BINH DINH PHARMACEUTICAL AND MEDICAL EQUIPMENT JOINT STOCK COMPANY (BIDIPHAR)	THE SOCIALIST REPUBLIC OF VIETNAM
No.: 45/TTr-HĐQT-ĐHĐCĐ2026	Independence - Freedom - Happiness
	Gia Lai, April 01, 2026

PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Private Offering of Shares to Investors

To: The 2026 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;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing, and guiding documents ("Law on Securities");*
- *Company's Charter of Binh Dinh Pharmaceutical and Medical Equipment JSC.*
- *The needs and actual situation of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar).*

In order to ensure compliance with applicable laws and align with the Company's practical needs, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of certain contents of the private placement plan for investors previously approved by the General Meeting of Shareholders under Resolution No. 490/NQ-ĐHĐCĐ dated April 21, 2023; Resolution No. 749/NQ-ĐHĐCĐ dated April 27, 2024; and Resolution No. 56/NQ-ĐHĐCĐ2025 dated April 26, 2025, as follows:

The private placement plan for investors of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar), after being updated, amended and supplemented, includes the following contents:

1. Private placement plan

Name of the shares to be offered	:	Shares of Binh Dinh Pharmaceutical and Medical Equipment Joint Stock Company (Bidiphar).
Share type	:	Common shares
Stock code	:	DBD.
Par value	:	VND 10.000 per share
Offering currency	:	Vietnam Dong (VND)
Total number of outstanding shares	:	94.489.262 shares *(In words: Ninety-four million four hundred eighty-nine thousand two hundred sixty-two shares)*
Charter capital	:	945.293.470.000 VND *(In words: Nine hundred forty-five billion two hundred ninety-three million four hundred seventy thousand Vietnam Dong)*

Total number of shares proposed to be offered	:	23.300.000 shares *(In words: Twenty-three million three hundred thousand shares)*
Total offering value (at par value)	:	233.000.000.000 VND *(In words: Two hundred thirty-three billion Vietnam Dong)*
Offering method	:	Private placement of shares.
Placement method	:	Private placement to professional securities investors.
Principle for determining the offering price	:	The specific offering price shall be determined by the Board of Directors through direct negotiation with investors, but shall not be lower than 50.000 VND per share. The General Meeting of Shareholders authorizes the Board of Directors to determine the specific offering price at the time of the offering based on negotiation and agreement with investors in the private placement, in accordance with the pricing principles approved by the General Meeting of Shareholders.
Purpose of the offering	:	To supplement equity capital, enhance financial capacity for investment in the pharmaceutical manufacturing plant project, and provide additional working capital for the Company's business operations.
Criteria for selecting investors	:	Organizations, domestic and/or foreign, that meet the criteria and conditions of professional securities investors as stipulated in the Securities Law. Possess strong financial capacity and commit to accompanying and supporting the Company in its business operations, corporate governance, and financial activities to facilitate the Company's development and ensure the interests of shareholders.
Number of investors	:	Up to 05 (five) professional securities investors. The General Meeting of Shareholders authorizes the Board of Directors to decide the list of professional securities investors participating in the private placement, ensuring compliance with the investor selection criteria approved by the General Meeting of Shareholders, and to determine the number of shares allocated to each investor.
Transfer restrictions	:	The privately placed shares mentioned above shall be subject to a transfer restriction of 01 year from the completion date of the offering, except for transfers between professional securities investors or transfers made pursuant to a legally effective court judgment or decision, an arbitral award, or inheritance in accordance with applicable laws.
Plan for handling unsubscribed shares	:	Any shares not fully subscribed by the initially identified investors (if any) shall be allocated by the Board of Directors to other professional securities investors at a price not lower than the offering price determined in accordance with the pricing principles approved by the General Meeting of Shareholders. These additionally allocated shares shall also be subject to a transfer restriction of 01 year from the completion date of the offering.

		If the distribution period prescribed by law expires and the shares remain unsubscribed, such remaining shares shall be cancelled and the offering shall be terminated. The Company shall increase its charter capital based on the actual number of shares successfully issued.
Expected issuance timeline	:	Expected to be implemented in 2026 or 2027, after investors are selected and approval is obtained from the State Securities Commission of Vietnam.
Additional securities registration and listing registration	:	All successfully issued shares will be additionally registered with the Vietnam Securities Depository and Clearing Corporation and additionally listed on the Ho Chi Minh City Stock Exchange in accordance with applicable regulations.
Public tender offer	:	In the event that the ownership ratio of investors participating in the private placement results in their shareholding exceeding the threshold specified in Clause 1, Article 35 of the Securities Law, such investors shall not be required to conduct a public tender offer.
Approval of charter capital adjustment	:	Approval of the adjustment of the Company's charter capital in the Company Charter and amendment of the Enterprise Registration Certificate with the Business Registration Authority after receiving written notification from the State Securities Commission of Vietnam confirming receipt of the report on the results of the offering.

2. Plan for the use of proceeds from the offering

The expected proceeds from the private placement are VND 1,165,000,000,000 (In words: One trillion one hundred sixty-five billion Vietnam Dong) (calculated based on the minimum offering price of VND 50,000 per share in accordance with the pricing principle and assuming the successful issuance of 23,300,000 shares). After deducting expenses related to the offering, the proceeds will be used to invest in the Company's projects in the following order of priority::

- *1) Small Volume Sterile Injection (SVI) Manufacturing Plant Project, with a total estimated investment of VND 840,000,000,000 (Eight hundred forty billion Vietnam Dong), pursuant to the Resolution of the 2023 Annual General Meeting of Shareholders No. 490/NQ-ĐHĐCĐ dated April 21, 2023; and*
- *(2) OSD Non-Betalactam Manufacturing Plant Project, with a total estimated investment of VND 870,000,000,000 (Eight hundred seventy billion Vietnam Dong), pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders No. 749/NQ-ĐHĐCĐ dated April 27, 2024.*

Pending disbursement in accordance with the above plan, the proceeds from the share offering may be placed in short-term deposits at banks. The General Meeting of Shareholders authorizes the Board of Directors to determine the specific timing of disbursement based on project implementation progress and the Company's actual situation, ensuring maximum benefits for shareholders and without affecting the Company's capital sources or its regular business operations, and to report to the nearest General Meeting of Shareholders.

Plan to cover any funding shortfall: The Company will flexibly utilize other internal funding sources, bank borrowings, or other lawful financing sources to cover any funding shortfall required to implement the above-mentioned investment purposes..

3. Implementation arrangements

For the convenience of implementing the above-mentioned issuance plan, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization of the Board of Directors to carry out the following tasks

1) Select an appropriate timing and carry out the necessary procedures to implement the offering plan in accordance with the Company Charter and applicable laws, ensuring the interests of shareholders.
2) Decide on the list of specific professional securities investors and the number of shares to be offered to each investor in the private placement; decide on adjustments to the list of professional securities investors depending on the actual negotiation progress and the investors' capabilities at each stage.
3) Determine the specific offering price at the time of the offering based on negotiation and agreement with investors in the private placement, in accordance with the pricing principles approved by the General Meeting of Shareholders.
4) Approve the plan to ensure that the private placement complies with foreign ownership limits.
5) Decide on the detailed plan for the use of proceeds, the timing of disbursement and the purposes of capital utilization when necessary and in line with the Company's actual situation, while ensuring compliance with regulations of competent authorities in accordance with applicable laws; decide on adjustments to the use-of-proceeds plan and the amount of funds raised from the private placement with a change value of less than 50% of the total capital raised, and report such changes (if any) to the nearest General Meeting of Shareholders.
6) Based on the actual proceeds received and the Company's practical situation, proactively implement plans to cover any funding shortfall for project investments when necessary.
7) Decide on the handling of unsubscribed shares in the offering in accordance with the principles approved by the General Meeting of Shareholders.
8) Carry out procedures for the registration of charter capital adjustment after receiving written notification from the State Securities Commission of Vietnam confirming receipt of the report on the results of the offering.
9) Amend the Company Charter (due to the change in charter capital) after receiving written notification from the State Securities Commission of Vietnam confirming receipt of the report on the results of the offering.
10) Carry out procedures for amending the Enterprise Registration Certificate in accordance with applicable laws.
11) Register additional securities depository and additional listing for the successfully issued shares in accordance with applicable regulations.

12) In addition to the authorizations mentioned above, during the implementation of the offering plan, the General Meeting of Shareholders authorizes the Board of Directors to supplement, amend, and finalize the offering plan as required by competent state authorities and/or in accordance with the Company's actual situation, ensuring that the offering is conducted legally, in compliance with regulations, and in the best interests of the Company and its shareholders.

The Board of Directors respectfully submits this proposal to the Annual General Meeting of Shareholders for approval.

Sincerely,

Recipients:

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

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 4100259564
CÔNG TY CỔ PHẦN DƯỢC-TRANG THIẾT BỊ Y TẾ BÌNH ĐỊNH (BIDIPHAR)
TỈNH GIA LAI

Tạ Nam Bình