

APPENDIX:

**COMPARISON TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE DRAFT REGULATIONS ON THE
OPERATION OF THE BOARD OF DIRECTORS**

SUBMITTED FOR APPROVAL AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Attached to Proposal No.436/TTr-BOD, dated May 26, 2025)

Notes:

- This appendix updates the main revised contents in the Draft Charter submitted for approval at the 2025 Annual General Meeting of Shareholders, for shareholders' convenience in tracking and comparison.
- The proposed changes under the section "Provisions in the current Charter" are underlined text.
- The amended and supplemented contents under the section "Provisions in the amended Charter" are shown in bold, black text.

No.	Provisions in the current Operational Regulations of the <u>Company's</u> Board of Directors	Provisions in the amended Operational Regulations of the Company's Board of Directors	Reason/Explanation/Note
	<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 detailing the implementation of a number of articles of the Law on Securities.</u> - <u>Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of regulations on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing</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; Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and relevant guiding documents;</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; Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and relevant guiding documents;</i> - <i>Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;</i> 	<p>Update references to reflect the timing of the Charter's amendments and clearly state the legal basis for its promulgation.</p>

	<p><u>the implementation of a number of articles of the Law on Securities.</u></p> <p>- <u>Charter on Organization and Operation of Thai Nguyen International Hospital Joint Stock Company.</u></p> <p>- <u>Resolution of the General Meeting of Shareholders No. 501/NQ-AGM dated June 19, 2023.</u></p> <p>The Board of Directors promulgates the Operational Charter of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company.</p> <p>The Operational Charter of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company includes the following contents:</p>	<p>- <i>Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain regulations 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 provisions of the Law on Securities;</i></p> <p>- <i>Charter on Organization and Operation of TNH Hospital Group Joint Stock Company;</i></p> <p>- <i>Resolution of the General Meeting of Shareholders No. ... dated, 2025;</i></p> <p>The Board of Directors promulgates the Operating Regulations of the Board of Directors of TNH Hospital Group Joint Stock Company.</p> <p>The operating regulations of the Board of Directors of TNH Hospital Group Joint Stock Company include the following contents:</p>	
	<p>Article 1. Scope of regulation and subjects of application</p> <p>1. Scope of Regulation: This Operational Charter of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company stipulates the organizational structure, principles of operation, rights, and obligations of the Board of Directors and its members, in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal regulations.</p> <p>2. Subjects of Application: This Charter applies to the Board of Directors and the members of the Board of Directors of Thai Nguyen International Hospital Joint Stock Company.</p>	<p>Article 1. Scope of Regulation and Subjects of Application</p> <p>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.</p> <p>2. Applicable subjects: This regulation is applicable to Board of Directors, members of the Board of Directors of TNH Hospital Group Joint Stock Company.</p>	<p>Amended to reflect the current operational circumstances of the Company</p>
	<p>Article 4. Rights and obligations of members of the Board of Directors</p>	<p>Article 4. Rights and obligations of members of the Board of Directors</p>	<p>Amended to reflect the current operational circumstances of the Company</p>

	<p>Members of the Board of Directors shall have all rights and obligations as stipulated in Article 28 of the Company's Internal Corporate Governance Regulations, the Company's Charter, and applicable laws and regulations.</p>	<p>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.</p> <p>2. Members of the Board of Directors have obligations under the Company's Charter and the following duties:</p> <ul style="list-style-type: none"> a) Perform their duties honestly and diligently for the highest benefit of the shareholders and the Company; b) Attend all meetings of the Board of Directors and provide opinions on matters discussed; c) Timely and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, 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) Make public disclosures when conducting transactions involving the Company's shares as required by law. <p>3. Independent members of the Board of Directors of listed companies must prepare an evaluation report on the activities of the Board of Directors.</p>	
--	--	--	--

	<p>Article 6. Term and number of members of the Board of Directors</p> <p>1. The Board of Directors shall consist of from <u>03 to 11 members</u>. The Company's Charter shall specify the exact number of Board members.</p> <p>2. The term of office for members of the Board of Directors shall <u>not exceed 05 years</u> and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of <u>one</u> company for no more than 02 consecutive terms.</p> <p>3. In the event that all members of the Board of Directors complete their term simultaneously, these members shall continue to serve as Board members until new members are elected and take over the responsibilities.</p> <p>4. The Company's Charter shall specify the number, rights, obligations, organization, and coordination of activities of the independent members of the Board of Directors.</p>	<p>Article 6. Term, Number, and Composition of Members of the Board of Directors</p> <p>1. The Board of Directors consists of 07 members. The Company's Charter shall specify the exact number of Board members.</p> <p>2. The term of office for members of the Board of Directors is 05 years from the date of election and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of the company for no more than 02 consecutive terms.</p> <p>3. The composition of the Board of Directors is as follows: The Company's Board of Directors must ensure that at least 3 members are non-executive members. The Company minimizes the number of Board members concurrently holding executive positions to ensure the independence of the Board. The Company must also ensure there are at least 02 independent members on the Board of Directors.</p> <p>4. In case all members of the Board of Directors complete their term simultaneously, these members shall continue to serve as Board members until new members are elected and take over the responsibilities.</p> <p>5. The Company's Charter shall specify the number, rights, obligations, organization, and coordination of activities of the independent members of the Board of Directors.</p>	<p>Amended to reflect the current operational circumstances of the Company</p>
	<p><u>Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions</u></p> <p>1. <u>The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions that result in a total</u></p>	<p>Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions</p> <p>1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions that result in a total transaction value</p>	<p>Remove the Supervisory Board to align with the Company's new organizational structure</p>

	<p><u>transaction value arising within 12 months from the date of the first transaction being less than 35% of the total asset value stated in the latest financial statements, or a lower percentage or value as prescribed in the Company's Charter, between the Company and any of the following parties:</u></p> <ul style="list-style-type: none"> - <u>Members of the Board of Directors, members of the Supervisory Board, the CEO, other managers, and their related persons;</u> - <u>Shareholders, or authorized representatives of shareholders, who own more than 10% of the total ordinary shares of the Company and their related persons;</u> - <u>Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.</u> <p><u>2. The representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the related parties involved in such contract or transaction, and attach the draft contract or the main contents of the transaction. The Board of Directors shall make a decision on the approval of the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors who have related interests in the parties to the contract or transaction are not entitled to vote.</u></p>	<p>arising within 12 months from the date of the first transaction being less than 35% of the total asset value stated in the latest financial statements, or another lower percentage or value as prescribed in the Company's Charter, between the Company and any of the following parties:</p> <ul style="list-style-type: none"> - Members of the Board of Directors, the CEO, other managers, and their related persons; - Shareholders, or authorized representatives of shareholders, who own more than 10% of the total ordinary shares of the Company and their related persons; - Enterprises related to the individuals specified in Clause 2, Article 164 of the Law on Enterprises. <p>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.</p>	
	<p>Article 14. Responsibilities of the Board of Directors in convening an Extraordinary General Meeting of Shareholders</p>	<p>Article 14. Responsibilities of the Board of Directors in convening an Extraordinary General Meeting of Shareholders</p>	<p>Remove the Supervisory Board to align with the Company's new organizational structure.</p>

<p>1. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:</p> <p>a) When the Board of Directors deems it necessary for the benefit of the Company;</p> <p>b) When the number of remaining members of the Board of Directors or <u>the Supervisory Board</u> falls below the minimum number of members as prescribed by law;</p> <p>c) At the request of one or more shareholders or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene the extraordinary general meeting must be in writing, stating the reasons and objectives of the meeting, signed by the relevant shareholders or made in multiple copies with sufficient signatures of the related shareholders;</p> <p>d) At the request of <u>the Supervisory Board</u>;</p> <p>đ) Other cases as prescribed by law and the Company's Charter.</p> <p>2. Convening the extraordinary general meeting of shareholders:</p> <p>The Board of Directors must convene the extraordinary general meeting within 30 days from the date the number of remaining members of the Board of Directors, independent Board members, or <u>Supervisory Board</u> members falls below the minimum number prescribed in the Company's Charter or from the date of receiving a request as specified in points c and d of Clause 1 of this Article.</p> <p>If the Board of Directors fails to convene the meeting as prescribed, the Chairman of the Board and the members of the Board of Directors shall be held legally responsible and must</p>	<p>1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:</p> <p>a) When the Board of Directors deems it necessary for the benefit of the Company;</p> <p>b) When the number of remaining members of the Board of Directors is less than the minimum number required by law;</p> <p>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 the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and bearing the signatures of the relevant shareholders, or compiled into multiple documents each with sufficient signatures of the relevant shareholders;</p> <p>d) Other cases as prescribed by law and the Company's Charter.</p> <p>2. Convening the Extraordinary General Meeting of Shareholders:</p> <p>The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or independent members falls below the minimum required by the Company's Charter, or from the date of receiving the request specified at Point c and Point d of Clause 1 of this Article.</p> <p>If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairperson and the members of the Board of Directors shall be held legally responsible and must compensate for any damages caused to the Company.</p> <p>3. The person convening the General Meeting of Shareholders must carry out the following tasks:</p>	
---	--	--

	<p>compensate for any damages incurred by the Company.</p> <p>3. The person convening the meeting must carry out the following tasks:</p> <p>a) Prepare the list of shareholders entitled to attend the meeting;</p> <p>b) Provide information and resolve complaints related to the shareholder list;</p> <p>c) Prepare the agenda and contents of the meeting;</p> <p>d) Prepare documents for the meeting;</p> <p>e) Draft resolutions of the General Meeting of Shareholders according to the proposed agenda; list and detailed information of candidates in case of election of members of the Board of Directors or <u>Supervisory Board</u>;</p> <p>f) Determine the time and location of the meeting;</p> <p>g) Send invitations to attend the meeting to each shareholder entitled to attend as prescribed by the Enterprise Law;</p> <p>h) Other tasks serving the meeting.</p>	<p>a) Prepare the list of shareholders entitled to attend the meeting;</p> <p>b) Provide information and resolve complaints related to the list of shareholders;</p> <p>c) Prepare the agenda and contents of the meeting;</p> <p>d) Prepare meeting materials;</p> <p>e) Draft the resolution of the General Meeting of Shareholders according to the proposed meeting content; prepare the list and detailed information of candidates in case of election of Board members;</p> <p>f) Determine the time and venue of the meeting;</p> <p>g) Send the meeting invitation to each shareholder entitled to attend, in accordance with the Law on Enterprises;</p> <p>h) Other tasks necessary for organizing the meeting.</p>	
	<p>Article 18. Submission of Annual Reports</p> <p>1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <p>a) Report on the Company's business performance;</p> <p>b) Financial statements;</p> <p>c) Report evaluating the Company's management and operation;</p> <p>d) Appraisal report from the Supervisory Board.</p> <p>2. <u>The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the Annual</u></p>	<p>Article 18. Submission of Annual Reports</p> <p>1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:</p> <p>a) Report on the Company's business performance;</p> <p>b) Financial statements;</p> <p>c) Report evaluating the Company's management and operation;</p> <p>d) Report on the activities of the independent members of the Board of Directors in the Audit Committee.</p> <p>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</p>	<p>Amendment due to the change in management organizational structure from the Supervisory Board to the Audit Committee under the Board of Directors.</p>

	<p><u>General Meeting of Shareholders, unless otherwise stipulated in the Company Charter.</u></p> <p>3. <u>The reports mentioned in Clauses 1 and 2 of this Article, the Supervisory Board's appraisal report, and the audit report must be kept at the Company's head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders, unless a longer deadline is specified in the Company Charter.</u></p> <p><u>Shareholders who have continuously owned shares of the Company for at least 01 year have the right to review these reports either by themselves or together with a lawyer, certified accountant, or licensed auditor.</u></p>	<p>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.</p>	
	<p>Article 23. Relationship with the <u>Supervisory Board</u></p> <p>1. The relationship between the Board of Directors and the <u>Supervisory Board</u> is one of coordination. The working relationship is based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their respective duties.</p> <p>2. Upon receiving inspection minutes or summary reports from the <u>Supervisory Board</u>, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and promptly implement corrective actions.</p> <p>3. <u>The coordination between the Board of Directors and the Supervisory Board is regulated in Clause 1, Article 63 of the Company's Internal Governance Regulations.</u></p>	<p>Article 23. Relationship with the Audit Committee</p> <p>1. The relationship between the Board of Directors and the Audit Committee is a collaborative one. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.</p> <p>2. Upon receiving inspection minutes or consolidated reports from the Audit Committee, the Board of Directors is responsible for reviewing and directing relevant departments to develop plans and promptly implement corrective actions.</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>
	<p>Article 24. Effectiveness</p>	<p>Article 24. Effectiveness</p>	<p>Adjusted to suit the operational situation of the Company.</p>

	<p>1. <u>This Regulation, consisting of 7 chapters and 24 articles, was unanimously approved by the Board of Directors of Thai Nguyen International Hospital Joint Stock Company on June 19, 2023, and shall take full effect from the date of approval.</u></p>	<p>1. This Regulation, consisting of 7 chapters and 24 articles, was approved and takes effect from, 2025.</p>	
	<p>Recipients:</p> <ul style="list-style-type: none"> • General Meeting of Shareholders; • Board of Directors; • Supervisory Board; • Executive Management Board; • Relevant agencies/organizations or those to be reported to; • Archives: Office, Management 	<p>Recipients:</p> <ul style="list-style-type: none"> • General Meeting of Shareholders; • Board of Directors; • Executive Management Board; • Relevant agencies/organizations or those to be reported to; • Archives: Clerical Dept, Administration 	<p>Removed the Supervisory Board from the list of recipients.</p>
<p>Other detailed adjustments regarding the order of Articles and Clauses; sentence structure, wording, abbreviations, and cross-references in the Operational Regulations of the Company’s Board of Directors are made to ensure consistency in form and content, without altering the main substance of the Articles and Clauses</p>			