified principles.
- 10) Complete the procedure for registering the change in charter capital after receiving a written notice from the State Securities Commission confirming the completion of the offering result report.
- 11) Amend the Company's Charter (due to the change in charter capital) after receiving a written notice from the State Securities Commission confirming the completion of the offering result report.
- 12) Register for changes to the Enterprise Registration Certificate in compliance with legal regulations.

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- 13) Register for additional securities depository and listing for successfully issued shares in accordance with legal requirements.
- 14) Handle all related procedures with the State Securities Commission, the Vietnam Securities Depository, and Stock Exchanges.
- 15) Apart from the above authorizations, during the implementation of the offering plan, the Annual General Meeting of Shareholders authorizes the Board of Directors to amend, supplement, and finalize the offering plan as required by regulatory authorities and/or in accordance with actual conditions, ensuring legal compliance and maximizing benefits for shareholders and the Company.
- 16) Address any other matters related to the private placement of shares to investors.

