

**CÔNG TY CỔ PHẦN TẬP ĐOÀN
BỆNH VIỆN TNH**

**TNH HOSPITAL GROUP JOINT
STOCK COMPANY**

Số/No: 140/TTr-HĐQT

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập- Tự do- Hạnh phúc**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Thái Nguyên, ngày 08 tháng 05 năm 2026
Thai Nguyen, May 08, 2026

TỜ TRÌNH

**Về việc sửa đổi Điều lệ tổ chức và hoạt động, Quy chế nội bộ về quản trị công ty
và Quy chế hoạt động của HĐQT**

PROPOSAL

***Regarding the Amendment of the Charter of Organization and Operation, the Internal
Regulations on Corporate Governance, and the Regulations on the Operation of the Board
of Directors***

Kính gửi: Đại hội đồng cổ đông CTCP Tập đoàn Bệnh viện TNH

To: The General Meeting of Shareholders of TNH Hospital Group Joint Stock Company

*Căn cứ Luật Doanh nghiệp và các văn bản quy định chi tiết, hướng dẫn thi hành;
Pursuant to the Law on Enterprises and its guiding and implementing regulations;*

*Căn cứ Luật Chứng khoán và các văn bản quy định chi tiết, hướng dẫn thi hành;
Pursuant to the Law on Securities and its guiding and implementing regulations;*

Căn cứ Điều lệ tổ chức hoạt động và Quy chế nội bộ về quản trị Công ty.

*Pursuant to the Charter of Organization and Operation and the Internal
Regulations on Corporate Governance of the Company;*

Căn cứ Tờ trình số 112/TTr-HĐQT ngày 23 tháng 04 năm 2026;

Pursuant to Proposal No. 112/TTr-HĐQT dated April 23, 2026;

*Căn cứ Nghị quyết số 131/2026/NQ-HĐQT ngày 08/05/2026 của Hội đồng quản
trị Công ty về việc cập nhật tài liệu cuộc họp Đại hội đồng cổ đông thường niên năm
2026 của Công ty*

*Pursuant to Resolution No. 131/2026/NQ-HĐQT dated May 08, 2026 of the Board
of Directors regarding the update of documents for the Company's 2026 Annual General
Meeting of Shareholders.*

Hội đồng quản trị đề nghị Đại hội đồng cổ đông Công ty thông qua việc sửa Điều
lệ tổ chức và hoạt động, Quy chế nội bộ về quản trị công ty và Quy chế hoạt động của
HĐQT như sau:

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendments to the Charter of Organization and Operation, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors as follows:

1. Sửa đổi, bổ sung một số nội dung tại Điều lệ tổ chức và hoạt động của Công ty (chi tiết theo dự thảo Điều lệ sửa đổi và Phụ lục 01 đính kèm Tờ trình này).

To amend and supplement a number of provisions of the Charter of Organization and Operation of the Company (details are provided in the draft amended Charter and Appendix 01 attached to this Proposal).

2. Sửa đổi, bổ sung một số nội dung tại Quy chế nội bộ về quản trị Công ty (chi tiết theo dự thảo Quy chế nội bộ về Quản trị Công ty sửa đổi và Bảng so sánh nội dung sửa đổi Quy chế nội bộ về Quản trị Công ty là Phụ lục 02 đính kèm Tờ trình này).

To amend and supplement a number of provisions of the Internal Regulations on Corporate Governance of the Company (details are provided in the draft amended Internal Regulations on Corporate Governance and the Comparison Table of Amendments to the Internal Regulations on Corporate Governance attached as Appendix 02 to this Proposal).

3. Sửa đổi, bổ sung một số nội dung tại Quy chế hoạt động của HĐQT (chi tiết theo dự thảo Quy chế hoạt động của HĐQT sửa đổi và Bảng so sánh nội dung sửa đổi Quy chế hoạt động của HĐQT là Phụ lục 03 đính kèm Tờ trình này).

To amend and supplement a number of provisions of the Regulations on the Operation of the Board of Directors (details are provided in the draft amended Regulations on the Operation of the Board of Directors and the Comparison Table of Amendments to the Regulations on the Operation of the Board of Directors attached as Appendix 03 to this Proposal).

Các quy định của Điều lệ tổ chức và hoạt động, Quy chế nội bộ về Quản trị Công ty và Quy chế hoạt động của HĐQT được sửa đổi, bổ sung sẽ có hiệu lực áp dụng từ ngày được Đại hội đồng cổ đông thường niên năm 2026 của Công ty thông qua.

The amended and supplemented provisions of the Charter of Organization and Operation, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors shall take effect upon approval by the Company's 2026 Annual General Meeting of Shareholders.

Đồng thời, HĐQT đề nghị ĐHĐCĐ ủy quyền cho Hội đồng quản trị ban hành Điều lệ và các Quy chế dựa trên các nội dung sửa đổi, bổ sung đã trình Đại hội đồng cổ đông thông qua.

At the same time, the Board of Directors proposes that the General Meeting of Shareholders authorize the Board of Directors to promulgate the Charter and the Regulations based on the amendments and supplements approved by the General Meeting of Shareholders.

Hội đồng quản trị Công ty kính trình Đại hội cổ đông xem xét và thông qua.

The Board of Directors respectfully submits this matter to the General Meeting of Shareholders for consideration and approval.

Trân trọng ./.

Respectfully submitted.

Nơi nhận:

- Như trên;
- HĐQT, BGĐ;
- Lưu: VT, PC, Hồ sơ Đại hội.

Recipients:

- *As above;*
- *Board of Directors, Board of Management;*
- *Archived at: Administration Department, Legal Department, AGM Files.*

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HĐQT
ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRPERSON OF THE BOARD OF
DIRECTORS**

Nguyễn Thị Thùy Giang

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INTRODUCTION

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022; and amended by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, and its guiding documents;

Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, amended and supplemented by Decree No. 245/2025/ND-CP issued by the Government on September 11, 2025;

This Charter is promulgated on May 15, 2026, in accordance with Resolution No. .../NQ-ĐHĐCĐ dated May 15, 2026 of the General Meeting of Shareholders of the Company.

The full text of this Charter is as follows:

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:

a) *Charter Capital* means the total par value of shares that have been sold or registered for purchase upon the establishment of the joint stock company and as stipulated in this Charter;

b) *Voting Capital* means the share capital whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;

c) *Enterprise Law* is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing guideline documents;

d) *Securities Law* is Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and implementing documents;

e) *Vietnam* is the Socialist Republic of Vietnam;

f) *Date of Establishment* means the date on which the Company was first issued an Enterprise Registration Certificate;

g) *Company Executives* are the Chief Executive Officer (CEO), Deputy CEOs, Chief

Financial Officer, Chief Medical Officer, and Chief Accountant of the Company;

h) *Enterprise Managers* are the managers of the company, including the Chairperson of the Board of Directors, members of the Board of Directors; the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, Chief Accountant;

i) *Related Person* means individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* means individuals or organizations owning at least one share of the joint stock company;

l) *Founding Shareholder* means shareholders owning at least one ordinary share and whose names are listed in the founding shareholders list of the joint stock company;

m) *Major Shareholder* means shareholders as defined in Clause 18, Article 4 of the Law on Securities;

n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;

o) “*Operational Term*” means the duration of the Company’s operation as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders through a resolution;

p) *Approved Auditing Organization* means an independent auditing organization on the list of auditing organizations approved by the State Securities Commission for auditing in accordance with the Law on Enterprises and the laws on independent auditing.

2. In this Charter, references to one or more provisions or other documents shall include any amendments, supplements, or replacement documents.

3. The headings (Clause, Articles of this Charter) are used for convenience in understanding the content and shall not affect the interpretation of the content of this Charter.

CHAPTER II. NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATIONAL TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Type, Headquarter, Branches, Representative Offices, Business Locations, and Operational Term of the Company

1. Company Name

- Name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN BỆNH VIỆN TNH
- Name in English: TNH HOSPITAL GROUP JOINT STOCK COMPANY
- Abbreviated Name: TNH .,JSC

2. The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.

3. Registered Headquarter of the Company:

- Address: No. 328 Luong Ngoc Quyen Street, Phan Dinh Phung Ward, Thai Nguyen

Province

- Telephone: 0208 628 5658

- E-mail: ir.tnh@tnh.com.vn

- Website: <https://tnh.com.vn/>

4. The Company may establish branches and representative offices in business areas to achieve the Company's operational objectives, in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless terminated earlier as stipulated in Clause 2, Article 52, or extended in accordance with Article 53 of this Charter, the Company's operational term shall commence from the date of establishment and shall be indefinite.

Article 3. Legal representative of the Company

1. The legal representative of the Company is an individual representing the enterprise to exercise the rights and obligations arising from the enterprise's transactions, representing the enterprise in the capacity of an applicant for resolution of civil matters, plaintiff, defendant, or person with related interests and obligations before Arbitration, Courts, and exercising other rights and obligations as prescribed by law.

2. Number of legal representatives of the Company: The Company has two (02) legal representatives, who are the individuals holding the titles of Chairperson of the Board of Directors and CEO.

3. The legal representative of the Company has the following responsibilities:

a) Exercise the delegated rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the enterprise;

b) Be loyal to the interests of the enterprise; not abuse their position or title, and not use information, know-how, business opportunities, and other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;

c) Notify the enterprise promptly, fully, and accurately of enterprises in which they or their related persons own or have shares or capital contributions as prescribed by this Charter;

d) Fully and correctly exercise their rights, obligations, and scope of representation in accordance with the provisions of the Company Charter; not act in the name of the Company to perform acts outside the scope of representation stipulated in this Charter;

e) Within the scope of representation defined in Clauses 4 and 5 of this Article, each Legal Representative is entitled to independently sign documents and records and execute transactions in the name of the Company within their scope of representation and shall be solely responsible for the authenticity of such transactions.

4. The scope of representation and responsibilities of the Legal Representative who is the Chairperson of the Board of Directors of the Company are as follows:

a) Represent the Company to work with state management agencies, clients, partners, etc., regarding all matters related to the Company's operations; except for medical examination and treatment activities which fall under the authority of the CEO;

b) Represent the Company to sign dossiers, documents, Contracts, vouchers, and records regarding all matters related to the Company's operations; except for documents related to medical examination and treatment activities which fall under the authority of the CEO.

5. The scope of representation and responsibilities of the Legal Representative who is the CEO of the Company are as follows:

a) Represent the Company to work with state management agencies, clients, partners, etc., regarding all matters related to the medical examination and treatment activities of the Company, the Hospitals affiliated with the Company, and the Company's subsidiaries.

b) Represent the Company to sign dossiers, documents, Contracts, vouchers, and records regarding all matters related to the medical examination and treatment activities of the Company, the Hospitals affiliated with the Company, and the Company's subsidiaries.

6. In case an issue arises relating to the scope of representation of both the Chairperson of the Board of Directors and the CEO, the CEO shall be the representative on behalf of the Company to work on or sign the related dossiers, documents, contracts, papers, and records.

7. The legal representative of the Company must reside in Vietnam, and must authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam, and shall remain responsible for the exercise of the authorized rights and obligations.

8. In case the authorization period stated in the power of attorney made in accordance with Clause 7 of this Article expires while the legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the authorized scope until the legal representative of the Company returns to work at the company or until the Board of Directors decides to appoint another person as the legal representative of the Company.

9. In case the legal representative of the Company is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the legal representative of the enterprise, or dies, goes missing, is facing criminal prosecution, kept in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory educational institution, has limited or lost civil act capacity, has cognitive or behavioral control difficulties, or is prohibited by the Court from holding a position, practicing a profession, or doing certain jobs, the Board of Directors shall appoint another person as the legal representative of the company.

CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE

COMPANY

Article 4. Business lines of the Company

No.	Business Lines Names	Code
1	Activities of hospitals and health stations Details: Hospital services (CPC 9311); Dental and medical consultation services (CPC 9312)	8610 (Primary)
2	Short-term Accommodation Services Details: Hotel accommodation services (CPC 64110)	5510
3	Restaurant and Mobile Food Service Activities Details: Food services (CPC 642) and beverage services (CPC 643)	5610
4	Activities of General, Specialized, and Dental Clinics Details: Hospital services (CPC 9311); Dental and medical consultation services (CPC 9312)	8620
5	Preventive healthcare activities Details: Vaccination activities; Disease prevention vaccination services	8691
6	Construction of Non-Residential Building Details: Construction of high-rise buildings (CPC 512)	4102
7	Construction of Other Civil Engineering Works Details: Construction of Civil Engineering Works (CPC 513)	4299
8	Other Specialized Construction Activities Details: - Assembly and Installation Works (CPC 514, 516) (for specialized construction activities) - Other Construction Works (CPC 511, 515, 518)	4390
9	Electrical System Installation Details: Assembly and Installation Works (CPC 514, 516) (electrical systems)	4321
10	Installation of Water Supply and Drainage Systems, Heating and Air Conditioning Systems Details: Assembly and Installation Works (CPC 514, 516)	4322

	(Water supply, drainage systems, heating, and air conditioning systems)	
11	Completion of Construction Works Details: Completion of High-Rise Building Works (CPC 517)	4330
12	University Education Details - Implemented in the fields of training in medicine, engineering, natural sciences and technology, business administration and business science, economics, accounting, international law and language training in educational services including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929 including foreign language training) (Only established and operated with the permission of the Prime Minister) (Except providing educational services in the following subjects: security, national defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality).	8541
13	College training Details - Implemented in the fields of training in technical medicine, natural sciences and technology, business administration and business science, economics, accounting, international law and language training in educational services including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929 including foreign language training) (Except providing educational services in the following subjects: security, defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality).	8533
14	Intermediate training Details - Implemented in the fields of training in technical medicine, natural sciences and technology, business administration and business science, economics, accounting, international law and language training in educational services including: Higher	8532

	education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929 including foreign language training) (Except providing educational services in the following subjects: security, national defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality).	
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Article 5. Scope of business and operations of the Company

The Company is authorized to conduct business activities in the sectors specified in this Charter, which have been registered and for which any changes have been notified to the business registration authority and published on the National Business Registration Portal. In the event that the Company engages in business lines subject to conditional business investment, the Company must meet all the business conditions as prescribed by the Law on Investment and relevant specialized laws.

Article 6. Seal of the Company

1. The seal includes seals made at authorized seal engraving facilities or seals in the form of digital signatures in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Chief Executive Officer shall use and manage the seal in accordance with current laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 7. Charter Capital, Shares, Founding Shareholders, Maximum Foreign Ownership Ratio

1. The charter capital and any adjustments to the charter capital of the Company shall be approved by the General Meeting of Shareholders from time to time, recorded in the establishment and operation license, and disclosed in accordance with the law.

The total current charter capital of the Company is detailed in Appendix 01 attached to this Charter. The charter capital specified in Appendix 01 shall be automatically adjusted when new shares are issued as permitted by resolutions of the General Meeting of Shareholders.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the relevant laws.
3. The shares of the Company as of the date of approval of this Charter are ordinary shares. The rights and obligations of the shareholders holding ordinary shares are specified in this Charter and relevant laws.
4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the relevant laws.

5. The names, addresses, number of shares, and other information about the founding shareholders, as stipulated by the Law on Enterprises, are detailed in Appendix 01 attached. This appendix is a part of this Charter.

6. Ordinary shares must be offered to existing shareholders in proportion to their ownership of the Company's ordinary shares, unless otherwise decided by the General Meeting of Shareholders. The number of shares not registered for purchase by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under conditions not more favorable than those offered to the existing shareholders unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase its own issued shares in accordance with the methods stipulated in this Charter and current laws.

8. The Company may issue other types of securities as prescribed by law.

9. The maximum foreign ownership ratio of the Company is 70%.

Article 8. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number of shares and types of shares they own.

2. Shares are securities that confirm the legitimate rights and interests of the holder in a portion of the equity of the issuing organization. Share certificates must contain all the details as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting the complete application for the transfer of share ownership as prescribed by the Company, or within two months (or a longer period as specified in the issuance terms) from the date of full payment for the shares as stipulated in the Company's share issuance plan (or another period as specified in the issuance terms), the share certificate shall be issued to the share owner. Shareholders shall not be required to pay the Company for the printing costs of share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any form, the shareholder shall be issued a new share certificate by the Company upon request. The shareholder's request must include the following:

a) Information about the lost, damaged, or destroyed share certificate;

b) A commitment to take responsibility for any disputes arising from the issuance of the new share certificate.

Article 9. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the Company's seal.

Article 10. Share Transfer

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Listed shares and those registered for trading on the Stock Exchange shall be transferred in accordance with the securities and stock market laws.

2. Shares that have not been fully paid for are not transferable and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from the owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 11. Organizational Structure, Management, and Control

The organizational, management, and control structure of the Company includes:

1. General Shareholders' Meeting
2. Board of Directors.
3. The Audit Committee reports to the Board of Directors.
4. The Executive Board includes: the Chief Executive Officer (CEO), the Deputy CEOs, Chief Financial Officer, Chief Medical Officer, Chief Accountant of the Company.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Common shareholders have the following rights:
 - a) To attend, speak at the General Meeting of Shareholders, and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each common share carries one vote;
 - b) To receive dividends at the rate determined by the General Meeting of Shareholders;
 - c) To be given priority in purchasing new shares corresponding to their proportion of ownership of common shares in the Company;
 - d) To freely transfer their shares to others, except as provided in Clause 3, Article 120, and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e) To review, search, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information;
 - f) To review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - g) To receive a portion of the remaining assets corresponding to their shareholding ratio in the event of the Company's dissolution or bankruptcy;
 - h) To request the Company to buy back their shares in cases stipulated in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class entitles shareholders to equal rights, obligations, and benefits. In case the Company issues preferred shares, the

rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have full access to regular and extraordinary information disclosed by the Company as prescribed by law;

l) To be protected with respect to their lawful rights and interests; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning from 05% of the total common shares upwards have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115, and Article 140 of the Law on Enterprises;

b) To review, search, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

c) To request the Board of Directors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership percentage in the total number of shares of the Company; issues to be inspected, purpose of inspection. In this case, the inspection shall be directly conducted and reported by the Internal Audit Committee;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the shareholder's name, quantity of each type of shareholder's shares, and the proposed agenda item;

e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate people to the Board of Directors. Nomination of people to the Board of Directors is carried out as follows:

a) Common shareholders forming a group to nominate persons for the Board of Directors must notify the formation of the group to attending shareholders before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board

of Directors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. To fully and timely pay for the number of shares committed to purchase.
2. To provide accurate address information when registering to purchase shares.
3. Not to withdraw the contributed capital in the form of common shares from the Company under any circumstances, except when the shares are repurchased by the Company or others. In cases where a shareholder withdraws part or all of the contributed capital in violation of this provision, that shareholder and related parties in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any resulting losses.
4. To comply with the Company's Charter and internal management regulations.
5. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. To maintain the confidentiality of information provided by the Company as per the Company's Charter and legal regulations; to use the information provided only to exercise and protect their legitimate rights and interests; and strictly prohibit disseminating or forwarding information provided by the Company to other organizations or individuals.
7. To participate in the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Participating and voting through online meetings, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting by mail or email.
8. To personally bear responsibility when acting on behalf of the Company under any form to carry out one of the following actions:
 - a) Violating laws;
 - b) Engaging in business and other transactions for the benefit or in the interest of other organizations or individuals;
 - c) Settling debts before they are due against the Company's financial risks.
9. To fulfill other obligations as prescribed by current legal regulations.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights

and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once a year within four (04) months from the end of the financial year. The Board of Directors may extend the deadline for convening the Annual General Meeting of Shareholders when necessary, but not more than six (06) months from the end of the financial year. Apart from the annual meeting, the General Meeting of Shareholders may also convene extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.

2. The Board of Directors summons the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially by approving the audited annual financial statements. In cases where the audited financial statements of the Company contain significant exceptions, audit opinions contradict each other, or are refused, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company.
- b) The number of remaining members of the Board of Directors is less than the minimum number prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in this Charter.
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) Other cases as prescribed by law.

4. Convening an extraordinary meeting of shareholders

- a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date when the number of members of the Board of Directors, independent members of the Board of Directors falls as stipulated in point b of Article 3 of this provision or upon receiving requests as stipulated in points c and d of Article 3 of this provision. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within sixty (60) days from the date when the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter;
- b) In case the Board of Directors fails to convene an Extraordinary General Meeting of Shareholders as prescribed in point a Article 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders stipulated in point c of Article 3 of this provision have the right to request the Company's representative to convene an

Extraordinary General Meeting of Shareholders as prescribed in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

c) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises .

5. Members of the Board of Directors must attend the annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); In case of force majeure preventing attendance, members of the Board of Directors must report in writing to the Board of Directors.

Article 15. Rights and duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and duties:

- a) Determine the development orientation of the Company;
- b) Decide on the issuance of each type of shares and the total number of shares to be offered for sale; determine the annual dividend rate for each type of shares;
- c) Elect, dismiss, or remove members of the Board of Directors;
- d) Decide on investments or sales of assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Decide to amend, supplement the Company's Charter;
- f) Approve the annual financial statement;
- g) Decide on the repurchase of over 10% of the total sold shares of each type;
- h) Review and address violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
- i) Decide on the restructuring or dissolution of the Company;
- k) Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors;
- l) Approve the internal governance regulations; Regulations on the operation of the Board of Directors;
- m) Approve the list of approved audit firms; decide on the audit firm approved to audit the Company, remove the approved auditor when deemed necessary;
- n) Other rights and duties as prescribed by law.

2. The General Meeting of Shareholders shall discuss and decide on the following issues:

- a) The Company's annual business plan;

- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the CEO on the Company's business results and the Executive Board's performance;
- f) Report of independent member of the Board of Directors in the Audit Committee;
- e) Dividend level for each share of each type;
- g) Number of members of the Board of Directors;
- h) Elect, dismiss, remove members of the Board of Directors;
- i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;
- l) Supplement and amend the Company's Charter;
- m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger or conversion of the Company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;
- q) Decision to repurchase more than 10% of total sold shares of each type;
- r) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;
- s) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;
- u) Other matters as prescribed by law, or as requested by the Board of Directors.

3. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 16. Authorization to attend the Shareholders' Meeting

1. An individual shareholder or an organization shareholder may directly attend the meeting or authorize another person to attend the meeting. An organization shareholder owning at least 10% of the total number of common shares may authorize up to 03 authorized representatives to attend the meeting; or attend the meeting through

one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. In case a corporate shareholder appoints multiple authorized representatives, they must specify the number of shares allocated to each authorized representative. If the corporate shareholder does not specify the corresponding number of shares for each authorized representative, the shares shall be evenly distributed among all authorized representatives.

3. Authorization of individuals or organizations to attend the Shareholders' Meeting as stipulated in clause 1 of this Article must be in writing. The authorization document shall be drafted in accordance with civil law regulations, specifying the shareholder's name granting the authorization, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the duration of the authorization, and the signatures of both the granting party and the authorized party.

The authorized representative must submit the authorization document when registering to attend the meeting. In case of re-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

4. In case the corporate shareholder appoints an authorized representative, the document appointing the authorized representative must be notified to the company and only becomes effective for the company from the date the company receives the document. The document appointing the authorized representative must include the following essential contents:

- Name, business registration number, head office address of the shareholder;
- Number of authorized representatives and their share owing proportion, capital contribution of each authorized representative;
- Full name, contact address, nationality, identification document number of each individual authorized representative;
- Corresponding authorization period for each authorized representative, specifying the start date of representation;
- Full name, signature of the legal representative of the shareholder and the authorized representative.

5. The voting ballot of the authorized representative within the scope of authorization remains effective in the occurrence of one of the following cases, except:

- a) The authorized representative has deceased, become legally incapacitated or lost legal capacity;
- b) The authorized representative has revoked the appointment of authorization;
- c) The authorized representative has revoked the authority of the person executing the authorization.

This provision does not apply if the company receives notice of any of these events before the opening of the Shareholders' Meeting or before the meeting is reconvened.

Article 17. Amendment of Rights

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of a resolution being approved by writing opinion.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the shareholders of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the shareholders of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The conditions, procedures, and forms for conducting meetings and voting and passing resolutions at such separate meetings are similar to those for the General Meeting of Shareholders as prescribed in this Charter.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convocation of Meetings, Agenda, and Notice of Shareholders' General Meeting

1. The Board of Directors convenes the annual and extraordinary Shareholders' General Meetings. The Board of Directors convenes an extraordinary Shareholders' General Meeting under the circumstances specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the Shareholders' General Meeting. The list of shareholders entitled to attend the Shareholders' General Meeting shall be prepared no later than 10 days before the date of sending the notice of the Shareholders' General Meeting. The company must announce information about the preparation of the list of shareholders entitled to attend the Shareholders' General Meeting at least 20 days before the final registration date;

- b) Provide information and handle complaints related to the list of shareholders;
- c) Prepare the agenda and contents of the general meeting;
- d) Prepare documents for the meeting;
- e) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;
- f) Determine the time and venue of the general meeting;
- g) Notify and send the notice of the Shareholders' General Meeting to all shareholders entitled to attend;
- h) Provide the login name and corresponding access password for shareholders and their authorized representatives (if any) to access the online Shareholders' General Meeting system, participate, and exercise voting rights, including electronic voting, in case the company organizes an online Shareholders' General Meeting;
- i) Perform other tasks serving the general meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted). The notice of meeting must include the name, head office address, enterprise code; name, contact address of shareholders, time, location of meeting and other requirements for meeting attendees. The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors;
- c) Voting ballot;
- d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

5. In case the person convening the General Meeting of Shareholders refuses the

proposal specified in Clause 4 of this Article, he/she must respond in writing and state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

- a) The petition is sent in violation of the provisions in Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares;
- c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

- 1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
- 2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
- 3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.
- 4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 142 of the Law on Enterprises.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

- 1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:
 - a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card and/or voting ballot, election ballot (if any), on which is stated the registration number, full name of the shareholder

or full name of the authorized representative and the number of votes/elections of that shareholder or authorized representative.

b) In case the Company organizes an online General Meeting of Shareholders and electronic voting, shareholders and authorized representatives (if any) access the online General Meeting of Shareholders and electronic voting system, attend and exercise voting and election rights.

c) Shareholders, authorized representatives of institutional shareholders or authorized persons attending the meeting after the meeting has opened may still register and have the right to vote immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of previously voted contents shall not change.

2. Election of Chairperson, Secretary, and Vote Counting Committee is regulated as follows:

a) The Chairperson of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as chair, the Chairperson of the Audit Committee shall conduct the General Meeting of Shareholders to elect a Chairperson of the meeting and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting Chairperson and the person with the highest number of votes shall chair the meeting;

c) The Chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting Chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the meeting agenda.

4. The Chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

a) Seating arrangement at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at meeting venues;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by approval vote, disapproval vote and abstention. The vote counting results are announced by the Chairperson immediately before the meeting closes.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.

7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to submit to inspection or other lawful, reasonable security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) The information technology at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.

9. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. The resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, or 65% or more of the total number of votes of all shareholders with voting rights in case of obtaining shareholders' opinions in writing,

except for the cases specified in Clauses 3 and 6, Article 148 of the Law on Enterprises.

- a) Type of shares and total number of shares of each type;
- b) Change of industry, profession and business field;
- c) Changes in the Company's management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize and dissolve the Company;

2. Resolutions are passed when approved by shareholders holding more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Voting to elect members of the Board of Directors may be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are two (02) or more candidates with the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations. In addition, voting to elect members of the Board of Directors may be carried out by other methods specified in the election regulations of each member election period.

4. In case of passing a resolution in the form of collecting writing opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders with voting rights, except for the cases specified in Clause 1 of this Article.

5. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for obtaining shareholders' writing opinions to pass Resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining writing opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

- 1. When deemed necessary for the benefit of the Company, the Board of Directors has the right to obtain writing opinions from shareholders to pass resolutions of the General

Meeting of Shareholders on all matters within its authority, including but not limited to the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The preparation of the list of shareholders to send the voting ballot shall be carried out in accordance with the provisions in Clauses 1 and 2, Article 141 of the Law on Enterprises. The requirements and method of sending the voting ballot and accompanying documents shall be implemented similarly to the provisions on the notice of invitation to the General Meeting of Shareholders stipulated in Clause 3, Article 18 of this Charter.

3. The consent ballot must have the following main contents:

a) Name, head office address, business registration number;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues requiring consultation to pass decisions;

e) Voting options include approval, disapproval and abstention for each issue requiring consent;

f) Deadline for returning completed opinion forms to the Company;

g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send completed ballots to the Company by mail or email according to the following regulations:

a) In case of sending a letter, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) In case of sending by email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Company's Person in Charge of Corporate Governance or a shareholder who does not hold a management position in the Company. The vote counting record must contain the following main contents:

- a) Name, registered office address, business registration number;
- b) Purpose and issues requiring consent to pass resolutions;
- c) Number of shareholders with total voting shares participating in the vote, distinguishing between valid and invalid votes, and the method of voting, accompanied by an appendix listing the shareholders participating in the vote;
- d) Total votes approval, disapproval, and abstaining for each issue;
- e) Issues that have been passed and corresponding voting percentages;
- f) Full name, signature of the Chairperson of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, the vote counter, and the vote supervisor shall be jointly liable for the honesty and accuracy of the vote counting report; jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The minutes of vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the minutes of vote counting and resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of vote counting.

7. The returned ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.

8. A resolution shall be passed by way of obtaining written opinions of shareholders if approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and shall have the same value as a resolution passed at a meeting of the General Meeting of Shareholders, except for the cases specified in Clause 1, Article 21 of this Charter.

Article 23. Resolutions and Minutes of Shareholders' Meeting

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, can be prepared in a foreign language, and have the following main contents:

- a) Name, head office address, business registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the Chairperson and secretary;
- e) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total

number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage to the total number of votes of shareholders attending the meeting;

h) Issues passed and corresponding percentage of votes passed;

i) Full name and signature of the chairperson and secretary. In case the Chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the Chairperson or secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and secretary of the meeting or other persons signing the minutes of the meeting must be responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall apply.

4. Resolutions and Minutes of the General Meeting of Shareholders must be fully published on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange within twenty-four (24) hours from the date of approval by the General Meeting of Shareholders and in accordance with the provisions of the Law on Enterprises.

5. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, resolutions passed and related documents sent with the meeting invitation must be kept at the company's head office.

Article 24. Request to cancel Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 5, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Candidacy and nomination of members of the Board of Directors

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders

can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Benefits related to the Company and its related parties;
- f) Other information (if any) as prescribed in the Company's Charter;
- g) The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% or more may nominate up to five (05) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce candidates in parallel with organizing the nomination of additional candidates as prescribed in Clause 2 of this Article, the Charter, Internal Regulations on corporate governance and the Regulations on the operation of the Board of Directors. The nomination of additional candidates for the Board of Directors by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

Article 26. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 7 people.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of the company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of the company must ensure that there are at least 3 members of the Board of Directors who are non-executive members. The company limits the number of Board of Directors members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The company must also ensure that at least 02 members of the Board of Directors are independent members.

4. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- e) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- h) Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in

Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with CEO, Deputy CEOs, Chief Financial Officer, and Chief Medical Officer; and to issue job descriptions to determine the functions, duties, powers, and responsibilities of the above-mentioned titles; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council/ Board of Directors or the General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such persons;

k) Supervise and direct the CEO and other managers in the daily business operations of the Company;

l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

p) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the private offering of bonds, including the type of bond, total value of bonds and time of offering, except for the case specified in Point a, Clause 1, Article 130 of the Law on Enterprises, but must report to the General Meeting of Shareholders at the latest meeting.

r) Decision to promulgate the Board of Directors' Operating Regulations and Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decision to promulgate the Company's Information Disclosure Regulations;

s) Other rights and obligations as prescribed by the Law on Enterprises, relevant laws, this Charter, and the Internal Regulations on Corporate Governance.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 28. Remuneration, salary and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors member and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid for all travel, accommodation, meals and other reasonable expenses they have incurred in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairperson of the Board of Directors may not concurrently hold the position of CEO.

3. The Chairperson of the Board of Directors has the following rights and obligations:

a) Develop programs and plans for the Board of Directors' activities;

b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Monitor the implementation of resolutions and decisions of the Board of Directors;

e) Chair the General Meeting of Shareholders;

f) Rights and obligations of the Legal Representative as prescribed in this Charter and the Internal Regulations on Corporate Governance;

g) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In case the Chairperson of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing the Vice Chairperson of the Board of Directors or the CEO (if there is no Vice Chairperson of the Board of Directors) to exercise the rights and obligations of the Chairperson of the Board of Directors according to the principles prescribed in the Company's Charter. In case there is no authorized person or the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairperson of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Meeting of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a) At the request of an independent member of the Board of Directors;
- b) At the request of the CEO or at least 05 other managers;
- c) Requested by at least 02 members of the Board of Directors;

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairperson of the Board of Directors shall be responsible for any damage caused to the Company; the person requesting shall have the right to replace the Chairperson of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting,

the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 10 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail or email;

9. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

10. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend meetings and vote if approved in writing by a majority of the Board of Directors or approved directly before the opening of the meeting at the request of the authorized person (direct approval must be recorded in the minutes of the Board of Directors meeting).

11. Resolutions and decisions of the Board of Directors are adopted if they receive the approval of the majority of attending members. In case of a tie in votes, the final decision belongs to the opinion of the Chairperson of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the

subcommittee shall only be effective when a majority of members attend and vote for them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company's Charter and Internal Regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Consulting for the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) Prepare meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors;

c) Consulting on meeting procedures;

d) Attend meetings;

đ) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Acting as a liaison with relevant stakeholders;

i) Keep information confidential in accordance with the provisions of law and the Company's Charter;

k) Other rights and obligations as prescribed by law.

CHAPTER VIII. AUDIT COMMITTEE UNDER THE BOARD OF

DIRECTORS

Article 33. Nomination and candidacy for members of the Audit Committee

1. The Chairperson and other members of the Audit Committee shall be nominated by the Board of Directors, must not be Company executives, and must meet the qualification requirements specified in Article 34 of this Charter..
2. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 34. Composition of the Audit Committee

1. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the company, and not fall into the following cases:
 - a) Working in the accounting and finance department of the company.
 - b) Being a member or employee of an auditing organization approved to audit the company's financial statements for the three (03) previous consecutive years.
3. The Chairperson of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or other higher standards as specified in this Charter, the Company's internal corporate governance regulations, or the Audit Committee's operating regulations.
4. The appointment of the Chairperson of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 35. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, CEO, Chief Accountant and other managers to collect information for the Audit Committee's operations.

2. Have the right to request the representative of the approved auditing firm to attend and respond to matters related to the audited financial statements at meetings of the Audit Committee.
3. Outsource the legal, accounting or other consultancy as needed.
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the CEO and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company's Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.
7. Other rights and obligations under this Charter, Internal Regulations on Corporate Governance, and Operating Regulations of the Audit Committee approved by the Board of Directors and prescribed by Law.

Article 36. Meeting of the Audit Committee

1. The Audit Committee must meet at least two (02) times a year. Minutes of the meeting must be detailed, clear and fully saved. The person taking the minutes and the Audit Committee members attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other means as prescribed by the Audit Committee's Regulations on operations. Each member of the Audit Committee shall have one vote. Unless the Regulations on operations of the Audit Committee stipulate a higher percentage, the decision of the Audit Committee shall be passed if approved by a majority of the members present at the meeting; in the event of equal vote, the final decision shall be made by the side with the opinion of the Chairperson of the Audit Committee.

Article 37. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders

The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders. The report on the activities of the independent member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:

1. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company's Charter;
2. Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;
3. Results of monitoring of financial statements, operations and the financial situation of the Company;
4. Report on the assessment of transactions between the Company, subsidiaries, other companies in which the Company controls more than ten percent (10%) or more of the charter capital with members of the Board of Directors, CEO, other managers of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, CEO, other managers of the enterprise are founding members or managers of the enterprise within the three (03) most recent years prior to the time of the transaction.
5. Assessment results of the Company's internal control and risk management system;
6. Results of supervision of the Board of Directors, CEO and other managers of the enterprise;
7. Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the CEO and shareholders.
8. Other relevant content (if any).

CHAPTER IX. EXECUTIVE BOARD

Article 38. Management structure

The Company's Executive Board and Chief Medical Officer, as well as other managers, shall be accountable to the Board of Directors and be subject to its supervision and direction in the Company's daily business operations. The appointment, dismissal, and removal of members of the Executive Board must be approved by resolutions or decisions of the Board of Directors.

Article 39. Company Executives

1. Company Executives include the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant of the Company. Chief Medical Officer, and Heads of Departments/Divisions at the equivalent level of Chief Medical Officer (if any) are not defined as Executive Board .
2. Upon the request of the CEO and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate

to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its operational and organizational goals.

3. The CEO is paid salary and bonus. The CEO's salary and bonus are decided by the Board of Directors.

4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 40. Appointment, dismissal, duties and powers of the CEO

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as CEO.

2. The CEO is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

3. The term of office of the CEO shall not exceed 05 years and may be reappointed for an unlimited number of terms. The CEO must meet the standards and conditions prescribed by law.

4. The CEO has the following rights and obligations:

a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plan and investment plan;

d) Proposing organizational structure plan and internal management regulations of the Company;

e) To appoint, dismiss, and remove the Chief Accountant, Chief Medical Officer, and all other managerial positions of the Company, its branches, and subsidiaries, except for those positions falling under the authority of the Board of Directors (including the Chief Financial Officer and Chief Medical Officer); and to issue job descriptions defining the functions, duties, powers, and responsibilities of such positions.

With respect to the Chief Financial Officer and the Chief Medical Officer, the CEO shall have the authority to assign tasks, direct and manage their work, and evaluate their performance in accordance with their assigned functions and duties.

f) To decide on the salaries and other benefits for employees in the Company, including managers falling under the appointment authority of the CEO;

g) To recruit employees;

h) To recommend plans for dividend payment or handling of business losses;

i) Rights and obligations of the Legal Representative as prescribed in this Charter and the Internal Regulations on Corporate Governance;

k) Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the CEO when the majority of the Board members with voting rights present at the meeting agree and appoint a new CEO to replace him.

Article 41. Responsibilities of the CEO regarding Employees and Trade Unions

1. The CEO must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.

2. The CEO must plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CEO AND OTHER MANAGERS

Members of the Board of Directors, the CEO and other managers are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 42. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant are obliged to notify in writing the Board of Directors in the transactions between the Company, its subsidiaries, other companies in which the public company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises.

5. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related

transactions.

6. Transactions between the Company and one or more members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant and individuals and organizations related to these subjects are not invalid in the following cases:

a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests;

b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

Article 43. Liability for damage and compensation

1. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.

2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant, employee or representative authorized by the Company who has been or is performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

CHAPTER XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 44. Right to look up books and records

1. Common shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of common shares or have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.

3. Members of the Board of Directors, the CEO and other managers have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The company charter must be published on the Company's website.

CHAPTER XII. PROFIT DISTRIBUTION

Article 45. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividends or payments relating to a type of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.

4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not

responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

CHAPTER XIII. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign bank branches permitted to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 47. Fiscal year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate.

Article 48. Accounting regime

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

CHAPTER XIV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 49. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements and the annual financial

statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.

2. The annual financial report must include all statements, appendices, and notes as prescribed by law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.

3. The Company must prepare and publish audited semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 50. Annual report

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

CHAPTER XV. COMPANY AUDIT

Article 51. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVI. DISSOLUTION OF COMPANY

Article 52. Dissolution of the company

1. The company may be dissolved in the following cases:

- a) According to resolutions and decisions of the General Meeting of Shareholders;
- b) The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of the Company before the deadline is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority as prescribed by law.

Article 53. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least

seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.

2. The term of operation shall be extended when the number of shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the General Meeting of Shareholders approve.

Article 54. Liquidation

1. At least six (06) months before the end of the Company's term of operation or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Committee represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

a) Liquidation costs;

b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;

c) Tax debt;

d) Other debts of the Company;

e) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall have priority in payment.

CHAPTER XVII. RESOLUTION OF INTERNAL DISPUTES

Article 55. Resolution of internal disputes

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

a) Shareholders with the Company;

b) Shareholders with the Board of Directors, CEO or other managers;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present

information relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairperson of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

CHAPTER XVIII. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 56. Company's charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

Article 57. Effective date

1. This Charter consists of 18 chapters and 57 articles; unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on May 15, 2026 at the 2026 Annual General meeting of shareholders and jointly approved the full validity of this Charter.

2. The Charter is made in 5 copies, of equal value and must be kept at the Company's head office.

3. This Charter is the only and official of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairperson of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE CHAIRPERSON

Nguyen Thi Thuy Giang

APPENDIX 01

DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT UNTIL PRESENT AND OWNERSHIP PERCENTAGE OF FOUNDING SHAREHOLDERS AT THE DATE OF ESTABLISHMENT OF THE COMPANY

1. Details of the Company's charter capital from the date of establishment to present

No.	Time	Charter capital (VND)	Total shares	Type of shares
1	19/03/2012	27,748,000,000	2,774,800	Common
2	28/12/2016	69,464,000 .000	6,946,400	Common
3	25/02/2017	150,000,000,000	15,000,000	Common
4	30/12/2017	270,000,000,000	27,000,000	Common
5	22/03/2018	350,000,000,000	35,000,000	Common
6	22/03/2019	415,000,000,000	41,500,000	Common
7	10/3/2022	518,749,980,000	51,874,998	Common
8	16/05/2023	674,371,110,000	67,437,111	Common
9	16/06/2023	958,746,100,000	95,874,610	Common
10	15/01/2024	1,102,445,800,000	110,244,580	Common
11	28/6/2024	1,101,745,800,000	110,174,580	Common
12	29/10/2024	1,253,765,800,000	125,376,580	Common
13	16/12/2024	1,441,812,700,000	144,181,270	Common
14	06/10/2025	1,657,999,430,000	165,799,943	Common

Note:

- 1. The company has no preferred shares.*
- 2. The par value of common shares is: VND 10,000/share*

2. Share ownership percentage of founding shareholders on the date of establishment of the Company

No.	Shareholder name	Nationality	Total shares			Type of shares	Contact address	ID card	
			Quantity	Value (VND)	Proportion (%)			Number	Place of issue
1	Hoang Tuyen	Vietnam	133,190	13,319,000,000	39.73	Common stock	1514 CT5X2, Hoang Liet Ward, Hoang Mai District, Hanoi City	013177543	Hanoi Police issued on March 28, 2009
2	Luong Dinh Hien	Vietnam	38,847	3,884,700,000	15.00	Common stock	Group 27, Phan Dinh Phung Ward, Thai Nguyen City, Thai Nguyen Province	090426463	Thai Nguyen Provincial Police issued on September 23, 2004
3	Nguyen Vu Phuong	Vietnam	55,496	5,549,600,000	20.00	Common stock	Group 32, Phan Dinh Phung Ward, Thai Nguyen City, Thai Nguyen Province	090857411	Thai Nguyen Provincial Police issued on October 14, 2013
4	Nguyen Van Thuy	Vietnam	27,748	2,774,800,000	10.00	Common stock	Vang Hamlet, Tan Huong Commune, Pho Yen District, Thai Nguyen	090094474	Thai Nguyen Provincial Police issued on March 11, 2018

No.	Shareholder name	Nationality	Total shares			Type of shares	Contact address	ID card	
			Quantity	Value (VND)	Proportion (%)			Number	Place of issue
							Province		
5	Le Xuan Tan	Vietnam	13,874	1,387,400,000	5.00	Common stock	Group 8, Ba Hang Town, Pho Yen District, Thai Nguyen Province	090451238	Thai Nguyen Provincial Police issued on March 8, 2013
6	Nguyen Thi Thanh Thuy	Vietnam	8,325	832,500,000	0.27	Common stock	301-C8, Nghia Tan Ward, Cau Giay District, Hanoi City	013142181	Hanoi Police issued on February 11, 2009
Total			2,774,800	27,748,000,000	100				

APPENDIX 01:
COMPARISON TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE DRAFT CHARTER
SUBMITTED TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR APPROVAL

(Attached to Proposal No. 140/TTr-HDQT dated May 08, 2026)

Notes:

- This Appendix summarizes the principal amendments and supplements to the Draft Charter submitted to the 2026 Annual General Meeting of Shareholders for approval, for shareholders' ease of reference and comparison.
- The proposed amendments and changes under the section "Provisions of the Current Charter" are indicated by underlined text.
- The amended and supplemented contents under the section "Provisions of the Amended Charter" are presented in **bold black text**.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
INTRODUCTION <u>Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing guideline documents;</u> <u>Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and implementing guideline documents;</u> <u>This Charter was issued on June 16, 2025 according to Resolution No. 509/NQ-DHDCD dated June 16, 2025 of the Company's General Meeting of Shareholders.</u>	INTRODUCTION Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022; and amended by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, and its guiding documents; Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents; Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the	Updated references and information to align with the timing of the amendments to the Charter and to clearly reflect the legal basis for its promulgation.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
	Law on Securities, amended and supplemented by Decree No. 245/2025/ND-CP issued by the Government on September 11, 2025; This Charter is promulgated on May 15, 2026, in accordance with Resolution No. .../NQ-DHDCD dated May 15, 2026 of the General Meeting of Shareholders of the Company.	
Article 1. Interpretation of terms 1. In this Charter, the following terms shall be understood as follows: <u>g) Business Operator means the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, and other executives as stipulated in the Company's Charter;</u> <u>h) Business Manager means the managers of the company, including the Chairman of the Board of Directors, members of the Board of Directors, Chief Executive Officer, and other individuals holding managerial positions as stipulated in the Company's Charter and directly appointed by the Board of Directors;</u> ...	Article 1. Interpretation of terms 1. In this Charter, the following terms shall be understood as follows: g) Company Executives are the Chief Executive Officer (CEO), Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant of the Company; h) Enterprise Managers are the managers of the company, including the Chairperson of the Board of Directors, members of the Board of Directors; the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, Chief Accountant; ...	Amended to provide clearer criteria for Company Executive and Enterprise Managers of the Company.
Article 2. Name, Type, Headquarter, Branches, Representative Offices, Business Locations, and Operational Term of the Company ... - Address: <u>No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province</u>	Article 2. Name, Type, Headquarter, Branches, Representative Offices, Business Locations, and Operational Term of the Company ... - Address: No. 328 Luong Ngoc Quyen Street, Phan Dinh Phung Ward, Thai Nguyen Province ...	Updated the head office address in accordance with the new registered address.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
...		
Article 3. Legal representative of the Company ... <u>2. The Company shall have 01 legal representative who holds the position of Chairman of the Board of Directors of the Company.</u> <u>3. The legal representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam, and shall be responsible for the performance of the rights and obligations that have been authorized.</u> <u>4. In case the term of authorization stated in the written authorization as prescribed in Clause 3 of this Article expires, and the legal representative has not returned to Vietnam and has not issued another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.</u> <u>5. In the event that the legal representative of the Company is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and obligations of the legal representative, or in the event of death, missing status, being prosecuted for criminal liability, temporary detention, serving a prison sentence, undergoing administrative measures at a compulsory detoxification center or compulsory educational</u>	Article 3. Legal representative of the Company ... 2. Number of legal representatives of the Company: The Company has two (02) legal representatives, who are the individuals holding the titles of Chairperson of the Board of Directors and CEO. 3. The legal representative of the Company has the following responsibilities: a) Exercise the delegated rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the enterprise; b) Be loyal to the interests of the enterprise; not abuse their position or title, and not use information, know-how, business opportunities, and other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals; c) Notify the enterprise promptly, fully, and accurately of enterprises in which they or their related persons own or have shares or capital contributions as prescribed by this Charter; d) Fully and correctly exercise their rights, obligations, and scope of representation in accordance with the provisions of the Company Charter; not act in the name of the Company to perform acts outside the scope of representation stipulated in this Charter;	Amended due to changes in the number of legal representatives and the legal representatives of the Company.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
<u>institution, being restricted or losing civil act capacity, having difficulties in cognition and behavior control, or being banned by the court from holding positions, practicing certain professions or performing certain jobs, the Board of Directors shall appoint another person to act as the legal representative of the Company</u> <u>6. The legal representative is responsible for:</u> <u>a) To perform the assigned rights and obligations honestly, prudently, and in the best manner to ensure the legitimate interests of the Company;</u> <u>b) To remain loyal to the interests of the Company; not to abuse their position, title, or use information, secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;</u> <u>c) To promptly, fully, and accurately notify the Company about the enterprises that they or their related persons own or have shares or capital contributions in, in accordance with the Law on Enterprises.</u> <u>The legal representative of the enterprise is personally responsible for damages to the enterprise caused by violating the responsibilities prescribed above.</u>	e) Within the scope of representation defined in Clauses 4 and 5 of this Article, each Legal Representative is entitled to independently sign documents and records and execute transactions in the name of the Company within their scope of representation and shall be solely responsible for the authenticity of such transactions. 4.The scope of representation and responsibilities of the Legal Representative who is the Chairperson of the Board of Directors of the Company are as follows: a) Represent the Company to work with state management agencies, clients, partners, etc., regarding all matters related to the Company's operations; except for medical examination and treatment activities which fall under the authority of the CEO; b) Represent the Company to sign dossiers, documents, Contracts, vouchers, and records regarding all matters related to the Company's operations; except for documents related to medical examination and treatment activities which fall under the authority of the CEO. 5. The scope of representation and responsibilities of the Legal Representative who is the CEO of the Company are as follows: a) Represent the Company to work with state management agencies, clients, partners, etc., regarding all matters related to the medical examination and treatment activities of the Company, the Hospitals affiliated with the Company, and the Company's subsidiaries.	

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
	b) Represent the Company to sign dossiers, documents, Contracts, vouchers, and records regarding all matters related to the medical examination and treatment activities of the Company, the Hospitals affiliated with the Company, and the Company's subsidiaries. 6. In case an issue arises relating to the scope of representation of both the Chairperson of the Board of Directors and the CEO, the CEO shall be the representative on behalf of the Company to work on or sign the related dossiers, documents, contracts, papers, and records. 7. The legal representative of the Company must reside in Vietnam, and must authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam, and shall remain responsible for the exercise of the authorized rights and obligations. 8. In case the authorization period stated in the power of attorney made in accordance with Clause 7 of this Article expires while the legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the authorized scope until the legal representative of the Company returns to work at the company or until the Board of Directors decides to appoint another person as the legal representative of the Company. 9. In case the legal representative of the Company is absent from Vietnam for more than 30 days	

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
	without authorizing another person to exercise the rights and obligations of the legal representative of the enterprise, or dies, goes missing, is facing criminal prosecution, kept in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory educational institution, has limited or lost civil act capacity, has cognitive or behavioral control difficulties, or is prohibited by the Court from holding a position, practicing a profession, or doing certain jobs, the Board of Directors shall appoint another person as the legal representative of the company.	
Article 11. Organizational Structure, Management, and Control The organizational, management, and control structure of the Company includes: 1. The General Meeting of Shareholders. 2. The Board of Directors. 3. The Audit Committee under the Board of Directors 4. <u>The Chief Executive Officer.</u>	Article 11. Organizational Structure, Management, and Control The organizational, management, and control structure of the Company includes: 1. General Shareholders' Meeting 2. Board of Directors. 3. The Audit Committee reports to the Board of Directors. 4. The Executive Board includes: the Chief Executive Officer (CEO), the Deputy CEOs, Chief Financial Officer, Chief Medical Officer, Chief Accountant of the Company.	Amended to align with the Company's current organizational and management structure.
Article 15. Rights and duties of the General Meeting of Shareholders ... 2. The General Meeting of Shareholders shall discuss and decide on the following issues:	Article 15. Rights and duties of the General Meeting of Shareholders ... 2. The General Meeting of Shareholders shall discuss and decide on the following issues:	Amended to align with the Company's current organizational and management structure.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
... d) Report of the CEO on the Company's business results and the <u>Executive Management Board's</u> performance; ...	... d) Report of the CEO on the Company's business results and the Executive Board's performance; ...	
Article 27. Powers and obligations of the Board of Directors ... 2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations: ... <u>i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the CEO and other important managers as prescribed in the Charter and Internal Regulations on Corporate Governance; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such persons;</u> ...	Article 27. Powers and obligations of the Board of Directors ... 2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations: ... i) To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with CEO, Deputy CEOs, Chief Financial Officer, and Chief Medical Officer; and to issue job descriptions to determine the functions, duties, powers, and responsibilities of the above-mentioned titles; to decide on the salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council/ Board of Directors or the General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such persons; ...	Amended and supplemented the rights and obligations of the Board of Directors in accordance with the Company's prevailing regulations.
Article 28. Remuneration, salary and other benefits of members of the Board of Directors ... <u>6. The Company may purchase liability insurance</u>	None	Amended in accordance with the Company's policies.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
<u>for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.</u>		
Article 29. Chairman of the Board of Directors ... 3. The Chairperson of the Board of Directors has the following rights and obligations: ... <u>f) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.</u>	Article 29. Chairperson of the Board of Directors ... 3. The Chairperson of the Board of Directors has the following rights and obligations: ... f) Rights and obligations of the Legal Representative as prescribed in this Charter and the Internal Regulations on Corporate Governance; g) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.	Amended and supplemented the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's prevailing regulations.
Article 37. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders ... 4. Report on the assessment of transactions between the Company, subsidiaries, other companies in which the Company controls more than ten percent (10%) or more of the charter capital with members of the Board of Directors, CEO, <u>other executives</u> of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, CEO, <u>other executives</u> of the enterprise are founding	Article 37. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders ... 4. Report on the assessment of transactions between the Company, subsidiaries, other companies in which the Company controls more than ten percent (10%) or more of the charter capital with members of the Board of Directors, CEO, other managers of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, CEO, other managers of the enterprise are founding	Amended to align with the Company's current organizational and management structure.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
members or managers of the enterprise within the three (03) most recent years prior to the time of the transaction. 5. Assessment results of the Company's internal control and risk management system; 6. Results of supervision of the Board of Directors, CEO and <u>other executives</u> of the enterprise; ...	members or managers of the enterprise within the three (03) most recent years prior to the time of the transaction. 5. Assessment results of the Company's internal control and risk management system; 6. Results of supervision of the Board of Directors, CEO and other managers of the enterprise;...	
CHAPTER IX. <u>THE CEO AND OTHER EXECUTIVE OFFICERS</u>	CHAPTER IX. EXECUTIVE BOARD	
Article 38. Organization of management apparatus <u>The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a CEO, Deputy CEOs, and Chief Accountant. The appointment, dismissal, and removal of the above positions must be approved by resolution or decision of the Board of Directors.</u>	Article 38. Management structure The Company's Executive Board and Chief Medical Officer, as well as other managers, shall be accountable to the Board of Directors and be subject to its supervision and direction in the Company's daily business operations. The appointment, dismissal, and removal of members of the Executive Board must be approved by resolutions or decisions of the Board of Directors.	Amended to align with the Company's current organizational and management structure.
Article 39. Company Executives <u>1. The Company's executives include the CEO, Deputy CEO, and Chief Accountant.</u>	Article 39. Company Executives 1. Company Executives include the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant of the Company. Chief Medical Officer, and Heads of Departments/Divisions at the equivalent level of Chief Medical Officer (if any) are not defined as Executive Board .	Amended to align with the Company's current organizational and management structure.
Article 40. Appointment, dismissal, duties and powers of the CEO	Article 40. Appointment, dismissal, duties and powers of the CEO	Amended and supplemented the rights and obligations of

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
... 4. The CEO has the following rights and obligations: ... <u>e) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;</u> ... i) Other rights and obligations as prescribed by law. ...	... 4. The CEO has the following rights and obligations: ... e) To appoint, dismiss, and remove the Chief Accountant, Chief Medical Officer, and all other managerial positions of the Company, its branches, and subsidiaries, except for those positions falling under the authority of the Board of Directors (including the Chief Financial Officer and Chief Medical Officer); and to issue job descriptions defining the functions, duties, powers, and responsibilities of such positions. With respect to the Chief Financial Officer and the Chief Medical Officer, the CEO shall have the authority to assign tasks, direct and manage their work, and evaluate their performance in accordance with their assigned functions and duties. ... i) Rights and obligations of the Legal Representative as prescribed in this Charter and the Internal Regulations on Corporate Governance; k) Other rights and obligations as prescribed by law. ...	the General Director in accordance with the Company's prevailing regulations.
CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CEO AND <u>OTHER EXECUTIVES</u>	CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CEO AND OTHER MANAGERS	Amended to align with the Company's current organizational and management structure.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
Members of the Board of Directors, the CEO and <u>other executives</u> are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.	Members of the Board of Directors, the CEO and other managers are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.	
Article 42. Responsibility to be honest and avoid conflicts of interest 1. Members of <u>the Board of Directors, CEO and other managers</u> must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents. 2. Members of the <u>Board of Directors, the CEO, other managers</u> and their related persons may only use information obtained through their positions to serve the interests of the Company. 3. Members of <u>the Board of Directors, the CEO and other managers</u> are obliged to notify in writing the Board of Directors in the transactions between the Company, its subsidiaries, other companies in which the public company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure. ... 5. Members of <u>the Board of Directors, CEO, other</u>	Article 42. Responsibility to be honest and avoid conflicts of interest 1. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents. 2. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant and their related persons may only use information obtained through their positions to serve the interests of the Company. 3. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant are obliged to notify in writing the Board of Directors in the transactions between the Company, its subsidiaries, other companies in which the public company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.	Amended to align with the Company's current organizational and management structure.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
<u>managers</u> and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions. 6. Transactions between the Company and one or more members <u>of the Board of Directors, CEO, other executives</u> and individuals and organizations related to these subjects are not invalid in the following cases: a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the members of the <u>Board of Directors, CEO, and other executives</u> have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests; b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the members of the <u>Board of Directors, CEO, and other executives</u> have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.	... 5. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions. 6. Transactions between the Company and one or more members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant and individuals and organizations related to these subjects are not invalid in the following cases: a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests; b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical	

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
	Officer, and Chief Accountant have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.	
Article 43. Liability for damage and compensation 1. Members of <u>the Board of Directors, CEO and other executives</u> who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations. 2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member <u>of the Board of Directors, CEO, other executive officer</u>, employee or representative authorized by the Company who has been or is performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities 	Article 43. Liability for damage and compensation 1. Members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations. 2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a members of the Board of Directors, CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant, employee or representative authorized by the Company who has been or is performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities 	Amended to align with the Company's current organizational and management structure.
Article 44. Right to look up books and records 3. Members of the Board of Directors, the CEO and <u>other executives</u> have the right to look up the Company's shareholder register, list of shareholders,	Article 44. Right to look up books and records 3. Members of the Board of Directors, the CEO and other managers have the right to look up the Company's shareholder register, list of shareholders,	Amended to align with the Company's current organizational and management structure.

Provisions of the Current Charter	Provisions of the Amended Charter	Reasons/Explanations/Notes
books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.	books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.	
Article 55. Resolution of internal disputes 1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between: a) Shareholders with the Company; b) Shareholders with the Board of Directors, CEO or <u>other executives</u> ; 	Article 55. Resolution of internal disputes 1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between: a) Shareholders with the Company; b) Shareholders with the Board of Directors, CEO or other managers ; 	Amended to align with the Company's current organizational and management structure.
Article 57. Effective date 1. This Charter consists of 18 chapters and 57 articles; unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company <u>on June 16, 2025 at the 2025</u> annual general meeting of shareholders and jointly approved the full validity of this Charter.	Article 57. Effective date 1. This Charter consists of 18 chapters and 57 articles; unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on May 15, 2026 at the 2026 Annual General meeting of shareholders and jointly approved the full validity of this Charter.	Updated the effective date of the Charter.
Several additional minor revisions have been made to the numbering order of Articles and Clauses, sentence structure, wording, abbreviations, and cross-references in the Charter in order to ensure consistency in both form and substance of the Charter, without altering the principal contents of any Articles or Clauses.		

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TNH HOSPITAL GROUP JOINT STOCK COMPANY

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No: /QC-HDQT

Thai Nguyen, May 15, 2026

REGULATIONS ON CORPORATE GOVERNANCE

PURSUANT TO

- *Enterprise Law No. 59/2020/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and amended by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, and its guiding documents;*
- *Securities Law No. 54/2019/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and documents guiding its implementation;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, amended and supplemented by Decree No. 245/2025/ND-CP issued by the Government on September 11, 2025;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.*
- *Charter of Organization and Operation of TNH Hospital Group Joint Stock Company;*
- *Resolution of Shareholders' Meeting No. Dated Month Year ;*

The Board of Directors promulgates the Internal Regulations on the management of TNH Hospital Group Joint Stock Company, including the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation: Internal regulations on corporate governance stipulate the following contents:

- Roles, rights and obligations of the General Meeting of Shareholders, Board of Directors, Executive Board;
- Procedures for meetings of the General Meeting of Shareholders; Board of Directors;
- Nomination, candidacy, election, dismissal and removal of members of the Board of Directors and Executive Board;
- Other issues related to the Company's internal management activities according to the provisions of law and the Company's Charter;

2. Applicable subjects: This regulation applies to members of the Board of Directors, Executive Board

Article 2. Interpretation of terms

The following terms shall have the following meanings:

a. Corporate governance is a system of principles, including:

- Ensure reasonable and effective governance structure;
- Ensure the effective operation of the Board of Directors, enhance the responsibility of the Board of Directors towards the company and shareholders;
- Ensure shareholders' rights and equal treatment among shareholders;
- Ensuring the role of investors, stock markets and intermediary organizations in supporting corporate governance activities;
- Respect and ensure the legitimate rights and interests of stakeholders in corporate governance;
- Disclose information promptly, fully, accurately and transparently about the company's operations; ensure shareholders have fair access to information.

b. The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and amended by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, and its guiding documents;

c. The Securities Law is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; amended and supplemented by Law

No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and implementing documents;

d. “Company” means TNH Hospital Group Joint Stock Company.

e. “Shareholder” is an individual or organization that owns at least one share of a joint stock company.

f. “Delegate” means a shareholder or a shareholder’s authorized representative attending the General Meeting of Shareholders;

g. “Founding shareholder” is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company.

h. “Major shareholder” is a shareholder owning 5% or more of the voting shares of an issuing organization.

i. “Enterprise managers” means the company manager, including: the Chairman and members of the Board of Directors, the Chief Executive Officer (CEO), Deputy CEOs, Chief Financial Officer (CFO), Chief Medical Officer (CMO), and Chief Accountant;

j. “Enterprise Executive” means the CEO, Deputy CEOs, CFO, CMO, and Chief Accountant.

k. “Non-executive Board Member” (hereinafter referred to as “non-executive member”) is a member of the Board of Directors who is not the CEO, Deputy CEOs, CFO, CMO, or Chief Accountant;

l. “Independent member of the Board of Directors” (hereinafter referred to as “independent member”) is a member specified in Clause 2, Article 155 of the Law on Enterprises.

m. “Family relations” include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, younger sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of wife, brother-in-law of husband, sister-in-law of wife, sister-in-law of husband.

n. “Insider” is a person holding an important position in the corporate governance and management structure of an enterprise as prescribed in Clause 45, Article 4 of the Law on Securities;

o. “Related person” means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

Article 3. Company management apparatus

1. General Meeting of Shareholders

2. Board of Directors

3. Audit Committee under the Board of Directors

4. The Executive Board includes: the Chief Executive Officer (CEO), the Deputy CEOs, Chief Financial Officer, Chief Medical Officer, Chief Accountant of the Company.

Article 4. Principles of corporate governance

1. Comply with the law and Company Charter.
2. Ensure efficiency in accordance with the Company's operational needs and market fluctuations.
3. Enhance the accountability of governance structures to shareholders;
4. Ensure and balance the legitimate rights and interests of stakeholders in governance activities.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

SECTION 1. ROLES, RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

Article 5. Roles, rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the company.
2. The General Meeting of Shareholders has the rights and obligations as prescribed in the Law on Enterprises and Article 15 of the Company Charter.
3. The Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting the contents approved in previous resolutions of the General Meeting of Shareholders that have not been implemented. In case of changes in the contents within the authority of the General Meeting of Shareholders to decide, the Board of Directors must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

Article 6. Exercising the right to attend the General Meeting of Shareholders

Shareholders attend the General Meeting of Shareholders and exercise their voting rights through the following forms:

1. Attend and vote directly at the meeting;
2. Authorize other individuals and organizations to attend and vote at the meeting;
3. Attend and vote via online conference, electronic voting or other electronic form;
4. Send voting ballots to the meeting via mail, email
5. Send voting ballots by other means as prescribed in the Company Charter.

SECTION 2. ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY DIRECT VOTING AT THE

GENERAL MEETING OF SHAREHOLDERS

Article 7. Convening the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.
2. The Annual General Meeting of Shareholders is held once a year (01). The Annual General Meeting of Shareholders must meet within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the fiscal year.
3. The person convening the General Meeting of Shareholders must perform the tasks prescribed in Clause 2, Article 18 of the Company Charter.

Article 8. Making a list of shareholders entitled to attend the meeting

1. The person convening the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder (if any).
3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of incorrect information or addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The company manager must promptly provide information or correct or supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely or inaccurate provision of information upon request.

Article 9. Notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders

A public company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date.

Article 10. Notice of convening the General Meeting of Shareholders

The notice of convening the General Meeting of Shareholders shall be carried out in accordance with the provisions of the Law on Enterprises and Clause 3, Article 18 of the Company Charter. The documents of the General Meeting of Shareholders must be posted and updated with amendments and supplements (if any) until the end of the General Meeting of Shareholders.

Article 11. Agenda and content of the General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.
2. The proposal to include issues in the shareholders' meeting agenda shall be implemented in accordance with the provisions of Clauses 4, 5 and 6, Article 18 of the Company's Charter.

Article 12. Authorization of representatives to attend the General Meeting of Shareholders

Shareholders who have the right to attend the General Meeting of Shareholders as prescribed by law may authorize individuals or organizations to attend on their behalf. Authorization of representatives to attend the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 16 of the Company's Charter.

Article 13. How to register to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders may register to attend the meeting by mail, email or other electronic means. The method of registration to attend the General Meeting of Shareholders is specified in the notice of the General Meeting of Shareholders;
2. When attending the meeting, shareholders and authorized representatives of shareholders must bring legal identification documents as specified in the notice of the General Meeting of Shareholders to confirm their status as Delegate.
3. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue to register until all shareholders entitled to attend the meeting are present and have registered.
4. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card and/or voting ballots, election ballots (if any), on which is stated the registration number, full name of the shareholder or full name of the authorized representative and the number of votes or election ballots of that shareholder or authorized representative.
5. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late delegates to register and the validity of the contents voted on before will not change.

Article 14. Conditions for holding a General Meeting of Shareholders

The General Meeting of Shareholders is held when meeting the provisions of Article 19 of the Company Charter.

Article 15. Meeting procedures and methods of voting, balloting, vote counting, and announcement of vote counting results

1. The procedures for conducting meetings and voting at the General Meeting of Shareholders shall be as prescribed in Article 20 of the Company's Charter. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising voting cards, placing ballots in ballot boxes or other methods specified in detail in the Regulations on the Organization of the General Meeting of Shareholders of each meeting.
2. The agenda and content of the meeting must be approved by the General Meeting of Shareholders after the General Meeting has approved the vote counting committee. The agenda must clearly and specifically specify the time for each issue in the agenda. The Chairman's decision on the order, procedures or events arising outside the agenda voted by the General Meeting of Shareholders will be the highest decision.
3. Depending on the content and nature of each meeting, the Chairman may conduct the Congress in the manner of discussing an issue and then voting on that issue immediately after it is finished, or decide to discuss some or all of the issues on the congress agenda (discussing each issue) and then voting on the issues that have been discussed (voting on each issue).
4. Shareholders attending the General Meeting may only express their opinions after receiving the approval of the Chairman. Their statements must be brief and focused on the key issues that need to be discussed, consistent with the approved agenda of the General Meeting. Issues that have been raised by previous participants must not be raised again to avoid duplication. For important issues, the Chairman has the right to give priority to shareholders who have registered to speak via the registration form and sent to the secretary in advance. Shareholders must respect and absolutely comply with the direction of the Chairman and the Organizing Committee of the General Meeting.
5. In case the shareholders have expressed their opinions under the direction of the chairman, but the meeting agenda does not allow for all questions or opinions of the shareholders to be answered, those questions or opinions must be recorded by the Secretary of the General Meeting and the Board of Directors is obliged to respond in writing to the remaining issues and must send them to all shareholders attending the meeting within 15 (fifteen) days from the end of the General Meeting. This document can be replaced by posting on the company's electronic information page.
6. The General Meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the counting

committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.

7. When voting by raising voting cards at the congress, the number of “Agree”, “Disagree”, “No opinion” cards shall be counted separately. The total number of “Agree”, “Disagree”, “No opinion” votes on each issue shall be announced by the Chairman or Head of the Vote Counting Committee immediately after the vote counting results are available.

8. When voting by ballot, shareholders or their authorized representatives shall place their ballots in a sealed ballot box for the vote counting committee to conduct the vote counting. The vote counting committee shall be responsible for checking the number of ballots collected against the number of ballots issued and for checking the validity of the collected ballots. The number of “Agree”, “Disagree”, “No opinion” votes and the number of invalid votes for each voting content shall be separately compiled and clearly recorded in the vote counting minutes.

9. Voting to elect members of the Board of Directors must be carried out in accordance with the methods specified in Clause 3, Article 21 of the Company Charter. Voting will be specified in detail in the election regulations at the General Meeting of Shareholders. These ballots will also be placed by shareholders or their authorized representatives in sealed ballot boxes for the Vote Counting Committee to conduct the vote counting.

10. The head of the vote counting committee or a member assigned by the head of the committee shall report the vote counting results before the closing of the General Meeting of Shareholders. The reporting of vote counting results shall be carried out for each voting issue.

Article 16. Forms of passing resolutions of the General Meeting of Shareholders

The form of approval of resolutions of the General Meeting of Shareholders is implemented according to the provisions of Article 147 of the Enterprise Law.

Article 17. Conditions for resolutions to be passed at the General Meeting of Shareholders

The conditions for resolutions to be passed at the General Meeting of Shareholders are stipulated in Article 21 of the Company Charter.

Article 18. How to object to resolutions of the General Meeting of Shareholders

1. Shareholders who have voted against the resolution on the reorganization of the company or the change of the rights and obligations of shareholders as stipulated in the Company Charter have the right to request the Company to buy back their shares. The request must be in writing, stating clearly the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to buy back. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this clause.

The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market price or price calculated based on the Company’s book value within 90

days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for shareholders to choose from and that choice shall be the final decision.

Article 19. Preparation and publication of Resolutions and Minutes of Shareholders' Meeting

The preparation and announcement of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with Article 23 of the Company Charter.

Article 20. Validity of Resolutions of the General Meeting of Shareholders

1. The resolution of the General Meeting of Shareholders shall take effect from the date of approval or from the effective date stated in such resolution.
2. A resolution of the General Meeting of Shareholders passed by one hundred percent (100%) of the total number of voting shares is legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter;
3. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Article 24 of the Company's Charter, such resolution shall remain effective until the Court or Arbitration's decision to annul such resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

Article 21. Request to cancel the Resolution of the General Meeting of Shareholders.

The request to cancel the Resolution of the General Meeting of Shareholders shall be made in accordance with the provisions of Article 24 of the Company Charter.

SECTION 3. ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY ONLINE MEETING AND ELECTRONIC VOTING

Article 22. Procedures for the General Meeting of Shareholders to pass Resolutions by online conference and electronic voting

1. Convening the General Meeting of Shareholders

The convening of the General Meeting of Shareholders in the form of an online conference is carried out similarly to the provisions in Article 7 of these Regulations.

2. Prepare a list of shareholders entitled to attend the meeting and notify the convening of the General Meeting of Shareholders.
 - a. The preparation of the list of shareholders entitled to attend the online General Meeting of Shareholders and the announcement of the finalization of the list of shareholders entitled to attend

the General Meeting of Shareholders shall be carried out similarly to the provisions in Articles 8 and 9 of this Regulation.

b. The notice of convening an online General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 10 of this Regulation. The meeting invitation must clearly state the method of registration and participation in the online meeting, the method of electronic voting, and must clearly state the link to all meeting documents for shareholders to access.

3. How to register to attend the General Meeting of Shareholders

Shareholders or authorized representatives (if any) attending the meeting via online conference, electronic voting access the online General Meeting of Shareholders system to register to attend the meeting. The Company will provide each shareholder with one (01) login name and corresponding password to access the above system. Specific instructions will be stated in the notice of the General Meeting of Shareholders and the Regulations on organizing the General Meeting of Shareholders.

4. Authorization for a representative to attend the General Meeting of Shareholders

Authorization for representatives to attend the online General Meeting of Shareholders and vote electronically shall be carried out in accordance with the provisions of Article 16 of the Company's Charter and the methods specified in the notice of the General Meeting of Shareholders.

5. Conditions for holding a General Meeting of Shareholders

The online General Meeting of Shareholders is conducted when meeting the provisions of Article 19 of the Company Charter.

6. Method of voting, counting votes, and announcement of vote counting results

a. The method of voting at the online General Meeting of Shareholders and electronic voting will be specified in detail in the Regulations on organizing the General Meeting of Shareholders of each meeting.

b. Shareholders attending the meeting via online conference, electronic voting access the online General Meeting of Shareholders system specified in Clause 3 of this Article to vote/elect. When shareholders conduct electronic voting, the number of "Agree", "Disagree", "No opinion" opinions for each voting content and the number of votes for each candidate are recorded on the online General Meeting of Shareholders system.

c. The vote counting results shall be announced by the chair or head of the vote counting committee immediately after the vote counting results are available.

7. Forms and conditions for passing resolutions of the General Meeting of Shareholders

a. The form of passing resolutions of the General Meeting of Shareholders is similar to the provisions in Article 16 of this Regulation.

b. The conditions for resolutions to be passed at the General Meeting of Shareholders are stipulated in Article 21 of the Company Charter.

8. Prepare resolutions and minutes of online General Meeting of Shareholders

The preparation of resolutions and minutes of the General Meeting of Shareholders is carried out in accordance with Clause 1, Clause 2 and Clause 3, Article 23 of the Company Charter.

9. How to object to Resolutions and Minutes of the General Meeting of Shareholders

The method of objecting to the Resolution and Minutes of the General Meeting of Shareholders passed at the online General Meeting of Shareholders, or passed by electronic voting, shall be implemented in accordance with the provisions of Article 18 of this Regulation.

10. Announcement of Minutes of Meeting and Resolution of General Meeting of Shareholders

The announcement of resolutions and minutes of the General Meeting of Shareholders is carried out similarly to the provisions in Article 19 of this Regulation.

11. Validity of the Resolution of the General Meeting of Shareholders

Resolutions passed at an online General Meeting of Shareholders, or passed by electronic voting, have the same value as resolutions passed at an in-person General Meeting of Shareholders and are effective according to the provisions of Article 20 of these Regulations.

12. Request to cancel the Resolution of the General Meeting of Shareholders

The request to cancel the Resolution of the General Meeting of Shareholders shall be made in accordance with the provisions of Article 24 of the Company Charter.

SECTION 4. ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY FORM OF COLLECTING WRITTEN OPINIONS

Article 23. Cases where written opinions are sought

The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters within its authority, including but not limited to the cases specified in Clause 2, Article 147 of the Law on Enterprises.

Article 24. Procedures for the General Meeting of Shareholders to pass Resolutions by obtaining written opinions.

1. Prepare documents:

The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting as prescribed in Clause 3 of this Article.

The opinion form must have the contents as prescribed in Clause 3, Article 22 of the Company Charter.

2. Notice of closing the shareholder list to collect shareholders' opinions in writing

The company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date. The preparation of the list of shareholders to send ballots for voting shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 141 of the Law on Enterprises. The list of shareholders entitled to vote to pass the Resolution of the General Meeting of Shareholders by collecting written shareholders' opinions shall be prepared based on the company's shareholder registration number. The list of shareholders entitled to vote shall be prepared no more than ten (10) days before the date of sending documents and ballots to shareholders. The list of shareholders entitled to vote must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

3. Send documents and ballots to shareholders

The requirements and method of sending the ballot and accompanying documents are similar to the regulations for sending meeting invitations in Clause 3, Article 18 of the Company Charter.

4. Receive shareholder's return ballot

The completed ballot must be signed by:

- a. Individual shareholders, or
- b. The legal representative of the shareholder is an organization, or
- c. An individual authorized by a shareholder, or
- d. Legal representative of the organization authorized by shareholders.

The opinion form can be sent to the Company in the forms specified in Clause 4, Article 22 of the Company Charter.

5. Counting votes and making minutes of vote counting

The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the person in charge of corporate governance or of

shareholders who do not hold a managerial position in the company. The vote counting minutes must include the contents specified in Clause 5, Article 22 of the Company Charter.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. Conditions for the resolution of the General Meeting of Shareholders in the form of written opinions to be passed

A resolution passed by way of obtaining written opinions of shareholders must be approved by shareholders representing more than fifty percent (50%) of the total number of shares with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders, except for the case specified in Clause 1, Article 21 of the Company's Charter.

7. Announcement of vote counting results

The minutes of vote counting and resolutions must be posted on the company's website within twenty-four (24) hours from the time the vote counting ends;

8. Request to cancel the resolution of the General Meeting of Shareholders

The request to cancel the Resolution of the General Meeting of Shareholders shall be made in accordance with the provisions of Article 24 of the Company Charter.

9. Save the document

The completed ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots are kept at the company's head office.

SECTION 5. REGULATIONS ON CERTAIN REPORTS REQUIRED TO BE SUBMITTED TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Article 25. Report on the activities of the Board of Directors at the annual General Meeting of Shareholders

The Board of Directors' performance report shall be submitted to the annual General Meeting of Shareholders in accordance with Point c, Clause 3, Article 139 of the Law on Enterprises and the Company's Charter and must ensure the following contents:

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company Charter.
2. Summary of Board of Directors meetings and Board of Directors decisions.
3. Report on transactions between the company, subsidiaries, companies in which the public company controls ten percent (10%) or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the company and

companies in which members of the Board of Directors are founding members or business managers within the three (03) years immediately preceding the transaction.

4. Activities of independent members of the Board of Directors and the results of the independent members' assessment of the activities of the Board of Directors.

5. Activities of other subcommittees of the Board of Directors (if any).

6. Results of supervision of the CEO.

7. Monitoring results for other managers

8. Future plans.

Article 26. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders

Independent members of the Board of Directors in the Audit Committee are responsible for reporting their activities at the Annual General Meeting of Shareholders. The activity report of the independent members of the Board of Directors in the Audit Committee at the Annual General Meeting must include the following contents:

1. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;

2. Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;

3. Results of supervision of financial statements, operations and financial status of the Company;

4. Evaluation report on transactions between the Company, its subsidiaries, and companies controlled by the Company with ten percent (10%) or more of charter capital, with members of the Board of Directors, the CEO, other corporate managers, and their related parties; transactions between the Company and companies in which the members of the Board of Directors, the CEO, or other corporate managers are founders or managers within three (03) years prior to the transaction date;

5. Assessment results of the Company's internal control and risk management system;

6. Results of supervision of the Board of Directors, CEO and other managers of the enterprise;

7. Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the CEO and shareholders.

8. Other content (if any).

CHAPTER III. BOARD OF DIRECTORS

Article 27. Roles, rights and obligations of the Board of Directors

1. The Board of Directors is the company's management body, with full authority to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be implemented in accordance with the provisions of law, Article 27 of the company charter, and the following contents:
 - a. Responsible to shareholders for the company's operations.
 - b. Treat all shareholders equally and respect the interests of those with interests related to the company.
 - c. Ensure that the company's operations comply with the provisions of law, the Charter and internal regulations of the company.
 - d. Monitor and prevent conflicts of interest of members of the Board of Directors, the CEO and other managers, including misuse of company assets and abuse of related party transactions.
 - e. Elect, remove, and dismiss the Chairperson of the Board of Directors; appoint, remove, enter into, and terminate contracts with the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and issue job descriptions defining the functions, duties, powers, and responsibilities of the aforementioned positions; determine the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council/Board of Directors or General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such representatives.
 - f. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, CEO and other managers of the company.
 - g. Report on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 25 of this Regulation.
 - h. Decision to invest or sell assets with a value of less than 35% of the total asset value recorded in the company's most recent financial report
 - i. Approve contracts and transactions with a value of less than 35% of the total value of the enterprise's assets or leading to the total value of transactions arising within 12 months from the date of the first transaction having a value of less than 35% of the total value of the Company's assets recorded in the most recent financial report between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises and between the company and other managers and related persons of these entities.
 - j. Approve contracts, loan transactions, lending, and asset sales with a value equal to or less than 10% of the total asset value of the enterprise recorded in the most recent financial report between

the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

k. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except for contracts signed with persons specified in Clause 1, Article 167 of the Law on Enterprises and between the company and other managers and related persons of these subjects.

Article 28. Rights, obligations and responsibilities of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the company and of the units within the company.

2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:

a. Perform their duties honestly and carefully in the best interests of shareholders and the company;

b. Fully attend meetings of the Board of Directors and give opinions on issues discussed;

c. Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;

d. Report to the Board of Directors at the most recent meeting on transactions between the company, subsidiaries, companies in which the public company controls 10% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;

d. Disclose information when trading the company's shares In accordance with the law.

3. Each independent member of BOD must prepare an evaluation report on the Board of Directors' performance.

Article 29. Term and number of members of the Board of Directors

1. The number of members of the Board of Directors of the company is 7 people.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of the company for no more than two (02) consecutive terms.

In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

Article 30. Structure, standards and conditions for membership in the Board of Directors

1. The composition of the Board of Directors must ensure compliance with the provisions of Clause 3, Article 26 of the Company Charter.
2. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company Charter:
 - a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b. Have professional qualifications and experience in business administration or in the Company's business sector, industry or profession and do not necessarily have to be a shareholder of the Company;
 - c. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors or the Members' Council of a maximum of 05 other companies.
 - d. Other standards and conditions according to the Company Charter.
3. A non-executive member of the Board of Directors (hereinafter referred to as a non-executive member) is a member of the Board of Directors who is not the CEO, Deputy CEOs, CFO, CMO, or Chief Accountant.
4. Independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:
 - a. Not being a person currently working for the Company, the parent company or a subsidiary of the Company; not being a person who has worked for the Company, the parent company or a subsidiary of the Company for at least the previous 03 consecutive years;
 - b. Not being a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations;
 - c. Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
 - d. Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the Company;
 - d. Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms;

e. Other standards and conditions according to the Company Charter.

5. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the standards and conditions specified in Clause 4 of this Article and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

6. Standards and conditions for being Chairman of the Board of Directors:

- The Board of Directors must select from among the members of the Board of Directors to elect the Chairman;
- The Chairman of the Board of Directors may not concurrently hold the position of CEO of the same (01) public company.

Article 31. Nomination and candidacy for members of the Board of Directors

1. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% or more may nominate up to five (05) candidates.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is not sufficient, the current Board of Directors may nominate additional candidates. Candidates introduced by the Board of Directors must be approved by a majority of the Board of Directors' members. The procedure for the current Board of Directors to introduce candidates for the Board of Directors must be clearly announced before the nomination is made in accordance with the law.

Article 32. Method of electing members of the Board of Directors

The method of voting to elect members of the Board of Directors must comply with the provisions of Clause 3, Article 21 of the Company Charter.

Article 33. Cases of dismissal, removal and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Not meeting the standards and conditions prescribed by law;
- b) Have a resignation letter and it is accepted;

c) Other cases specified in the Company Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases specified in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. The number of independent members of the Board of Directors is reduced, not ensuring the minimum ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises.

c. The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors does not meet the regulations.

d. Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.

Article 34. Notice of election, dismissal and removal of members of the Board of Directors

The election, appointment, dismissal and removal of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

The Company must disclose unusual information within 24 hours on the Company's website, the State Securities Commission, and the Stock Exchange where the Company is listed since there is a change, new appointment, reappointment, dismissal, or removal of a member of the Board of Directors.

Article 35. Method of introducing candidates for Board of Directors

In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these

candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including positions on the Board of Directors of other companies);
- d. Interests related to the Company and its related parties;
- e. Other information (if any) as prescribed in the Company Charter;
- g. The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

Article 36. Election, dismissal and removal of the Chairman of the Board of Directors.

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one (01) of them to convene a meeting of the Board of Directors.
2. The Chairman of the Board of Directors of the Company may not concurrently hold the position of CEO.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Develop programs and plans of activities of the Board of Directors;
 - b. Prepare agenda, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - d. Chairing the General Meeting of Shareholders;
 - e. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has escaped from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition or behavior control, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 37. Remuneration, salary and other benefits of members of the Board of Directors

Members of the Board of Directors are entitled to salaries, remuneration, bonuses and other benefits as prescribed in Article 28 of the Company Charter.

Article 38. Order and procedures for organizing Board of Directors meetings

1. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
2. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a. At the request of an independent member of the Board of Directors;
 - b. At the request of the CEO or at least 05 other managers;
 - c. Requested by at least 02 members of the Board of Directors;
 - d. Other cases as prescribed by the Company Charter.
3. The proposal specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 2 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the persons requesting the meeting as specified in Clause 2 of this Article shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.
5. Notice of Board of Directors' meeting shall be made in accordance with the provisions of Clause 6, Article 30 of the Company's Charter.

6. Conditions for holding Board of Directors meetings comply with the provisions of Clause 7, Article 30 of the Company Charter.

7. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a. Attend and vote directly at the meeting;
- b. Authorize another person to attend the meeting and vote as prescribed in Clause 10 of this Article;
- c. Attend and vote via online conference, electronic voting or other electronic form;
- d. Send voting ballots to the meeting via mail, email;
- d. Send voting ballots by other means as prescribed in the Company Charter.

A member of the Board of Directors shall not vote on contracts, transactions or proposals in which he or she or a person related to him or her has an interest and such interest conflicts or may conflict with the interests of the Company.

8. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

9. How to pass resolutions of the Board of Directors

- a. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote.
- b. The Board of Directors shall pass decisions and resolutions based on the approval of the majority of the Board of Directors attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.
- c. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution passed at a meeting.
- d. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the implementation of the above resolution or decision.

10. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

Article 39. Making minutes of Board of Directors meetings

1. Board of Directors meetings must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a. Name, head office address, business registration number;
- b. Time and place of meeting;
- c. Purpose, agenda and content of the meeting;
- d. Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- d. Issues discussed and voted on at the meeting;
- e. Summarize the opinions of each member attending the meeting in the order of the meeting;
- g. Voting results, clearly stating the members who approve, disapprove and have no opinion;
- h. The matter passed and the corresponding percentage of votes passed;
- i. Full name and signature of the chairman and the person taking the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid.

3. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

Article 40. Cases in which the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting

1. The chairman has the right to refuse to sign the meeting minutes if the minutes recorded by the secretary do not truthfully and accurately reflect the proceedings of the meeting.

2. The meeting secretary has the right to refuse to sign the meeting minutes if the Chairman requests to add, remove, or edit the meeting minutes, resulting in the minutes not accurately reflecting the meeting proceedings.

3. Matters arising at the meeting but outside the meeting agenda, beyond the legal and valid control of the chair; may only be recorded in the meeting minutes with the chair's consent.

Article 41. Notification of resolutions and decisions of the Board of Directors

The Board of Directors' resolutions will be announced and published in accordance with the provisions of the Company Charter and the provisions of law on securities and the stock market.

Article 42. Establishment and operation of subcommittees under the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors but shall consist of at least 03 people, including members of the Board of Directors and external members. Priority shall be given to appointing an independent member of the Board of Directors or a non-executive member of the Board of Directors as Head of the subcommittee. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when a majority of members attend and vote for it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

Article 43. Selection, appointment and dismissal of the person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. Standards of the Corporate Governance Officer

The person in charge of corporate governance must meet the following standards:

- Have knowledge of the law;
- Not to concurrently work for an approved auditing firm that is auditing the Company's financial statements;
- Other standards as prescribed by law, the Company Charter and decisions of the Board of Directors.

3. The person in charge of corporate governance has the rights and obligations specified in Clause 3, Article 32 of the Company Charter.

4. Cases of dismissal and removal of the person in charge of corporate governance;

a. The Board of Directors shall dismiss the person in charge of corporate governance in the following cases:

- Not meeting the standards and conditions as prescribed in Clause 2 of this Article;
- Have a resignation letter and it is accepted;
- Failure to complete assigned tasks;
- Other cases permitted by law.

b. The Board of Directors may dismiss the Corporate Governance Officer when necessary, but not in violation of current labor laws.

5. After the decision to appoint or dismiss the person in charge of corporate governance is made, the Company is responsible for disclosing information within the Company and disclosing information in accordance with the provisions of the law on securities and the securities market.

CHAPTER IV. AUDIT COMMITTEE

Article 44. Roles, rights and obligations of the Audit Committee

The Audit Committee is a professional body under the Board of Directors, with the rights and obligations prescribed in the Law on Enterprises, Article 35 of the Company Charter and the following rights and obligations:

1. Monitor the integrity of the company's financial statements and official announcements regarding the company's financial results;
2. Review of internal control and risk management systems;
3. Review related party transactions within the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on transactions requiring approval of the Board of Directors or General Meeting of Shareholders;
4. Supervise the company's internal audit department;
5. Recommend the independent auditing company, remuneration and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;
6. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the auditing process, especially in cases where the company uses non-audit services of the auditor;
7. Supervision is to ensure that the company complies with legal regulations, regulatory requirements and other internal regulations of the company.

Article 45. Number, structure, standards and term of office of the Audit Committee

1. The number and structure of members of the Audit Committee shall comply with the Law on Enterprises and Clause 1, Article 34 of the Company Charter.
2. Audit Committee Membership Standards

Audit Committee members must have knowledge of accounting and auditing (have degrees, certificates or related experience), have general understanding of the law and company operations, and not fall into the following cases:

 - Work in the accounting and finance department of the company.
 - Being a member or employee of an auditing organization approved to audit the company's financial statements for the previous three (03) consecutive years.
3. The term of office of a member of the Audit Committee of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as Chairman of the Audit Committee of a company for no more than two (02) consecutive terms.

Article 46. Nomination and candidacy for members of the Audit Committee

The candidacy and nomination of members of the Audit Committee shall be carried out in accordance with the provisions of Article 33 of the Company's Charter.

Article 47. Meeting of the Audit Committee

1. The Audit Committee shall meet at least two (02) times a year. The minimum quorum for a meeting shall be two-thirds ($2/3$) of the members.
2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other means as prescribed by the Audit Committee's Rules of Procedure. Each member of the Audit Committee shall have one vote. Unless the Rules of Procedure of the Audit Committee stipulate a higher percentage, the decision of the Audit Committee shall be passed if approved by a majority of the members present at the meeting; in the event of a tie, the final decision shall be made by the side with the opinion of the Chairman of the Audit Committee.
3. Depending on the assigned work, members of the Audit Committee may request separate meetings with leaders of units under the Executive Board.
4. The Chairman of the Audit Committee may convene meetings and meet separately with each member of the Audit Committee to discuss specific topics.

CHAPTER V. CEO

Article 48. Roles, responsibilities, rights and obligations of the CEO

1. The CEO is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

2. The CEO has the following rights and obligations:

- a. Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
- b. Organize the implementation of resolutions and decisions of the Board of Directors;
- c. Organize the implementation of the Company's business plan and investment plan;
- d. Propose organizational structure plan and internal management regulations of the Company;
- đ. To appoint, dismiss, and remove the Chief Accountant, Chief Medical Officer, and all other managerial positions of the Company, its branches, and subsidiaries, except for those positions falling under the authority of the Board of Directors (including the Chief Financial Officer and Chief Medical Officer); and to issue job descriptions defining the functions, duties, powers, and responsibilities of such positions.

With respect to the Chief Financial Officer and the Chief Medical Officer, the CEO shall have the authority to assign tasks, direct and manage their work, and evaluate their performance in accordance with their assigned functions and duties.

- e. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the CEO;
- g. Labor recruitment;
- h. Proposing plans to pay dividends or handle business losses;
- i. Exercise the rights and obligations of the legal representative as prescribed in the Company's Charter.
- j. Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.

Article 49. Term of office, qualifications and conditions of the CEO

1. The term of office of the CEO shall not exceed 05 years and may be reappointed for an unlimited number of terms. The CEO must meet the standards and conditions prescribed by law and the Company Charter.

2. The CEO must meet the following standards and conditions:

- a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises.
 - b. Must not be a family member of the company's business manager and parent company; representative of state capital, representative of enterprise capital at the company and parent company;
 - c. Have professional qualifications and experience in business administration of the company.
3. The above qualified candidates have the right to run for or be nominated as CEO of the Company.

Article 50. Appointment, dismissal; signing and termination of labor contracts with the CEO

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as CEO based on the proposal of the Board of Directors member or Executive Management Board.
2. The Board of Directors may dismiss the CEO when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new CEO to replace him.
3. Notification of appointment, dismissal, signing of contract, and termination of contract with the CEO must be made similarly to the provisions in Article 34 of this Regulation.

Article 51. Salary and other benefits of the CEO

1. The CEO is paid salary and bonus. The CEO's salary and bonus are decided by the Board of Directors.
2. The CEO's salary is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND EXECUTIVE BOARD

Article 52. Procedures and order of convening, notice of meeting, recording of minutes, notification of meeting results between the Board of Directors and CEO

Procedures and order of convening, notice of meeting, recording of minutes, and notification of meeting results between the Board of Directors and the CEO are carried out according to the procedures and order of convening a meeting of the Board of Directors.

Article 53. Notification of resolutions and decisions of the Board of Directors to the CEO

Resolutions and decisions of the Board of Directors, once issued, must be sent to the members of the Executive Board at the same time and in the same manner as they are sent to the members of the Board of Directors.

Article 54. Cases in which the CEO proposes to convene a meeting of the Board of Directors

and issues requiring the Board of Directors' opinion

1. The CEO may propose to convene a meeting of the Board of Directors in the following cases:

- a. The exercise of the CEO's rights is hindered;
- b. When discovering violations of the law or violations of the Company Charter by other managers after having notified the Board of Directors in writing but the violator has not yet stopped the violation or has a solution to remedy the consequences;

2. Issues requiring the Board of Directors' opinion:

- a. Recommend to the Board of Directors on the organizational structure plan and internal management regulations of the Company;
- b. Propose measures to improve the Company's operations and management;
- c. The CEO must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and managers.
- d. The CEO must plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in the Company's Charter, the Company's regulations and current legal regulations.
- d. Seek the Board of Directors' opinion on the Audited Financial Statements (including the balance sheet, income statement and projected cash flow statement) for each fiscal year to be submitted for approval by the Board of Directors;
- e. Proposing plans to pay dividends or handle business losses;
- g. Request the Board of Directors to approve the detailed business plan for the next fiscal year;
- h. Other contents when considered in the interests of the Company.

Article 55. Report of the CEO to the Board of Directors on the performance of assigned duties and powers

- 1. Report on the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
- 2. Periodically report quarterly and annually to evaluate the financial situation and production and business activities of the Company;
- 3. Report on improvements in organizational structure, policies, management;
- 4. Annual report on implementation of obligations towards the environment, community and workers;

5. Report on the implementation of other contents authorized by the Board of Directors and the General Meeting of Shareholders;
6. Report other issues as required by the Board of Directors.

Article 56. Review of the implementation of resolutions and other matters authorized by the Board of Directors to the CEO

Based on the CEO's report on the performance of assigned duties and powers, the Board of Directors will review the implementation results of resolutions and other matters authorized by the Board of Directors with the CEO.

Article 57. Issues that the CEO must report, provide information and methods of notification to the Board of Directors

1. The contents to be reported are specified in this Regulation.
2. The CEO is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law.
3. Other contents requiring comments and reports to the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.
4. In the case of approving contracts and transactions as prescribed in Clause 1, Article 167 of the Law on Enterprises and having a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller ratio or value as prescribed in the Company Charter, the company representative signing the contract or transaction must notify the members of the Board of Directors of the entities related to that contract or transaction and send along a draft contract or main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

Article 58. Coordination of activities between members of the Board of Directors and the CEO

The Chief Executive Officer (CEO) is responsible for managing the Company's operations on behalf of the Company, ensuring its continuous and effective functioning.

1. When there is a proposal for the company's organizational structure and internal management regulations, the CEO shall send it to the Board of Directors as soon as possible but no less than seven (07) days before the date on which the content needs to be decided;

2. The CEO must plan for the Board of Directors to approve issues related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and managers;
3. The CEO must plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in the Company's Charter, the Company's regulations and current legal regulations;
4. The CEO is obliged to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law;
5. The contents that the CEO needs to consult the Board of Directors must be sent at least seven (07) working days before the expected date of receiving feedback from the Board of Directors .

CHAPTER VII. REGULATIONS ON ANNUAL ASSESSMENT OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, CEOS AND OTHER MANAGERS OF THE ENTERPRISE.

Article 59. Regulations on performance assessment of members of the Board of Directors, CEO and other managers

1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board of Directors, CEO, Deputy CEOs, the Chief Financial Officer and the Chief Medical Officer.
2. The performance evaluation criteria must harmonize the interests of the managers with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be mentioned as: the interests of related parties, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on assigned functions and tasks, established evaluation criteria and achieved results, the Board of Directors organizes an evaluation of the performance of Board members.
4. The evaluation of other managers' performance is carried out according to internal regulations or may be based on the self-evaluation of these managers' performance.

Article 60. Rewards

1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for developing a reward policy. Rewards are made based on the performance evaluation results of the Board members, the CEO and other managers.

2. Forms of rewards: in cash, in shares (issuing shares under the employee stock option program in the company) or other forms decided by the Board of Directors. The forms of rewards will be planned by the CEO and submitted to the Board of Directors for approval, the Board of Directors will submit to the General Meeting of Shareholders for approval at the annual General Meeting.
3. Reward policy for members of the Board of Directors will be decided by the General Meeting of Shareholders.
4. For managers: the bonus fund is drawn from the Company's Welfare Bonus Fund and other legal sources. The bonus level is based on actual annual business results. The CEO will propose to the Board of Directors for approval. In case of exceeding authority, it will be submitted to the General Meeting of Shareholders for approval.

Article 61. Discipline

1. The Board of Directors is responsible for establishing disciplinary action based on the nature and severity of the violation. Discipline must include the highest form of dismissal or removal from office.
2. Members of the Board of Directors and company managers who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for any damages caused.
3. Members of the Board of Directors and company managers who, in performing their duties, commit violations of legal regulations or Company rules shall be subject to disciplinary actions, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In cases where such violations cause harm to the interests of the Company, shareholders, or others, compensation must be made according to legal provisions.

CHAPTER VIII. IMPLEMENTATION PROVISIONS

Article 62. Amendments and supplements

1. Amendments and supplements to this Charter shall be drafted, developed and submitted to the General Meeting of Shareholders for approval by the Board of Directors.
2. In case there are provisions of law related to the company's operations that are not mentioned in this charter or in case there are new provisions of law that are different from the provisions in this charter, the provisions of that law shall naturally be applied and regulate the company's operations.

Article 63. Entry into force

1. This Regulation consists of 8 chapters and 63 Articles and was unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on May 15, 2026 and jointly accept the full text of this Regulation.

2. Copies or extracts of the Company's internal regulations on corporate governance must be signed by the Chairman of the Board of Directors of the Company or at least one-half (1/2) of the total number of members of the Board of Directors.

3. The Board of Directors, Executive Board and other relevant individuals and organizations of TNH Hospital Group Joint Stock Company are responsible for implementing this Regulation.

Recipient:

- General Meeting of Shareholders;
- Board of Directors;
- Executive Board;
- Relevant or reported agencies/organizations;
- Archives: Clerical Office, Legal Affairs

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRPERSON OF THE BOARD**

Nguyen Thi Thuy Giang

APPENDIX 02:

COMPARISON TABLE OF AMENDMENTS AND ADDITIONS TO THE DRAFT INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

SUBMITTED FOR APPROVAL AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Attached to Proposal No. 140/TTr-HDQT dated may 08, 2026)

Notes:

- This Appendix updates the principal amended contents of the Draft Internal Regulations on Corporate Governance of the Board of Directors submitted to the 2026 Annual General Meeting of Shareholders for approval, for shareholders' ease of reference and comparison.
- The proposed amendments under the section “Provisions of the Current Internal Regulations on Corporate Governance” are indicated by underlined text.
- The contents to be amended and supplemented under the section “Provisions of the Amended Internal Regulations on Corporate Governance” are presented in **bold black text**.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
PURSUANT TO - <u>Enterprise Law No. 59/2020/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and documents guiding its implementation;</u> - <u>Securities Law No. 54/2019/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 was passed by the National Assembly</u>	PURSUANT TO - <i>Enterprise Law No. 59/2020/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and amended by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, and its guiding documents;</i> - <i>Securities Law No. 54/2019/QH14 was passed by the 14th National Assembly of the Socialist</i>	Update the references to the relevant information to reflect the revision date of the Regulations and clearly state the legal basis for their issuance.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
<i>of the Socialist Republic of Vietnam on November 29, 2024 and documents guiding its implementation;</i> – <i><u>Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</u></i> – <i><u>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.</u></i> – <i><u>Charter of Organization and Operation of TNH Hospital Group Joint Stock Company;</u></i> – <i><u>Resolution of the General Meeting of Shareholders No. 508/NQ-DHD CD dated June 16, 2025.</u></i>	<i>Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and documents guiding its implementation;</i> – <i>Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, amended and supplemented by Decree No. 245/2025/ND-CP issued by the Government on September 11, 2025;</i> – <i>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.</i> – <i>Charter of Organization and Operation of TNH Hospital Group Joint Stock Company;</i> – <i>Resolution of Shareholders' Meeting No. Dated Month Year ;</i>	

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
Article 1. Scope of regulation and applicable subjects 1. Scope of regulation: Internal regulations on corporate governance stipulate the following contents: - Roles, rights and obligations of the General Meeting of Shareholders, Board of Directors, <u>CEO</u>; - Procedures for meetings of the General Meeting of Shareholders; Board of Directors; - Nomination, candidacy, election, dismissal and removal of members of the Board of Directors and <u>CEO</u> - Other issues related to the Company's internal management activities according to the provisions of law and the Company's Charter; 2. Applicable subjects: This regulation applies to members of the Board of Directors, <u>CEO and related persons</u>.	Article 1. Scope of regulation and applicable subjects 1. Scope of regulation: Internal regulations on corporate governance stipulate the following contents: - Roles, rights and obligations of the General Meeting of Shareholders, Board of Directors, Executive Board; - Procedures for meetings of the General Meeting of Shareholders; Board of Directors; - Nomination, candidacy, election, dismissal and removal of members of the Board of Directors and Executive Board; - Other issues related to the Company's internal management activities according to the provisions of law and the Company's Charter; 2. Applicable subjects: This regulation applies to members of the Board of Directors, <u>Executive Board</u>	The updated revisions are consistent with the Company's current management structure.
Article 2. Interpretation of terms ... <u>b) The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on</u>	Article 2. Interpretation of terms ... b) The Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of	Update the legal basis for issuance and amendment to align with the Company's current management

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
<u>January 11, 2022 and implementing documents;</u> ... i. <u>“Enterprise manager” means the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director (CEO) and individuals holding other management positions as prescribed in the Company Charter directly appointed by the Board of Directors;</u> j. <u>“Enterprise Executive” means the Director (CEO), Deputy Director (Deputy General Director), Chief Accountant, and other executives as prescribed in the Company Charter;</u> k. <u>“Non-executive Board Member” (hereinafter referred to as “non-executive member”) is a member of the Board of Directors who is not the Director (CEO), Deputy Director (Deputy General Director), Chief Accountant and other executives as prescribed in the Company Charter.</u> ... n. <u>“Insider” is a person holding an important position in the management and administration of an enterprise as prescribed in Clause 45, Article 4 of the Law on Securities;</u>	Vietnam on January 11, 2022 and amended by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, and its guiding documents; ... i. “Enterprise managers” means the company manager, including: the Chairman and members of the Board of Directors, the Chief Executive Officer (CEO), Deputy CEOs, Chief Financial Officer (CFO), Chief Medical Officer (CMO), and Chief Accountant; j. “Enterprise Executive” means the CEO, Deputy CEOs, CFO, CMO, and Chief Accountant. k. “Non-executive Board Member” (hereinafter referred to as “non-executive member”) is a member of the Board of Directors who is not the CEO, Deputy CEOs, CFO, CMO, or Chief Accountant; ... n. “Insider” refers to a person holding a key position in the corporate governance and management structure of a business as defined in Clause 45, Article 4 of the Securities Law;	structure.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
Article 3. Company management apparatus 1. General Meeting of Shareholders 2. Board of Directors 3. Audit Committee under the Board of Directors 4. <u>Executive Management Board</u>	Article 3. Company management apparatus 1. General Meeting of Shareholders 2. Board of Directors 3. Audit Committee under the Board of Directors 4. The Executive Board includes: the Chief Executive Officer (CEO), the Deputy CEOs, Chief Financial Officer, Chief Medical Officer, Chief Accountant of the Company.	The changes are to align with the Company's current management structure.
Article 25. Report on the activities of the Board of Directors at the annual General Meeting of Shareholders ... 7. Monitoring results for other <u>operators</u>. ...	Article 25. Report on the activities of the Board of Directors at the annual General Meeting of Shareholders ... 7. Monitoring results for other managers. ...	The changes are in line with the Company's current management structure.
Article 26. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders ... 4.4. Evaluation report on transactions between the Company, its subsidiaries, and companies controlled by the Company with ten percent (10%) or more of charter capital, with members of the Board of Directors, the CEO, other corporate <u>executives</u>, and their related parties; transactions between the Company and companies in which the members	Article 26. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders ... 4. Evaluation report on transactions between the Company, its subsidiaries, and companies controlled by the Company with ten percent (10%) or more of charter capital, with members of the Board of Directors, the CEO, other	The changes are in line with the Company's current management structure.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
of the Board of Directors, the CEO, or other corporate <u>executives</u> are founders or managers within three (03) years prior to the transaction date. ... 6. Results of supervision of the Board of Directors, CEO and <u>other executives</u> of the enterprise; ...	corporate managers, and their related parties; transactions between the Company and companies in which the members of the Board of Directors, the CEO, or other corporate managers are founders or managers within three (03) years prior to the transaction date; ... 6. Results of supervision of the Board of Directors, CEO and other managers of the enterprise; ...	
Article 27. Role, rights and obligations of the Board of Directors 2. The rights and obligations of the Board of Directors shall be implemented in accordance with the provisions of law, Article 27 of the company charter, and the following contents: <u>e. Appointment of a Corporate Governance Officer.</u>	Article 27. Role, rights and obligations of the Board of Directors 2. The rights and obligations of the Board of Directors shall be implemented in accordance with the provisions of law, Article 27 of the company charter, and the following contents: e. Elect, remove, and dismiss the Chairperson of the Board of Directors; appoint, remove, enter into, and terminate contracts with the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and issue job descriptions defining the functions, duties, powers, and responsibilities of the aforementioned positions; determine the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council/Board of Directors or General Meeting of	Amendments are made to align with the rights and obligations of the Board of Directors at the Company.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
	Shareholders of other companies, and decide on the remuneration and other benefits of such representatives.	
Article 28. Rights, obligations, and responsibilities of members of the Board of Directors ... 3. The company's independent Board of Directors must prepare an evaluation report on the Board of Directors' performance.	Article 28. Rights, obligations, and responsibilities of members of the Board of Directors ... 3. Each independent member of the company's Board of Directors must prepare an evaluation report on the Board's performance.	Amended according to Clause 80, Article 1 of Decree 245/2025/ND-CP amending and supplementing. .. Clause 3, Article 277 of Decree 155/2020/ND-CP
Article 30. Structure, standards and conditions for membership of the Board of Directors 2. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company Charter: ... <u>c. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of a maximum of 05 other companies.</u> ... 3. Non-executive members of the Board of Directors	Article 30. Structure, standards and conditions for membership of the Board of Directors 2. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company Charter: ... c. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors or the Members' Council of a maximum of 05 other companies. ... 3. A non-executive member of the Board of Directors	Amendments are made in accordance with Clause 78, Article 1 of Decree 245/2025/ND-CP, which amends and supplements Clause 3, Article 275 of Decree

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
(hereinafter referred to as non-executive members) are members of the Board of Directors who are not <u>the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.</u>	(hereinafter referred to as a non-executive member) is a member of the Board of Directors who is not the CEO, Deputy CEOs, CFO, CMO, or Chief Accountant.	155/2020/ND-CP, and are adapted to the Company's current organizational structure.
Article 48. Role, responsibilities, rights and obligations of the CEO 2. The CEO has the following rights and responsibilities: ... <u>d. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;</u> ... <u>i. Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.</u>	Article 48. Role, responsibilities, rights and obligations of the CEO 2. The CEO has the following rights and responsibilities: ... d. To appoint, dismiss, and remove the Chief Accountant, Chief Medical Officer, and all other managerial positions of the Company, its branches, and subsidiaries, except for those positions falling under the authority of the Board of Directors (including the Chief Financial Officer and Chief Medical Officer); and to issue job descriptions defining the functions, duties, powers, and responsibilities of such positions. With respect to the Chief Financial Officer and the Chief Medical Officer, the CEO shall have the authority to assign tasks, direct and manage their work, and evaluate their performance in accordance with their assigned functions and duties. ... i. Exercise the rights and obligations of the legal	Amend and supplement the rights and obligations of the General Director in accordance with current regulations of the Company.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
	representative as prescribed in the Company's Charter; j. Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.	
CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND <u>EXECUTIVE</u>	CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND EXECUTIVE BOARD	The changes are in line with the Company's current management structure.
Article 53. Notification of resolutions and decisions of the Board of Directors to the CEO Resolutions and decisions of the Board of Directors, once issued, must be sent to the members of <u>the Executive Management Board</u> at the same time and in the same manner as they are sent to the members of the Board of Directors.	Article 53. Notification of resolutions and decisions of the Board of Directors to the CEO Resolutions and decisions of the Board of Directors, once issued, must be sent to the members of the Executive Board at the same time and in the same manner as they are sent to the members of the Board of Directors.	The changes are in line with the Company's current management structure.
Article 54. Cases in which the CEO proposes to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion 1. The CEO may request a meeting of the Board of Directors in the following cases:	Article 54. Cases in which the CEO proposes to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion 1. The CEO may request a meeting of the Board of Directors in the following cases:	The changes are in line with the Company's current management structure.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
... b. When discovering violations of the law or violations of the Company Charter by other business <u>executives</u> after having notified the Board of Directors in writing but the violator has not yet stopped the violation or has a solution to remedy the consequences; 2. Issues requiring the Board of Directors' opinion: ... c. The CEO must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business <u>executives</u>. ...	... b. When discovering violations of the law or violations of the Company Charter by other managers after having notified the Board of Directors in writing but the violator has not yet stopped the violation or has a solution to remedy the consequences; 2. Issues requiring the Board of Directors' opinion: ... c. The CEO must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and managers. ...	
CHAPTER VII. REGULATIONS ON ANNUAL ASSESSMENT OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, CEOS AND OTHER <u>ENTERPRISE EXECUTIVES</u>.	CHAPTER VII. REGULATIONS ON ANNUAL ASSESSMENT OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, CEOS AND OTHER MANAGERS OF THE ENTERPRISE.	The changes are in line with the Company's current management structure.
Article 59. Regulations on performance assessment of members of the Board of Directors, CEO and other <u>executives</u>	Article 59. Regulations on performance assessment of members of the Board of Directors, CEO and other managers	The changes are in line with the Company's current

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board of Directors, the CEO <u>and other executives</u>. 2. The performance evaluation criteria must harmonize the interests of the business <u>operator</u> with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be mentioned as: the interests of related parties, operational efficiency, progress and improvements achieved, etc. ... 4. The evaluation of other <u>operators</u>' performance is carried out according to internal regulations or may be based on the self-evaluation of these <u>operators</u>' performance.	1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board of Directors, CEO, Deputy CEOs, the Chief Financial Officer and the Chief Medical Officer. 2. The performance evaluation criteria must harmonize the interests of the managers with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be mentioned as: the interests of related parties, operational efficiency, progress and improvements achieved, etc. ... 4. The evaluation of other managers' performance is carried out according to internal regulations or may be based on the self-evaluation of these managers' performance.	management structure.
Article 60. Awards 1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for developing a reward policy. Rewards are made based on the performance evaluation results of the Board members, the CEO and other executives. ...	Article 60. Awards 1. 1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for developing a reward policy. Rewards are made based on the performance evaluation results of the Board members, the CEO and other managers.	The changes are in line with the Company's current management structure.

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
4. For business executives: the bonus fund is drawn from the Company's Welfare Bonus Fund and other legal sources. The bonus level is based on actual annual business results. The CEO will propose to the Board of Directors for approval. In case of exceeding authority, it will be submitted to the General Meeting of Shareholders for approval.	... 4. For managers: the bonus fund is drawn from the Company's Welfare Bonus Fund and other legal sources. The bonus level is based on actual annual business results. The CEO will propose to the Board of Directors for approval. In case of exceeding authority, it will be submitted to the General Meeting of Shareholders for approval.	
Article 61. Discipline ... 2 Members of the Board of Directors and company <u>executives</u> who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for any damages caused. 3. Members of the Board of Directors and company <u>executives</u> who, in performing their duties, commit violations of legal regulations or Company rules shall be subject to disciplinary actions, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In cases where such violations cause harm to the interests of the Company, shareholders, or others, compensation must be made according to legal provisions.	Article 61. Discipline ... 2. Members of the Board of Directors and company managers who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for any damages caused. 3. Members of the Board of Directors and company managers who, in performing their duties, commit violations of legal regulations or Company rules shall be subject to disciplinary actions, administrative penalties, or criminal prosecution in accordance with the law and the Company's Charter. In cases where such violations cause harm to the interests of the Company, shareholders, or others, compensation must be made according to legal provisions.	The changes are in line with the Company's current management structure.
Article 63. Entry into force	Article 63. Entry into force	Update the

Provisions of the Current Internal Regulations on Corporate Governance	Provisions of the Amended Internal Regulations on Corporate Governance	Reasons/ Explanations/ Notes
1. This Regulation consists of 8 chapters and 63 Articles and was unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on June 16, 2025 and jointly accept the full text of this Regulation. ... 3. The Board of Directors, <u>Executive Management Board</u> and other relevant individuals and organizations of TNH Hospital Group Joint Stock Company are responsible for implementing this Regulation.	1. This Regulation consists of 8 chapters and 63 Articles and was unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on May 15, 2026 and jointly accept the full text of this Regulation. ... 3. The Board of Directors, Executive Board and other relevant individuals and organizations of TNH Hospital Group Joint Stock Company are responsible for implementing this Regulation.	effective date of the Regulations and amend them to reflect the Company's current management structure.
Other detailed adjustments include the order of Articles and Clauses; sentence structure, wording, abbreviations, and references in the Internal Regulations on Corporate Governance to ensure consistency in form and content of the Internal Regulations on Corporate Governance. but this does not change the main content of the articles and clauses.		

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

PURSUANT TO

- *Enterprises Law No. 59/2020/QH14 adopted by the XIV National Assembly of the Socialist Republic of Vietnam on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and further amended and supplemented by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, together with guiding documents for implementation;*
- *Securities Law No. 54/2019/QH14 adopted by the XIV National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, together with guiding documents for implementation;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP issued by the Government on September 11, 2025;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *The Charter on Organization and Operation of TNH Hospital Group Joint Stock Company;*
- *Resolution of the General Meeting of Shareholders No. .../NQ-DHDCD dated May 15, 2026.*

The Board of Directors promulgates the Operating Regulations of the Board of Directors of TNH Hospital Group Joint Stock Company.

The operating regulations of the Board of Directors of TNH Hospital Group Joint Stock Company include the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation: Operating regulations of the Board of Directors of TNH Hospital Group Joint Stock Company regulates the organizational structure,

operating principles, powers and obligations of the Board of Directors and members of the Board of Directors to operate in accordance with the provisions of the Enterprise Law, the Company Charter and other relevant legal provisions.

2. Applicable subjects: This regulation is applicable to Board of Directors, members of the Board of Directors of TNH Hospital Group Joint Stock Company.

Article 2. Legal responsibilities of the Board of Directors

When performing its functions, rights and obligations, the Board of Directors shall comply with the provisions of law, the Charter and Resolutions of the General Meeting of Shareholders and shall be responsible as prescribed in the Law on Enterprises.

Article 3. Operating principles of the Board of Directors

1. The Board of Directors operates on the principle of collective responsibility. Members of the Board of Directors are individually responsible for their work and are jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns the Executive Board, including the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant, to organize and implement the resolutions and decisions of the Board of Directors.

CHAPTER II. Board Member

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of the units within the Company.

2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:

- a) Perform their duties honestly and carefully for the best interests of shareholders and the Company;
- b) Fully attend meetings of the Board of Directors and give opinions on issues discussed;
- c) Timely and fully report to the Board of Directors on remuneration received from subsidiaries, affiliates and other organizations;
- d) Report to the Board of Directors at the most recent meeting on transactions between the Company, subsidiaries, other companies in which the Company controls 10% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;
- e) Disclose information when trading the Company's shares in accordance with the provisions of law.

3. Each independent members of the Board of Directors of a listed company must prepare an assessment report on the performance of the Board of Directors.

Article 5. Right of Members of the Board of Directors to Access Information

1. Members of the Board of Directors shall have the right to request the CEO, Deputy CEOs, and other managers in the Company to provide information and documents relating to the financial status and business operations of the Company and its affiliated units.

2. The requested managers must provide information and documents fully, accurately, and in a timely manner as requested by members of the Board of Directors. The procedures and processes for requesting and providing information shall be stipulated in the Company's Charter.

Article 6. Term, number and structure of members of the Board of Directors

1. The Board of Directors has 07 members. The company charter specifically stipulates the number of members of the Board of Directors.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of the company for no more than 02 consecutive terms.

3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of the company must ensure that there are at least 3 members of the Board of Directors who are non-executive members. The company limits the number of Board of Directors members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The company must also ensure that at least 02 members of the Board of Directors are independent members.

4. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

5. The company charter specifically stipulates the number, rights, obligations, organization and coordination of activities of independent members of the Board of Directors.

Article 7. Standards and conditions for members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Have professional qualifications and experience in business administration or in the Company's business fields, industries and professions and do not necessarily have to be a shareholder of the Company;

c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies;

d) Other criteria and conditions as prescribed in the Company's Charter.

2. A non-executive member of the Board of Directors (hereinafter referred to as a "non-executive member") is a member of the Board of Directors who is not the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer and Chief Accountant of the Company.

3. Independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a) Not being a person currently working for the Company, the parent company or a subsidiary of the Company; not being a person who has worked for the Company, the parent company or a subsidiary of the Company for at least the previous 3 consecutive years;

b) Not being a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations;

c) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;

d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;

đ) Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;

e) Other standards and conditions according to the Company Charter.

4. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the standards and conditions specified in Clause 2 of this Article and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

5. A member of the Board of Directors is no longer eligible to be a member of the Board of Directors in the cases specified in Clause 4, Article 26 of the Company Charter.

Article 8. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairperson of the Board of Directors of the Company may not concurrently hold the position of CEO.
3. The Chairperson of the Board of Directors has the following rights and obligations:
 - a) Develop programs and plans for the Board of Directors' activities;
 - b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
 - c) Organize the approval of resolutions and decisions of the Board of Directors;
 - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
 - d) Chair the General Meeting of Shareholders;
 - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal.
5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing the Vice Chairperson of the Board of Directors or the CEO (if there is no Vice Chairperson of the Board of Directors). In case there is no authorized person or the Chairperson of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairperson of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 9. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a) Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;
 - b) Have a resignation letter and it is accepted;
 - c) Other cases specified in the Company Charter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases specified in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors does not meet the regulations;

c) Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.

Article 10. Method of electing, dismissing and removing members of the Board of Directors

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors. Nomination of people to the Board of Directors is carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter and the Internal Regulations on Corporate Governance. The procedure for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before conducting the nomination in accordance with the provisions of law.

3. Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations or the Company Charter.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the voting principle.

Article 11. Notice of election, dismissal and removal of members of the Board of Directors

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Benefits related to the Company and its related parties;
- f) Other information (if any) as prescribed in the Company Charter;
- g) Public companies must be responsible for disclosing information about companies in which candidates are holding positions as members of the Board of Directors, other management positions and interests related to the company of candidates for the Board of Directors (if any).

2. The announcement of the results of the election, dismissal and removal of members of the Board of Directors shall comply with the regulations guiding information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company that are not under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the rights and obligations stipulated in Article 27 of the Company Charter, Clause 2, Article 27 of the Company's Internal Regulations on Corporate Governance.
3. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote.
4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

Article 13. Duties and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions resulting in the total transaction value arising within 12 months from the date of the first transaction having a value of less than 35% of the total asset value recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company Charter between the Company and one of the following entities:

- Members of the Board of Directors, CEO, other managers and related persons of these subjects;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises .

2. The Company representative signing a contract or transaction must notify the Board of Directors of the parties involved in the contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification; Board of Directors members with interests related to the parties in the contract or transaction shall not have the right to vote.

Article 14. Responsibilities of the Board of Directors in convening Extraordinary General Meeting of Shareholders

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;

- b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) Other cases as prescribed by law and the Company Charter.

2. Convening the Extraordinary General Meeting of Shareholders:

The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is less than the minimum number of members as prescribed in the Company Charter or from the date of receipt of the request specified in Point c and Point d, Clause 1 of this Article;

In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and members of the Board of Directors shall be responsible before the law and must compensate for any damage arising to the company.

3. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints related to the list of shareholders;
- c) Prepare meeting agenda and content;
- d) Prepare documents for the meeting;
- e) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;
- f) Determine the time and place of the meeting;
- g) Send meeting invitations to each shareholder entitled to attend the meeting in accordance with the provisions of the Law on Enterprises;
- h) Other tasks necessary for organizing the meeting.

Article 15. Subcommittees assisting the Board of Directors.

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors but shall consist of at least 03 people, including members of the Board of Directors and external members. Priority shall be given to appointing an independent member of the Board of Directors or a non-executive member of the Board of Directors as Head of the subcommittee. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the

subcommittee shall only be effective when a majority of members attend and vote for it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

CHAPTER IV. BOARD MEETING

Article 16. Board of Directors meeting

The Board of Directors' meetings are specifically regulated in Article 30 of the Company Charter and comply with current legal regulations.

Article 17. Minutes of Board of Directors meeting

1. Board of Directors meetings must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name, head office address, business registration number;
- b) Time and place of meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in the order of the meeting's progress;
- g) Voting results, clearly stating the members who approve, disapprove and have no opinion;
- h) The matter passed and the corresponding percentage of votes passed;
- i) Full name and signature of the Chairperson and the person taking the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, đ, e, g and h, Clause 1 of this Article, the minutes shall be valid.

3. The Chairperson, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS

Article 18. Submission of Annual Reports

1. At the end of each fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following report:

- a) Report on the Company's business result;
- b) Financial statements;
- c) Report on evaluation of the Company's management and operation;
- d) Report on the activities of the independent members of the Board of Directors in the Audit Committee;
- e) Report evaluating the activities of the Board of Directors prepared by each independent member of the Board of Directors.

2. The reports specified in Clause 1 of this Article must be kept at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders unless the Company's Charter stipulates a longer period. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with a lawyer, accountant or auditor with a practicing certificate.

Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors

Remuneration, salary and other benefits of Board of Directors members are stipulated in Article 28 of the Company Charter.

Article 20. Disclosure of related interests

In case the Company Charter does not have other stricter provisions, the disclosure of the Company's interests and related persons shall be carried out according to the following provisions:

- 1. The company must compile and update the list of related persons of the company as prescribed in Clause 23, Article 4 of the Law on Enterprises and their respective contracts and transactions with the company.
- 2. Members of the Company's Board of Directors must declare to the company their related interests, including:
 - a) Name, enterprise code, head office address, business lines of the enterprise in which they own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;
 - b) Name, enterprise code, head office address, business lines of the enterprise whose related persons jointly own or separately own capital contribution or shares of more than 10% of charter capital.

3. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.

4. Members of the Board of Directors who, on their own behalf or on behalf of others, perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and may only do so with the approval of the majority of the remaining members of the Board of Directors; if they do so without reporting or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship. Members of the Board of Directors are responsible for informing each other about related issues in the process of handling assigned work.

2. In the process of handling work, the member of the Board of Directors assigned with primary responsibility must proactively coordinate in handling, if there is an issue related to the field under the responsibility of another member of the Board of Directors. In case there are different opinions among the members of the Board of Directors, the member with primary responsibility shall report to the Chairperson of the Board of Directors for consideration and decision according to authority or organize a meeting or seek opinions of the members of the Board of Directors according to the provisions of law, the Company Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over the work, records and related documents. This handover must be made in writing and reported to the Chairperson of the Board of Directors about such handover.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the Executive Board to implement. At the same time, the Board of Directors inspect and supervise the implementation of the resolutions. The coordination of activities between the Board of Directors and the Executive Board is stipulated in Article 58. Internal regulations on corporate governance of the company.

Article 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a cooperative relationship. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, and at the same time, close coordination and mutual support in the performance of duties.

2. Upon receiving the audit reports or summary reports of the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrections.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

1. These Regulations, consisting of 7 chapters and 24 articles, were adopted and take effect from May 15, 2026.
2. These Regulations are made in two copies of equal validity and shall be kept at the Company's head office.
3. Copies or extracts of the Operational Regulations of the Board of Directors shall be valid only when bearing the signature of the Chairperson of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

**O/B. BOARD OF DIRECTORS
CHAIRPERSON**

Recipient:

- General Meeting of Shareholders;
- Board of Directors;
- Executive Board;
- Relevant or reported agencies/organizations;
- Save: Clerical Dept,
Administration

Nguyen Thi Thuy Giang

APPENDIX 03:
COMPARISON TABLE OF AMENDMENTS AND ADDITIONS TO THE DRAFT OPERATIONAL
REGULATIONS OF THE BOARD OF DIRECTORS
SUBMITTED FOR APPROVAL AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
(Attached to Proposal No. 140/TTr-HDQT dated May 08, 2026)

Notes:

- This Appendix updates the principal amended contents of the Draft Operational Regulations of the Board of Directors submitted to the 2026 Annual General Meeting of Shareholders for approval, for shareholders' ease of reference and comparison.
- The proposed amendments under the section "Provisions of the Current Operational Regulations of the Board of Directors" are indicated by underlined text.
- The contents to be amended and supplemented under the section "Provisions of the Amended Operational Regulations of the Board of Directors" are presented in **bold black text**.

Provisions of the Current Operational Regulations of the Board of Directors	Provisions of the Amended Operational Regulations of the Board of Directors	Reasons/ Explanations/ Notes
PURSUANT TO - <u>Enterprise Law No. 59/2020/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020; Law No. 03/2022/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and documents guiding its implementation;</u> - <u>Securities Law No. 54/2019/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Law No. 56/2024/QH15 was passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and documents guiding its implementation;</u>	PURSUANT TO - <i>Enterprises Law No. 59/2020/QH14 adopted by the XIV National Assembly of the Socialist Republic of Vietnam on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and further amended and supplemented by Law No. 76/2025/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, together with guiding documents for implementation;</i> - <i>Securities Law No. 54/2019/QH14 adopted by the</i>	Updated references and information to align with the timing of the amendments to the Charter and to clearly reflect the legal basis for its promulgation.

Provisions of the Current Operational Regulations of the Board of Directors	Provisions of the Amended Operational Regulations of the Board of Directors	Reasons/ Explanations/ Notes
- <u>Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</u> - <u>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.</u> - <u>Charter of Organization and Operation of TNH Hospital Group Joint Stock Company</u> - <u>Resolution of the General Meeting of Shareholders No. 509/NQ-DHDCD dated June 16, 2025;</u> <u>The Board of Directors promulgates the Operating Regulations of the Board of Directors of TNH Hospital Group Joint Stock Company.</u> <u>The operating regulations of the Board of Directors of TNH Hospital Group Joint Stock Company include the following contents:</u>	<i>XIV National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, together with guiding documents for implementation;</i> - <i>Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP issued by the Government on September 11, 2025;</i> - <i>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</i> - <i>The Charter on Organization and Operation of TNH Hospital Group Joint Stock Company;</i> - <i>Resolution of the General Meeting of Shareholders No. .../NQ-DHDCD dated May 15, 2026.</i> The Board of Directors promulgates the Operating Regulations of the Board of Directors of TNH Hospital	

Provisions of the Current Operational Regulations of the Board of Directors	Provisions of the Amended Operational Regulations of the Board of Directors	Reasons/ Explanations/ Notes
	Group Joint Stock Company. The operating regulations of the Board of Directors of TNH Hospital Group Joint Stock Company include the following contents:	
Article 3. Operating principles of the Board of Directors ... 2. The Board of Directors assigns responsibility to the <u>CEO to organize and implement the resolutions and decisions of the Board of Directors.</u> 	Article 3. Operating principles of the Board of Directors ... 2. The Board of Directors assigns the Executive Board, including the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer, and Chief Accountant, to organize and implement the resolutions and decisions of the Board of Directors. ...	Amended to align with the Company's operating model and the authority of the Executive Board.
Article 4. Rights and obligations of members of the Board of Directors ... 3. Independent members of the Board of Directors of a listed company must prepare an assessment report on the performance of the Board of Directors. ...	Article 4. Rights and obligations of members of the Board of Directors ... 3. Each independent members of the Board of Directors of a listed company must prepare an assessment report on the performance of the Board of Directors. ...	Amended in accordance with Clause 80, Article 1 of Decree No. 245/2025/NĐ-CP amending and supplementing Clause 3, Article 277 of Decree No. 155/2020/NĐ-CP.
Article 5. Right to information provision of Board of	Article 5. Right to information provision of Board of	Amended to align

Provisions of the Current Operational Regulations of the Board of Directors	Provisions of the Amended Operational Regulations of the Board of Directors	Reasons/ Explanations/ Notes
Directors members 1. Members of the Board of Directors have the right to request the CEO, <u>Deputy Director (Deputy CEO)</u>, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units within the Company. ...	Directors members 1. Members of the Board of Directors shall have the right to request the CEO, Deputy CEOs, and other managers in the Company to provide information and documents relating to the financial status and business operations of the Company and its affiliated units. ...	with the Company's current management structure.
Article 7. Standards and conditions for members of the Board of Directors 1. Members of the Board of Directors must meet the following standards and conditions: ... <u>c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;</u> ... 2. A non-executive member of the Board of Directors (hereinafter referred to as a non-executive member) is a member of the Board of Directors <u>who is not the CEO, Deputy CEO, Chief Accountant and other executives as prescribed in the Company Charter.</u>	Article 7. Standards and conditions for members of the Board of Directors 1. Members of the Board of Directors must meet the following standards and conditions: ... c) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies; ... 2. A non-executive member of the Board of Directors (hereinafter referred to as a "non-executive member") is a member of the Board of Directors who is not the CEO, Deputy CEOs, Chief Financial Officer, Chief Medical Officer and Chief Accountant of the Company.	Amended in accordance with Clause 78, Article 1 of Decree No. 245/2025/NĐ-CP amending and supplementing Clause 3, Article 275 of Decree No. 155/2020/NĐ-CP, and revised to align with the Company's current organizational structure.
None	Article 18. Submission of Annual Reports 1. At the end of each fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the	Supplemented in accordance with Clause 80, Article 1 of Decree No.

Provisions of the Current Operational Regulations of the Board of Directors	Provisions of the Amended Operational Regulations of the Board of Directors	Reasons/ Explanations/ Notes
	following report: ... e) Report evaluating the activities of the Board of Directors prepared by each independent member of the Board of Directors.	245/2025/NĐ-CP amending and supplementing Clause 3, Article 277 of Decree No. 155/2020/NĐ-CP.
Article 22. Relationship with the Executive Board In its governance role, the Board of Directors issues resolutions for the <u>CEO and the executive apparatus</u> to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions. The coordination of activities between the Board of Directors and the Executive Board is stipulated in Article 58. Internal regulations on corporate governance of the company.	Article 22. Relationship with the Executive Board In its governance role, the Board of Directors issues resolutions for the Executive Board to implement. At the same time, the Board of Directors inspect and supervise the implementation of the resolutions. The coordination of activities between the Board of Directors and the Executive Board is stipulated in Article 58. Internal regulations on corporate governance of the company.	Updated and revised to align with the Company's current management structure.
Article 24. Effectiveness <u>1. This Charter consists of 7 chapters and 24 articles, approved and effective from June 16, 2025.</u>	Article 24. Effectiveness 1. These Regulations, consisting of 7 chapters and 24 articles, were adopted and take effect from May 15, 2026.	Updated the effective date of the Charter.
Several additional minor revisions have been made to the numbering order of Articles and Clauses, sentence structure, wording, abbreviations, and cross-references in the Regulations on the Operation of the Board of Directors in order to ensure consistency in both form and substance of the Regulations, without altering the principal contents of any Articles or Clauses.		