

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

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 the General Meeting of Shareholders No. ... dated, 2025;*

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

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

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation: Operating regulations of the Board of Directors of TNH Hospital Group Joint Stock Company regulates the organizational structure, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors to operate in accordance with the provisions of the Enterprise Law, the Company Charter and other relevant legal provisions.

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

Article 2. Legal responsibilities of the Board of Directors

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

Article 3. Operating principles of the Board of Directors

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

2. The Board of Directors assigns responsibility to the CEO to organize and implement the resolutions and decisions of the Board of Directors.

CHAPTER II. Board Member

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

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

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

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

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

Article 5. Right to information provision of Board of Directors members

1. Members of the Board of Directors have the right to request the CEO, Deputy Director (Deputy General Director), and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units within the Company.

2. The manager is required to promptly, fully and accurately provide information and documents as requested by the members of the Board of Directors. The order and procedures for requesting and providing information are prescribed in the Company Charter.

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

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

2. The term of office of a member of the Board of Directors 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 02 consecutive terms.

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

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

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

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

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

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

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

- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
- b) Have professional qualifications and experience in business administration or in the Company's business fields, industries and professions and do not necessarily have to be a shareholder of the Company;
- c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;
- d) Other standards and conditions according to the Company Charter.

2. A non-executive member of the Board of Directors (hereinafter referred to as a non-executive member) is a member of the Board of Directors who is not the CEO, Deputy General Director, Chief Accountant and other executives as prescribed in the Company Charter.

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

- a) Not being a person currently working for the Company, the parent company or a subsidiary of the Company; not being a person who has worked for the Company, the parent company or a subsidiary of the Company for at least the previous 3 consecutive years;
- b) Not being a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations;
- c) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
- d) Not directly or indirectly owning at least 01% of the total voting shares of the Company;
- e) Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;
- f) Other standards and conditions according to the Company Charter.

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

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

Article 8. Chairman of the Board of Directors

- 1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among the members of the Board of Directors.
- 2. The 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 for the Board of Directors' activities;
 - b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
 - c) Organize the approval of resolutions and decisions of the Board of Directors;
 - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
 - d) Chair the General Meeting of Shareholders;

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

4. In case the 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.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing the Vice Chairman of the Board of Directors or the CEO (if there is no Vice Chairman of the Board of Directors). 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 fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of 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 9. Dismissal, removal, replacement and addition of members of the Board of Directors

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

- a) Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;
- b) Have a resignation letter and it is accepted;
- c) Other cases specified in the Company Charter.

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

- a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Other cases specified in the Company Charter.

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

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

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

convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors does not meet the regulations;

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

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

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

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

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

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

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

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

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

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

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

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

CHAPTER III. BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company that are not under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the rights and obligations stipulated in Article 27 of the Company Charter, Clause 2, Article 27 of the Company's Internal Regulations on Corporate Governance.

3. The Board of Directors shall pass resolutions and decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Company Charter. Each member of the Board of Directors shall have one vote.

4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case,

the Company's shareholders have the right to request the Court to suspend or annul the above resolution or decision.

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

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

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

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

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

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

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

2. Convening the Extraordinary General Meeting of Shareholders:

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

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

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

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

Article 15. Subcommittees assisting the Board of Directors.

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

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

CHAPTER IV. BOARD MEETING

Article 16. Board of Directors meeting

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

Article 17. Minutes of Board of Directors meeting

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

- a) Name, head office address, business registration number;
- b) Time and place of meeting;

- c) Purpose, agenda and content of the meeting;
 - d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
 - d) Issues discussed and voted on at the meeting;
 - e) Summarize the opinions of each member attending the meeting in the order of the meeting's progress;
 - g) Voting results, clearly stating the members who approve, disapprove and have no opinion;
 - h) The matter passed and the corresponding percentage of votes passed;
 - i) Full name and signature of the 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, đ, 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.

CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS

Article 18. Submission of Annual Reports

1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following report:
 - a) Report on the Company's business results;
 - b) Financial statements;
 - c) Report on evaluation of the Company's management and operation;
 - d) Report on the activities of the independent members of the Board of Directors in the Audit Committee
2. The reports specified in Clause 1 of this Article must be kept at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders unless the Company's Charter stipulates a longer period. Shareholders who have continuously owned shares of the Company for at least 01 year have the right to directly review the reports specified in this Article, either by themselves or together with a lawyer, accountant or auditor with a practicing certificate.

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

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

Article 20. Disclosure of related interests

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

1. The company must compile and update the list of related persons of the company as prescribed in Clause 23, Article 4 of the Law on Enterprises and their respective contracts and transactions with the company.
2. Members of the Company's Board of Directors must declare to the company their related interests, including:
 - a) Name, enterprise code, head office address, business lines of the enterprise in which they own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;
 - b) Name, enterprise code, head office address, business lines of the enterprise whose related persons jointly own or separately own capital contribution or shares of more than 10% of charter capital.
3. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.
4. Members of the Board of Directors who, on their own behalf or on behalf of others, perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and may only do so with the approval of the majority of the remaining members of the Board of Directors; if they do so without reporting or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship. Members of the Board of Directors are responsible for informing each other about related issues in the process of handling assigned work.
2. In the process of handling work, the member of the Board of Directors assigned with primary responsibility must proactively coordinate in handling, if there is an issue related to the field under the responsibility of another member of the Board of Directors. In case there are different opinions among the members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to authority or organize a meeting or seek opinions of the members of the Board of Directors according to the provisions of law, the Company Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over the work, records and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors about such handover.

Article 22. Relationship with the Executive Management Board

In its governance role, the Board of Directors issues resolutions for the CEO and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions. The coordination of activities between the Board of Directors and the Executive Management Board is stipulated in Article 58. Internal regulations on corporate governance of the company.

Article 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a cooperative relationship. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, and at the same time, close coordination and mutual support in the performance of duties.

2. Upon receiving the audit reports or summary reports of the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrections.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

1. This Charter consists of 7 chapters and 24 articles, approved and effective from, 2025.

2. This Charter is made in two copies of equal value and kept at the Company's head office.

3. Copies or extracts of the Board of Directors' Operating Regulations are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of Board of Directors members.

**O/B. BOARD OF DIRECTORS
CHAIRMAN**

Recipient:

- General Meeting of Shareholders;
- Board of Directors;
- Executive Management Board;
- Relevant or reported agencies/organizations;
- Save: Clerical Dept, Administration

Hoang Tuyen