

INDEX

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

TNH HOSPITAL GROUP JOINT STOCK COMPANY

CHAPTER I. GENERAL PROVISIONS	5
Article 1. Scope of regulation and applicable subjects	5
Article 2. Interpretation of terms	6
Article 3. Company management apparatus	7
Article 4. Principles of corporate governance	7
CHAPTER II. GENERAL MEETING OF SHAREHOLDERS	8
SECTION 1. ROLES, RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS	8
Article 5. Roles, rights and obligations of the General Meeting of Shareholders	8
Article 6. Exercising the right to attend the General Meeting of Shareholders	8
SECTION 2. ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY DIRECT VOTING AT THE GENERAL MEETING OF SHAREHOLDERS	8
Article 7. Convening the General Meeting of Shareholders	8
Article 8. Making a list of shareholders entitled to attend the meeting	9
Article 9. Notice of finalization of the list of shareholders entitled to attend the General Meeting of Shareholders	9
Article 10. Notice of convening the General Meeting of Shareholders	9
Article 11. Agenda and content of the General Meeting of Shareholders	9
Article 12. Authorization for representatives to attend the General Meeting of Shareholders	10
Article 13. How to register to attend the General Meeting of Shareholders	10
Article 14. Conditions for holding the General Meeting of Shareholders	10
Article 15. Meeting procedures and methods of voting, balloting, vote counting, and announcement of vote counting results	10
Article 16. Form of passing resolutions of the General Meeting of Shareholders	12
Article 17. Conditions for resolutions to be passed at the General Meeting of Shareholders	12
Article 18. How to object to resolutions of the General Meeting of Shareholders	12

Article 19. Preparation and announcement of Resolutions and Minutes of Shareholders' Meeting	12
Article 20. Validity of Resolution of the General Meeting of Shareholders	13
Article 21. Request to cancel the Resolution of the General Meeting of Shareholders.	13
SECTION 3. ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY ONLINE MEETING AND ELECTRONIC VOTING	13
Article 22. Procedures for the General Meeting of Shareholders to pass Resolutions by online conference and electronic voting	13
SECTION 4. ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY FORM OF COLLECTING WRITTEN OPINIONS	15
Article 23. Cases where written opinions may and may not be obtained	15
Article 24. Procedures for the General Meeting of Shareholders to pass Resolutions by collecting written opinions.	15
SECTION 5. REGULATIONS ON SOME REPORTS REQUIRED TO BE SUBMITTED TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS	17
Article 25. Report on the activities of the Board of Directors at the annual General Meeting of Shareholders	17
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	18
CHAPTER III. BOARD OF DIRECTORS	18
Article 27. Roles, rights and obligations of the Board of Directors	18
Article 28. Rights, obligations and responsibilities of members of the Board of Directors .	19
Article 29. Term and number of members of the Board of Directors	20
Article 30. Structure, standards and conditions for membership in the Board of Directors	20
Article 31. Nomination and candidacy for members of the Board of Directors	22
Article 32. Method of electing members of the Board of Directors	22
Article 33. Cases of dismissal, removal and addition of members of the Board of Directors	22
Article 34. Notice of election, dismissal and removal of members of the Board of Directors	23
Article 35. Method of introducing candidates for Board of Directors members	23
Article 36. Election, dismissal and removal of the Chairman of the Board of Directors.	24
Article 37. Remuneration, salary and other benefits of members of the Board of Directors	25

Article 38. Order and procedures for organizing Board of Directors meetings	25
Article 39. Making minutes of Board of Directors meetings	26
Article 40. Cases in which the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting	27
Article 41. Notification of resolutions and decisions of the Board of Directors	27
Article 42. Establishment and operation of subcommittees under the Board of Directors ..	27
Article 43. Selection, appointment and dismissal of the person in charge of corporate governance	28
CHAPTER IV. AUDIT COMMITTEE	29
Article 44. Roles, rights and obligations of the Audit Committee	29
Article 45. Number, structure, standards and term of office of the Audit Committee	29
Article 46. Nomination and candidacy for members of the Audit Committee	30
Article 47. Meeting of the Audit Committee	30
CHAPTER V. CEO	30
Article 48. Roles, responsibilities, rights and obligations of the CEO	30
Article 49. Term of office, standards and conditions of the CEO	31
Article 50. Appointment, dismissal; signing and termination of labor contracts with the CEO	31
Article 51. Salary and other benefits of the CEO	31
CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND MANAGEMENT	31
Article 52. Procedures and order of convening, notice of meeting, recording of minutes, notification of meeting results between the Board of Directors and the CEO	32
Article 53. Notification of resolutions and decisions of the Board of Directors to the CEO	32
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	32
Article 55. Report of the CEO to the Board of Directors on the performance of assigned duties and powers	33
Article 56. Review of the implementation of resolutions and other matters authorized by the Board of Directors to the CEO	33
Article 57. Issues that the CEO must report, provide information and methods of notification to the Board of Directors	33
Article 58. Coordination of activities between members of the Board of Directors and the CEO	34

CHAPTER VII. REGULATIONS ON ANNUAL ASSESSMENT OF REWARDS AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS, CEOS AND OTHER ENTERPRISE EXECUTIVES. 34

Article 59. Regulations on performance assessment of members of the Board of Directors, CEO and other executives 34

Article 60. Rewards 35

Article 61. Discipline 35

CHAPTER VIII. IMPLEMENTATION PROVISIONS 35

Article 62. Amendment and supplement 35

Article 63. Entry into force 36

No: /QC-HDQT

Thai Nguyen, May....2025

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 documents guiding its implementation;*
- *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.*
- *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, CEO;
- 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 CEO
- 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, CEO and related persons.

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 implementing 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 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;
- j. “Enterprise Executive” means the Director (CEO), Deputy Director (Deputy General Director), Chief Accountant, and other executives as prescribed in the Company Charter;
- k. “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.
- 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 management and administration 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. Executive Management Board

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, fax, 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, fax, 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 operators.
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 executives, and their related parties; transactions between the Company and companies in which the members of the Board of Directors, the CEO, or other corporate executives 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 executives 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. Appointment of a Corporate Governance Officer.
- 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. The company's independent Board of Directors 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 at least three (03) people and at most eleven (11) people.
- 2. The term of office of a member of the Board of Directors is 05 years from the date of election 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 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 General Director, Chief Accountant and other executives as prescribed in the Company Charter.

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, fax, 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;
 - d. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
 - 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. 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

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 Management 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 business executives 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 business executives.
 - 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 ENTERPRISE EXECUTIVES.

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

1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board of Directors, the CEO and other executives.
2. The performance evaluation criteria must harmonize the interests of the business operator 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 operators' performance is carried out according to internal regulations or may be based on the self-evaluation of these operators' 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 executives.
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 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.

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 executives 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 executives 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, 2025 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 Management 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 Management Board;
- Relevant or reported agencies/organizations;
- Archives: Clerical Office, Legal Affairs

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN OF THE BOARD**

Hoang Tuyen