

APPENDIX
COMPARATIVE TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE DRAFT INTERNAL CORPORATE
GOVERNANCE REGULATIONS
SUBMITTED FOR APPROVAL BY THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
(Attached to the Proposal No. 435/TTr-BOD, dated May 26, 2025)

Notes:

- This appendix provides an update on the key amendments proposed in the **Draft Charter** to be submitted for approval at the 2025 Annual General Meeting of Shareholders, for the convenience of shareholders in reviewing and comparison.
- The proposed changes in the section "Provisions in the Current Charter" are indicated by underlined text.
- The revised or additional content in the section "Provisions in the Amended Charter" is presented in **bold black text**.

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
1.	<p>LEGAL BASIS</p> <ul style="list-style-type: none"> - <u>Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</u> - <u>Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</u> - <u>Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities;</u> - <u>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government;</u> - <u>Charter on Organization and Operation of Thai Nguyen International Hospital Joint Stock Company;</u> 	<p>LEGAL BASIS:</p> <ul style="list-style-type: none"> - <i>Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</i> - <i>Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</i> - <i>Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities.</i> - <i>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions 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 certain articles of the Law on Securities;</i> - <i>Charter on the Organization and Operation of TNH</i> 	<p>Update referenced information to reflect the timing of the Regulation's amendment and clearly state the legal basis for its issuance.</p>

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	<p>– <u>Resolution of the General Meeting of Shareholders No. 501/NQ-GMS dated June 19, 2023.</u></p> <p><u>The Board of Directors issues the Internal Corporate Governance Regulations of Thai Nguyen International Hospital Joint Stock Company.</u></p> <p><u>The Internal Corporate Governance Regulations of Thai Nguyen International Hospital Joint Stock Company include the following contents:</u></p>	<p>Hospital Group Joint Stock Company;</p> <p>– Resolution of the General Meeting of Shareholders No. dated, 2025.</p> <p>The Board of Directors hereby issues the Internal Corporate Governance Regulations of TNH Hospital Group Joint Stock Company, include the following contents:</p>	
2.	<p>Article 1. Scope of Regulation and Subjects of Application</p> <p>1. Scope of Regulation: The Internal Corporate Governance Regulations provide guidelines on the following matters:</p> <ul style="list-style-type: none"> - Roles, rights, and responsibilities of the General Meeting of Shareholders, the Board of Directors, and the CEO; - Procedures for convening and conducting meetings of the General Meeting of Shareholders and the Board of Directors; - Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the <u>Supervisory Board</u>, and the CEO; - Other matters related to the Company’s internal governance in accordance with the law and the Company’s Charter. <p>2. Subjects of Application: These Regulations apply to members of the Board of Directors, <u>the Supervisory Board</u>, the CEO, and other relevant parties.</p>	<p>Article 1. Scope of Regulation and Subjects of Application</p> <p>1. Scope of Regulation: These Internal Corporate Governance Regulations set out provisions on:</p> <ul style="list-style-type: none"> - The roles, rights, and responsibilities of the General Meeting of Shareholders, the Board of Directors, and the CEO; - Procedures for convening and conducting meetings of the General Meeting of Shareholders and the Board of Directors; - The nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the CEO; - Other matters related to the Company’s internal governance in accordance with applicable laws and the Company’s Charter. <p>2. Subjects of Application: These Regulations apply to members of the Board of Directors, the CEO, and relevant parties.</p>	<p>Amended due to the change in the organizational management structure from the Supervisory Board to the Audit Committee under the Board of Directors.</p>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
3.	<p>Article 2. Interpretation of Terms The following terms are understood as follows:</p> <p>a. Corporate Governance is a system of principles, including:</p> <ul style="list-style-type: none"> - Ensuring a reasonable and effective governance structure; - Ensuring the effective operation of the Board of Directors and <u>the Supervisory Board</u>; enhancing the responsibility of the Board of Directors towards the company and its shareholders; - Ensuring shareholders' rights and fair treatment among shareholders; - Ensuring the role of investors, the securities market, and intermediary organizations in supporting corporate governance activities; - Respecting and safeguarding the legitimate rights and interests of stakeholders involved in corporate governance; - Timely, complete, accurate, and transparent disclosure of the company's activities; ensuring shareholders have equal access to information. <p><u>b. "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14 promulgated by the National Assembly on June 17, 2020;</u></p> <p><u>c. "Securities Law" refers to Securities Law No. 54/2019/QH14 promulgated by the National Assembly on November 26, 2019;</u></p> <p><u>d. "Company" refers to Thai Nguyen International Hospital Joint Stock Company;</u></p> <p>...</p> <p>i. "Enterprise Manager" refers to company managers,</p>	<p>Article 2. Interpretation of Terms The following terms are understood as follows:</p> <p>a. Corporate Governance is a system of principles, including:</p> <ul style="list-style-type: none"> - 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. <p>b) Enterprise Law refers to Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; as 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 its implementing regulations;</p> <p>c) Securities Law refers to Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; as amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of</p>	<p>Amended due to the change in management organizational structure from the Supervisory Board to the Audit Committee under the Board of Directors.</p>

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	including the Chairman of the Board of Directors, members of the Board of Directors, the Director (CEO), and other individuals holding managerial positions as stipulated in the Company's Charter.	<p>the Socialist Republic of Vietnam on November 29, 2024, and its implementing regulations;</p> <p>d) “Company” means TNH Hospital Group Joint Stock Company.</p> <p>...</p> <p>i) "Enterprise Manager" means the company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the Director (CEO), and other individuals holding managerial titles appointed directly by the Board of Directors as stipulated in the Company's Charter.</p>	
4.	<p>Article 3. Company Governance Structure</p> <ol style="list-style-type: none"> 1. General Meeting of Shareholders 2. Board of Directors 3. <u>Supervisory Board</u> 4. Executive Management Board 	<p>Article 3. Company Governance Structure</p> <ol style="list-style-type: none"> 1. General Meeting of Shareholders 2. Board of Directors 3. Audit Committee under the Board of Directors 5. Executive Management Board 	Amended due to the change in management organizational structure from the Supervisory Board to the Audit Committee under the Board of Directors.
5.	<p>Article 15. Meeting Procedures and Methods of Voting, Balloting, Vote Counting, and Announcement of Vote Counting Results</p> <p>...</p> <p>9. Voting for the election of members of the Board of Directors and <u>the Supervisory Board</u> must be conducted in accordance with the methods stipulated in Clause 3, Article 21 of the Company's Charter. Detailed regulations on the election voting process will be set forth in the election regulations at the General Meeting of Shareholders. These ballots will also be placed by shareholders or their</p>	<p>Article 15. Meeting Procedures and Methods of Voting, Balloting, Vote Counting, and Announcement of Vote Counting Results</p> <p>...</p> <p>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</p>	Amended due to the change in management structure from the Supervisory Board to the Audit Committee under the Board of Directors.

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	authorized representatives into sealed ballot boxes for the Vote Counting Committee to carry out vote counting. ...	Vote Counting Committee to conduct the vote counting.	
6.	<p>Article 16. Form of Approval of Resolutions of the General Meeting of Shareholders</p> <p><u>The form of approval of resolutions of the General Meeting of Shareholders shall be conducted in accordance with the provisions of Article 147 of the Enterprise Law. Resolutions of the General Meeting of Shareholders on the following matters must be approved by voting at the General Meeting of Shareholders:</u></p> <p>a. <u>Amendments and supplements to the Company’s Charter;</u></p> <p>b. <u>The company’s development orientation;</u></p> <p>c. <u>Types and total number of shares of each type;</u></p> <p>d. <u>Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;</u></p> <p>e. <u>Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the company’s most recent financial statements;</u></p> <p>f. <u>Approval of the annual audited financial statements;</u></p> <p>g. <u>Reorganization or dissolution of the company.</u></p>	<p>Article 16. Form of Approval of Resolutions of the General Meeting of Shareholders</p> <p>The form of approval of resolutions of the General Meeting of Shareholders is implemented in accordance with the provisions of Article 147 of the Enterprise Law.</p>	Abbreviated due to detailed provisions in the Enterprise Law
7.	<p>Article 23. Cases where written opinions <u>may or may not</u> be collected</p> <p><u>Except for matters that must be approved by the General Meeting of Shareholders through voting at the General Meeting as stipulated in Article 16 of this Regulation, the</u></p>	<p>Article 23. Cases where written opinions are sought</p> <p>The Board of Directors has the right to collect shareholders’ opinions in writing to approve resolutions of the General Meeting of Shareholders on all matters within</p>	Abbreviated as detailed provisions are stipulated in the Enterprise Law.

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	<u>Board of Directors has the right to collect shareholders' opinions in writing to approve General Meeting resolutions when deemed necessary in the interest of the company.</u>	its authority, including but not limited to the cases specified in Clause 2, Article 147 of the Enterprise Law.	
8.	<p>Article 24. Procedures for the General Meeting of Shareholders to approve resolutions by written opinion ...</p> <p>5. Vote Counting and Minutes of Vote Counting The Board of Directors shall organize the vote counting and prepare the minutes of vote counting in the presence and supervision of the <u>Supervisory Board</u> or shareholders who do not hold management positions in the company. The minutes of vote counting must include the contents prescribed in Clause 5, Article 22 of the Company's Charter. Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the honesty and accuracy of the minutes of vote counting; they shall also be jointly liable for any damages arising from decisions approved based on dishonest or inaccurate vote counting.</p> <p>6. Conditions for Approval of Resolutions by Written Opinion of Shareholders</p> <p>Resolutions approved by the written opinion of shareholders must receive approval from shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same validity as resolutions passed at the General Meeting of Shareholders.</p>	<p>Article 24. Procedures for the General Meeting of Shareholders to approve resolutions by written opinion ...</p> <p>5. Counting votes and making minutes of vote counting</p> <p>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.</p> <p>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.</p> <p>6. Conditions for the resolution of the General Meeting of Shareholders in the form of written opinions to be passed</p> <p>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</p>	Amend to align with the Company's current operational structure

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		Charter.	
9.	<p>Article 25. Report on the Activities of the Board of Directors at the Annual General Meeting of Shareholders</p> <p>...</p> <p>3. Report on transactions between the company, its subsidiaries, and companies in which the public company holds controlling ownership <u>of more than fifty percent (50%)</u> of the charter capital with members of the Board of Directors and related persons to those members; transactions between the company and companies in which members of the Board of Directors are founding members or are enterprise managers within the last three (03) years prior to the transaction date.</p>	<p>Article 25. Report on the Activities of the Board of Directors at the Annual General Meeting of Shareholders</p> <p>...</p> <p>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.</p>	<p>Explanation for the amendment:</p> <p>The threshold for transactions between the Company, its subsidiaries, and other companies controlled by the Company with insiders and related parties of insiders has been revised from transactions valued at over 50% of the charter capital to transactions valued at over 10% of the charter capital. This change aims to enhance transparency in the Company's internal transactions.</p>
10.	<p><u>Article 26. Report on the activities of the Supervisory Board at the Annual General Meeting of Shareholders</u></p> <p><u>The Supervisory Board's report to the Annual General Meeting of Shareholders shall be made in accordance with points d and đ, Clause 3, Article 139 of the Law on Enterprises and must include the following contents:</u></p> <p>1. <u>Remuneration, operating expenses, and other benefits of</u></p>	<p>Article 26. Report on Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders</p> <p>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</p>	<p>Complete revision due to changes in the Company's organizational structure</p> <p>Amendment of the transaction value threshold between the Company, its</p>

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	<p><u>the Supervisory Board and each member of the Supervisory Board as prescribed in Article 172 of the Law on Enterprises and the Company's Charter.</u></p> <p>2. <u>Summary of the Supervisory Board meetings and the conclusions and recommendations of the Supervisory Board.</u></p> <p>3. <u>Results of monitoring the company's operational and financial situation.</u></p> <p>4. <u>Evaluation report on transactions between the company, its subsidiaries, and companies controlled by the public company with more than fifty percent (50%) of charter capital held by members of the Board of Directors, the CEO, and related parties of those members; transactions between the company and companies in which members of the Board of Directors are founders or managers within three (03) years prior to the transaction date.</u></p> <p>5. <u>Monitoring results regarding the Board of Directors, CEO, and other corporate executives.</u></p> <p>6. <u>Evaluation results on the coordination between the Supervisory Board, the Board of Directors, the CEO, and the shareholders.</u></p>	<p>Board of Directors in the Audit Committee at the Annual General Meeting must include the following contents:</p> <p>1. Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee as prescribed by the Law on Enterprises and the Company's Charter;</p> <p>2. Summary of the Audit Committee meetings and the conclusions and recommendations of the Audit Committee;</p> <p>3. Results of supervision of the financial statements, operational status, and financial condition of the Company;</p> <p>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;</p> <p>5. Evaluation results on the internal control system and risk management of the Company;</p> <p>6. Results of supervision regarding the Board of Directors, the CEO, and other corporate executives;</p> <p>7. Evaluation of the coordination between the Audit Committee, the Board of Directors, the CEO, and the shareholders;</p> <p>8. Other contents (if any).</p>	<p>subsidiaries, and other companies controlled by the Company with insiders and related parties of insiders from above 50% of charter capital to above 10% of charter capital in order to enhance transparency in the Company's internal transactions</p>
11.	Article 27. Roles, rights, and obligations of the Board of Directors	Article 27. Roles, rights, and obligations of the Board of Directors	Abolish the Board of Supervisors to match

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	<p>...</p> <p>d. Supervise and prevent conflicts of interest of members of the Board of Directors, members of <u>the Supervisory Board</u>, the CEO, and other managers, including misuse of company assets and abuse of related-party transactions.</p> <p>...</p> <p>i. Approve contracts and transactions valued below 35% of the total assets of the enterprise, or resulting in the total value of transactions arising within 12 months from the date of the first transaction being below 35% of the total assets of the Company as recorded in the most recent financial statements, between the company and the parties specified in Clause 1, Article 167 of the Enterprise Law, and between the company and members of <u>the Supervisory Board</u>, other managers, and related persons of these parties.</p> <p>...</p> <p>k. Approve contracts for purchase, sale, loans, lending, and other contracts or transactions valued at 35% or more of the total assets recorded in the most recent financial statements of the company, except for contracts signed with those specified in Clause 1, Article 167 of the Enterprise Law, and between the company and members of the <u>Supervisory Board</u>, other managers, and related persons of these parties.</p>	<p>...</p> <p>d. Supervise 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.</p> <p>...</p> <p>i. Approve contracts and transactions valued below 35% of the total assets of the enterprise or resulting in the total value of transactions arising within 12 months from the date of the first transaction being below 35% of the total assets of the Company as recorded in the most recent financial statements between the company and the parties specified in Clause 1, Article 167 of the Enterprise Law, and between the company and other managers and related persons of these parties.</p> <p>...</p> <p>k. Approve contracts for purchase, sale, loans, lending, and other contracts or transactions valued at 35% or more of the total assets recorded in the most recent financial statements of the company, except for contracts signed with those specified in Clause 1, Article 167 of the Enterprise Law, and between the company and other managers and related persons of these parties.</p>	<p>the Company's new organizational structure.</p>
12.	<p>Article 28. Rights, Obligations, and Responsibilities of Members of the Board of Directors</p> <p>...</p> <p>2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following obligations:</p>	<p>Article 28. Rights, Obligations, and Responsibilities of Members of the Board of Directors</p> <p>...</p> <p>2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following obligations:</p> <p>... Subsidiaries, affiliated companies, and other organizations;</p>	<p>Amend the transaction value threshold between the Company, its subsidiaries, and other companies controlled by the Company with insiders and related parties of the insiders</p>

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	<p>... Subsidiaries, affiliated companies, and other organizations;</p> <p>d. Report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, companies controlled by the public company <u>holding 50% or more of the charter capital</u>, and members of the Board of Directors and related persons of those members; transactions between the company and companies where members of the Board of Directors are founding members or business managers within the last three (03) years prior to the transaction date;</p>	<p>d. Report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, and companies controlled by the company holding 10% or more of the charter capital with members of the Board of Directors and related persons of those members; transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the last three (03) years prior to the transaction date;</p>	<p>from over 50% of charter capital down to over 10% of charter capital in order to enhance transparency in the Company's internal transactions</p>
13.	<p>Article 29. Term and number of members of the Board of Directors</p> <p>1. The number of members of the Company's Board of Directors shall be at least three (03) and at most eleven (11).</p> <p>2. The term of office of a member of the Board of Directors <u>shall not exceed five (05) years</u> and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of <u>one</u> company for no more than two (02) consecutive terms.</p>	<p>Article 29. Term and number of members of the Board of Directors</p> <p>1. The number of members of the Company's Board of Directors shall be at least three (03) and at most eleven (11).</p> <p>2. The term of office of a member of the Board of Directors shall be five (05) years from the date of election and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than two (02) consecutive terms.</p>	<p>Amended to suit the Company's operational circumstances.</p>
14.	<p>Article 38. Procedures for convening meetings of the Board of Directors</p> <p>...</p> <p>2. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:</p> <p>a. Upon request of the <u>Supervisory Board</u> or an independent member of the Board of Directors;</p>	<p>Article 38. Procedures for convening meetings of the Board of Directors</p> <p>...</p> <p>2. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:</p> <p>a. Upon request of an independent member of the Board of Directors;</p>	<p>Abolish the <u>Supervisory Board</u> and Clause 7 to conform to the Company's new organizational structure.</p>

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	<p>...</p> <p><u>6. The Chairman of the Board of Directors or the convener shall send the meeting invitation and related documents to the members of the Supervisory Board in the same manner as to members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but do not have the right to vote.</u></p> <p><u>7. The conditions for organizing meetings of the Board of Directors must comply with the provisions at Clause 8, Article 30 of the Company's Charter.</u></p>	<p>...</p> <p>6. Conditions for holding Board of Directors meetings comply with the provisions of Clause 7, Article 30 of the Company Charter.</p>	
15.	<p><u>CHAPTER IV. SUPERVISORY BOARD</u></p>	<p>CHAPTER IV. AUDIT COMMITTEE</p> <p>Article 44. Roles, rights and obligations of the Audit Committee</p> <p>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:</p> <ol style="list-style-type: none"> 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 	<p>Abolish Articles 44 to 52 concerning the Supervisory Board, replacing them with the Audit Committee, and accordingly renumber the subsequent articles of the Regulation.</p>

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		<p>or General Meeting of Shareholders;</p> <p>4. Supervise the company's internal audit department;</p> <p>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;</p> <p>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;</p> <p>7. Supervision is to ensure that the company complies with legal regulations, regulatory requirements and other internal regulations of the company.</p> <p>Article 45. Number, structure, standards and term of office of the Audit Committee</p> <p>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.</p> <p>2. Audit Committee Membership Standards</p> <p>Audit Committee members must have knowledge of accounting and auditing (have degrees, certificates or related experience), have general understanding of the</p>	

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		<p>law and company operations, and not fall into the following cases:</p> <ul style="list-style-type: none"> – 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. <p>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.</p> <p>Article 46. Nomination and candidacy for members of the Audit Committee</p> <p>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.</p> <p>Article 47. Meeting of the Audit Committee</p> <p>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.</p>	

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		<p>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.</p> <p>3. Depending on the assigned work, members of the Audit Committee may request separate meetings with leaders of units under the Executive Board.</p> <p>4. The Chairman of the Audit Committee may convene meetings and meet separately with each member of the Audit Committee to discuss specific topics.</p>	
16.	<p>Article 54. Term, Qualifications, and Conditions of the CEO</p> <p>...</p> <p>b. Must not be a family member of any enterprise manager, <u>Supervisors</u> of the Company and its parent company; nor a representative of the State capital or enterprise capital at the Company or its parent company;</p> <p>.....</p>	<p>Article 49. Term, Qualifications, and Conditions of the CEO</p> <p>...</p> <p>b. Must not be a family member of any enterprise manager of the Company and its parent company; nor a representative of the State capital or enterprise capital at the Company and its parent company;</p> <p>...</p>	<p>Abolish the Supervisory Board to align with the Company's new organizational structure.</p>

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17.	<p>CHAPTER VI. COORDINATION BETWEEN THE BOARD OF DIRECTORS, <u>SUPERVISORY BOARD</u>, AND EXECUTIVE</p> <p>Article 57. Procedures for Convening, Notifying Meetings, Recording Minutes, and Announcing Meeting Results Between the Board of Directors, Supervisory Board, and the CEO</p> <p>The procedures for convening meetings, sending notifications, recording minutes, and announcing results between the Board of Directors, Supervisory Board, and CEO shall follow the procedures and order prescribed for convening Board of Directors' meetings.</p>	<p>CHAPTER VI. COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE EXECUTIVE</p> <p>Article 52. Procedures for convening meetings, sending meeting invitations, recording minutes, and notifying meeting outcomes between the Board of Directors and the CEO</p> <p>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.</p>	<p>Abolish the Supervisory Board to align with the Company's new organizational structure.</p>
18.	<p>Article 58. Notification of Resolutions and Decisions of the Board of Directors to the <u>Supervisory Board</u> and CEO</p> <p>Resolutions and decisions of the Board of Directors, once issued, must be sent simultaneously to members of the <u>Supervisory Board</u> and the CEO using the same method as for members of the Board of Directors.</p>	<p>Article 53. Notification of resolutions and decisions of the Board of Directors to the CEO</p> <p>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.</p>	<p>Abolish the Supervisory Board to align with the Company's new organizational structure.</p>
19.	<p>Article 59. Cases where the CEO and <u>Supervisory Board</u> propose to convene the Board of Directors' Meeting and issues requiring the Board of Directors' opinions</p> <p><u>1. The Supervisory Board may propose to convene a meeting of the Board of Directors in the following cases:</u></p> <p><u>a. Upon the request of shareholders/shareholder groups as stipulated in Clause 2, Article 115 of the Law on</u></p>	<p>Article 54. Cases where the CEO proposes to convene the Board of Directors' meeting and issues requiring the Board of Directors' opinions</p> <p>...</p>	<p>Abolish the Supervisory Board to align with the Company's new organizational structure.</p>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<p><u>Enterprises;</u></p> <p><u>b. When it is deemed that the rights to access information and documents related to the company's operations of the Supervisory Board members have not been fully implemented according to the current law and the Company's Charter;</u></p> <p><u>c. When detecting violations of the law or breaches of the Company's Charter by members of the Board of Directors, the CEO, or other executives, after a written notice has been given to the Board of Directors but the violator has not ceased the violation or taken remedial measures;</u></p> <p>...</p>		
20.	<p>Article 62. Issues the CEO must report, provide information on, and the notification procedures to the Board of Directors and the <u>Supervisory Board</u></p> <p>1. Issues the CEO must report, provide information on, and the notification procedures to the Board of Directors:</p> <p>a. The contents to be reported are prescribed in this Regulation.</p> <p>b. The CEO is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, other companies controlled by the Company holding 50% or more charter capital, and the counterparties themselves or persons related to those counterparties as stipulated by law.</p> <p>c. Other matters requiring opinions or reports to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors shall respond within</p>	<p>Article 57. Issues the CEO must report, provide information on, and the notification procedures to the Board of Directors</p> <p>1.The contents to be reported are stipulated in this Regulation.</p> <p>2. The CEO is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company holds 10% or more charter capital, with the counterparties themselves or persons related to those counterparties as prescribed by law.</p> <p>3. Other matters requiring opinions or reports to the Board of Directors must be sent at least seven (07) working days in advance, and the CEO shall respond within seven (07) working days.</p> <p>4. In the case of approving contracts or transactions under Clause 1, Article 167 of the Law on Enterprises, and with a</p>	<p>Abolish the Supervisory Board to align with the Company's new organizational structure.</p> <p>Amendment to the transaction value threshold for internal transactions: The threshold for transactions between the Company, its subsidiaries, and other companies under its control with insiders and related persons of the Company's insiders has been revised from</p>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<p>seven (07) working days.</p> <p>d. In cases of approval of contracts or transactions under Clause 1, Article 167 of the Law on Enterprises, and where the value is less than 35% of the total assets of the enterprise recorded in the most recent financial statements or a smaller percentage or value as prescribed in the Company's Charter, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the <u>Supervisory Board</u> about the related parties involved in that contract or transaction, attaching a draft contract or the main contents 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 notice; members of the Board of Directors with related interests in the parties involved in the contract or transaction do not have voting rights.</p> <p><u>2. Issues the CEO must report, provide information on, and the notification procedures to the Supervisory Board:</u></p> <p><u>Reports of the CEO presented to the Board of Directors or other documents issued by the Company shall be sent to the members of the Supervisory Board simultaneously and in the same manner as the members of the Board of Directors.</u></p> <p><u>The CEO and other executive officers must fully, accurately, and timely provide information and documents regarding the management, administration, and business operations of the Company as requested by the members of the Supervisory Board or the Supervisory Board. The notification procedures to the Supervisory Board shall be carried out in the same manner as for the Board of</u></p>	<p>value less than 35% of the total assets of the enterprise recorded in the most recent financial statements, or another smaller percentage or value as prescribed in the Company's Charter, the Company's representative signing the contract or transaction must notify the members of the Board of Directors about the related parties involved in that contract or transaction, attaching the draft contract or the main contents 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 notice; members of the Board of Directors who have related interests in the parties involved in the contract or transaction shall not have voting rights.</p>	<p>above 50% of charter capital to above 10% of charter capital.</p> <p>This change aims to enhance transparency in the Company's internal transactions.</p>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<u>Directors.</u>		
21.	<p><u>Article 63. Coordination of control, management, and supervision activities among members of the Board of Directors, members of the Supervisory Board, and the Chief Executive Officer</u></p> <p><u>1. Coordination between the Supervisory Board and the Board of Directors:</u></p> <p><u>The Supervisory Board plays a role in supervision, coordination, advisory, and timely, complete, and accurate information sharing. Specifically:</u></p> <p><u>a. Regularly informs the Board of Directors of its performance results, and consults with the Board before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;</u></p> <p><u>b. During meetings of the Supervisory Board, it may request members of the Board of Directors, the CEO, and approved representatives of the auditing organization to attend and address issues that need clarification;</u></p> <p><u>c. Periodic or ad-hoc inspections by the Supervisory Board must be concluded in writing (no later than fifteen (15) days from the end of the inspection) and submitted to the Board of Directors to support management decisions. Depending on the level and result of the inspection, the Supervisory Board must discuss and reach agreement with the Board of Directors and the CEO before reporting to the General</u></p>	<p>Article 58. Coordination between Members of the Board of Directors and the Chief Executive Officer</p> <p>The Chief Executive Officer (CEO) is responsible for managing the Company’s operations on behalf of the Company, ensuring its continuous and effective functioning.</p> <p>1. When proposing organizational structure plans or internal management regulations, the CEO must submit such proposals to the Board of Directors as early as possible, but no later than seven (07) days prior to the date the matter is to be decided;</p> <p>2. The CEO must prepare and submit plans for the Board of Directors’ approval on matters related to the recruitment, dismissal, salaries, social insurance, benefits, commendation, and disciplinary actions concerning employees and management personnel;</p> <p>3. The CEO must prepare and submit plans for the Board of Directors’ approval on matters regarding the Company’s relationship with trade unions in accordance with best practices, standards, the Company’s Charter, internal regulations, and applicable laws;</p> <p>4. The CEO is obligated to notify the Board of Directors of any transactions between the Company, its subsidiaries, or other entities under the Company’s control (holding more than 10% of charter capital), with the CEO or related persons of the CEO, in accordance with legal regulations;</p>	<p>Abolish the Supervisory Board to align with the Company’s new organizational structure.</p> <p>Amend the transaction threshold between the Company, its subsidiaries, and other entities under the Company’s control with insiders and their related persons from over 50% to over 10% of charter capital in order to enhance transparency in the Company’s internal transactions.</p>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<p><u>Meeting of Shareholders. In case of disagreement, opinions may be reserved and recorded in the minutes, and the Head of the Supervisory Board is responsible for reporting to the nearest General Meeting of Shareholders;</u></p> <p><u>d. If the Supervisory Board detects violations of laws or the Company's Charter by Board members, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease such violations and provide remedies;</u></p> <p><u>đ. Members of the Supervisory Board must inform the Board of Directors of any transactions between the Company, its subsidiaries, or other companies under its control (holding more than 50% of charter capital) and the related persons, in accordance with the law;</u></p> <p><u>e. For recommendations related to the Company's operations and finances, the Supervisory Board must send a written notice with supporting documents at least fifteen (15) days in advance of the expected response date;</u></p> <p><u>f. Recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board must respond within seven (07) working days;</u></p> <p><u>g. The Board of Directors shall facilitate the Supervisory Board in performing its rights and duties.</u></p> <p><u>2. Coordination between the Supervisory Board and the</u></p>	<p>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 .</p>	

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<p><u>Chief Executive Officer:</u></p> <p><u>The Supervisory Board functions to inspect and supervise.</u></p> <p><u>a. During its meetings, the Supervisory Board may request the CEO (as well as members of the Board and approved audit representatives) to attend and clarify matters of interest to the Supervisory Board;</u></p> <p><u>b. Periodic or ad-hoc inspections by the Supervisory Board must be concluded in writing (within fifteen (15) days from the end of the inspection) and submitted to the CEO to support the Company's management. Depending on the result, the Supervisory Board must discuss and agree with the CEO before reporting to the General Meeting of Shareholders. In case of disagreement, opinions may be reserved and recorded, and the Head of the Supervisory Board must report to the nearest General Meeting of Shareholders;</u></p> <p><u>c. Members of the Supervisory Board are entitled to request the CEO to grant access to records and documents related to business operations at the Company's headquarters or designated storage locations;</u></p> <p><u>d. Requests for business operation and financial reports, management documents, etc., must be sent at least forty-eight (48) working hours in advance. The Supervisory Board must not disclose or use unpublished Company information for related transactions;</u></p> <p><u>e. Recommendations on amendments, supplements, or improvements to the organizational structure or</u></p>		

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	<p><u>management and supervision activities must be sent to the CEO at least seven (07) working days prior to the expected response date;</u></p> <p><u>f. The CEO shall facilitate the Supervisory Board in performing its rights and obligations.</u></p> <p><u>3. Coordination between the Chief Executive Officer and the Board of Directors:</u></p> <p><u>The CEO is responsible for managing the Company's operations to ensure continuity and efficiency.</u></p> <p><u>a. When proposing organizational structure or internal management regulations, the CEO must submit the proposal to the Board of Directors as early as possible, but not less than seven (07) days before the scheduled decision date;</u></p> <p><u>b. The CEO must prepare and submit for approval issues related to recruitment, termination, salary, social insurance, benefits, rewards, and disciplinary actions for employees and managerial staff;</u></p> <p><u>c. The CEO must prepare and submit for approval matters relating to the Company's relationship with trade unions in line with best governance practices, internal regulations, and applicable laws;</u></p> <p><u>d. The CEO is obliged to report to the Board of Directors on transactions between the Company, its subsidiaries, or other controlled companies (over 50% charter capital) and related</u></p>		

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	<p><u>parties, as per legal regulations;</u></p> <p><u>e. Issues that require the Board’s opinion must be submitted at least seven (07) working days in advance of the expected response date.</u></p>		
22.	<p>CHAPTER VII. REGULATIONS ON ANNUAL EVALUATION, REWARD, AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE <u>SUPERVISORY BOARD</u>, THE CEO, AND OTHER EXECUTIVE OFFICERS</p> <p>Article 64. Regulations on the evaluation of the performance of members of the Board of Directors, members of the <u>Supervisory Board</u>, the CEO, and other executive officers</p>	<p>CHAPTER VII. REGULATIONS ON ANNUAL EVALUATION, REWARD, AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, THE CEO, AND OTHER EXECUTIVE OFFICERS</p> <p>Article 59. Regulations on the assessment of the performance of members of the Board of Directors, the CEO, and other executive officers</p>	<p>Amend the title of the Chapter and the Article, and repeal Clause 4 to align with the Company’s new organizational structure.</p>
23.	<p>Article 65. Rewards</p> <p>1. The Board of Directors or the Compensation and Remuneration Subcommittee (if any) is responsible for developing the reward policy. Rewards are based on performance evaluations of members of the Board of Directors, <u>the Supervisory Board</u>, the CEO, and other executives.</p> <p>2. Forms of rewards include: cash, shares (issued under the employee stock option program), or other forms as decided by the Board of Directors. The reward plans shall be prepared by the CEO and submitted to the Board of</p>	<p>Article 60. Rewards</p> <p>1. The Board of Directors or the Remuneration Subcommittee (if any) is responsible for developing the reward policy. Rewards are given based on the performance evaluation of members of the Board of Directors, the CEO, and other executives.</p> <p>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</p>	<p>Abolish the Supervisory Board to align with the Company’s new organizational structure.</p>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<p>Directors for approval, which will then be presented to the General Meeting of Shareholders for ratification at the Annual General Meeting.</p> <p>3. The reward regime for members of the Board of Directors and <u>the Supervisory Board</u> shall be decided by the General Meeting of Shareholders.</p> <p>4. For executives: the reward fund shall be sourced from the Company's welfare and reward fund and other lawful sources. The level of rewards shall be based on the actual annual business performance, proposed by the CEO and approved by the Board of Directors. In cases exceeding the Board's authority, the proposal shall be submitted to the General Meeting of Shareholders for approval.</p>	<p>Meeting.</p> <p>3. The reward regime for members of the Board of Directors shall be decided by the General Meeting of Shareholders.</p> <p>4. For executives, the reward fund shall be sourced from the Company's welfare and reward fund and other lawful sources. The reward level shall be based on the actual annual business results, proposed by the CEO for approval by the Board of Directors; if it exceeds the Board's authority, it shall be submitted to the General Meeting of Shareholders for approval.</p>	
24.	<p>Article 66. Discipline</p> <p>1. The Board of Directors is responsible for establishing disciplinary measures based on the nature and severity of the violations. The highest form of discipline shall be dismissal or removal from office.</p> <p>2. Members of the Board of Directors, Members of the <u>Supervisory Board</u>, and company executives who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for any damages caused.</p> <p>3. Members of the Board of Directors, Members of the <u>Supervisory Board</u>, and company executives who, in performing their duties, commit violations of legal regulations or Company rules shall be subject to disciplinary</p>	<p>Article 61. Discipline</p> <p>1. The Board of Directors is responsible for establishing disciplinary measures based on the nature and severity of the violation. The highest form of discipline shall be dismissal or removal from office.</p> <p>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.</p> <p>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</p>	<p>Abolish the Supervisory Board to align with the Company's new organizational structure.</p>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	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 in accordance with legal provisions.	Company, shareholders, or others, compensation must be made according to legal provisions.	
25.	<p>Article 68. Entry into force</p> <p>1. This Regulation, consisting of 8 chapters and <u>68 articles</u>, <u>was unanimously approved by the General Meeting of Shareholders of Thai Nguyen International General Hospital Joint Stock Company on June 19, 2023</u>, and the full text of this Regulation was simultaneously ratified.</p> <p>2. Copies or extracts of the Internal Corporate Governance Regulation must bear the signature of the Chairman of the Board of Directors or at least half (1/2) of the total number of members of the Board of Directors.</p> <p>3. The Board of Directors, <u>Supervisory Board</u>, Executive Board, and other related individuals or organizations of <u>Thai Nguyen International General Hospital Joint Stock Company</u> are responsible for implementing this Regulation.</p>	<p>Article 63. Entry into force</p> <p>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.</p> <p>2. Copies or extracts of the Internal Corporate Governance Regulation must bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.</p> <p>3. The Board of Directors, the Executive Management Board, and other related individuals or organizations of TNH Hospital Group Joint Stock Company are responsible for implementing this Regulation.</p>	Abolish the Supervisory Board and update the Company name to reflect the timing of the Regulation amendment.
Other detailed adjustments have been made regarding the numbering of Articles and Clauses; sentence structure, wording, abbreviations, and cross-references in the Internal Corporate Governance Regulations to ensure consistency in the format and content of the Regulations, without altering the substantive content of the Articles and Clauses.			