

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

***TNH HOSPITAL GROUP JOINT
STOCK COMPANY***

Số: 439 /2025/CBTT-TNH
Number: 439/2025/CBTT-TNH

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

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

Thái Nguyên, ngày 26 tháng 05 năm 2025
Thai Nguyen, May 26, 2025

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
DISCLOSURE OF UNUSUAL INFORMATION**

Kính gửi: - Sở Giao dịch Chứng khoán Việt Nam
- Sở Giao dịch chứng khoán TP.HCM

Đồng kính gửi: Ủy ban chứng khoán nhà nước

To: - Vietnam Stock Exchange
- Ho Chi Minh City Stock Exchange

Also to: State Securities Commission

1. Tên tổ chức: Công ty Cổ phần Tập đoàn Bệnh viện TNH

1. Organization name: TNH Hospital Group Joint Stock Company

Mã chứng khoán: TNH

Stock code: TNH

Địa chỉ: Số 328, đường Lương Ngọc Quyến, phường Đồng Quang, Tp Thái Nguyên, tỉnh Thái Nguyên.

Address: No. 328, Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province.

Điện thoại/Phone number: 0208 628 5658

Email: ir.tnh@tnh.com.vn

2. Nội dung thông tin công bố: Công ty Cổ phần Tập đoàn Bệnh viện TNH thông báo về việc đã ban hành Nghị quyết HĐQT ngày 26/05/2025 về việc thông qua thời gian, địa điểm, nội dung chương trình Đại hội đồng cổ đông thường niên năm 2025 và tài liệu cuộc họp.

2. Information disclosure content: TNH Hospital Group Joint Stock Company announces the issuance of the Board of Directors' Resolution dated May 26, 2025 regarding the approval of the time, venue, agenda of the 2025 Annual General Meeting of Shareholders, and the meeting documents.

(Chi tiết xem tại Nghị quyết HĐQT đính kèm)

(For details, please refer to the attached Board of Directors Resolution).



3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 26 tháng 05 năm 2025 tại đường dẫn: <http://tnh.com.vn/>

3. This information was published on the company's website on May 26, 2025 at the link: <http://tnh.com.vn/>

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./

We commit that the information published above is true and are fully responsible before the law for the content of the published information./

Tài liệu đính kèm:

- Tài liệu liên quan đến CBTT
Nghị quyết của HĐQT

Attached documents:

- Documents related to Information Disclosure
Resolution of the Board of Directors's Resolution.

**NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT
CHỦ TỊCH HĐQT
LEGAL REPRESENTATIVE
CHAIRMAN OF BOARD OF
DIRECTORS**



Hoàng Tuyên



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

**TNH HOSPITAL GROUP
JOINT STOCK COMPANY**

Số: ~~433~~/2025/NQ-HĐQT
No: ~~433~~/2025/NQ-HĐQT

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

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happy**

Thái Nguyên, ngày 26 tháng 05 năm 2025
Thai Nguyen, May 26, 2025

NGHỊ QUYẾT HỘI ĐỒNG QUẢN TRỊ
**Về việc thông qua thời gian, địa điểm, nội dung chương trình Đại hội
đồng cổ đông thường niên năm 2025 và tài liệu cuộc họp**

RESOLUTION OF THE BOARD OF DIRECTORS
*Regarding the Approval of the time, venue, agenda of the 2025 Annual General Meeting of
Shareholders, and the meeting documents.*

HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN TẬP ĐOÀN BỆNH VIỆN TNH
BOARD OF DIRECTORS
TNH HOSPITAL GROUP JOINT STOCK COMPANY

Căn cứ:

- Luật doanh nghiệp số 59/2020/QH14 được Quốc hội nước CHXHCN Việt Nam thông qua ngày 17 tháng 06 năm 2020, có hiệu lực thi hành từ ngày 01/01/2021; sửa đổi bổ sung bởi Luật số 03/2022/QH15 được Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 11/01/2022 và các văn bản hướng dẫn thi hành;
- Luật chứng khoán số 54/2019/QH14 được Quốc hội nước CHXHCN Việt Nam thông qua ngày 26 tháng 11 năm 2019, có hiệu lực thi hành từ ngày 01/01/2021; sửa đổi bổ sung bởi Luật số 56/2024/QH15 được Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam thông qua ngày 29/11/2024 và các văn bản hướng dẫn thi hành;
- Điều lệ tổ chức và hoạt động của Công ty cổ phần Tập đoàn Bệnh viện TNH;
- Biên bản họp Hội đồng quản trị số ~~433~~/2025/BBH-HĐQT ngày 26 tháng 05 năm 2025.

Pursuant to:

Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, effective from January 1, 2021; amended and supplemented by Law No. 03/2022/QH15, approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and guiding documents;

– Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021; amended and supplemented by Law No. 56/2024/QH15, approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and guiding documents;

– Charter of organization and operation of TNH Hospital Group Joint Stock Company;

– Minutes of the Board of Directors meeting No. 4.33/2025/BBH-HĐQT on the May 26, 2025.

QUYẾT NGHỊ:

DECISION:

Điều 1: Thông qua thời gian, địa điểm, nội dung chương trình họp Đại hội đồng cổ đông thường niên năm 2025:

Article 1: Approving the time, venue, and agenda of the 2025 Annual General Meeting of Shareholders.

Thời gian khai mạc đại hội: 8h30 ngày 16/06/2025

Meeting starting time: 8:30 AM on June 16, 2025

Phương thức tổ chức Đại hội: Họp bằng phương thức trực tiếp và bỏ phiếu điện tử

Organizing form of the Shareholder's meeting: Organizing the Shareholder's meeting offline and voting electronically

Địa điểm họp: Bệnh viện TNH Việt Yên - Lô đất Y tế, đường Nguyễn Thế Nho, phường Bích Động, thị xã Việt Yên, tỉnh Bắc Giang.

Meeting Venue: TNH Viet Yen Hospital - Healthcare Lot, Nguyen The Nho Street, Bich Dong Ward, Viet Yen Town, Bac Giang Province.

Chương trình Đại hội như sau:

The meeting agenda is as follows:

1. Thảo luận và thông qua Báo cáo tài chính riêng và Báo cáo tài chính hợp nhất đã được kiểm toán năm 2024 của Công ty cổ phần Tập đoàn Bệnh viện TNH;

1. Discussion and approval of the separate and consolidated audited financial statements for the year 2024 of TNH Hospital Group Joint Stock Company;

2. Thảo luận và thông qua việc lựa chọn đơn vị kiểm toán BCTC năm 2025 của Công ty cổ phần Tập đoàn Bệnh viện TNH;

2. Discussion and approval of the selection of the auditing firm for the 2025 financial statements of TNH Hospital Group Joint Stock Company;

3. Thảo luận và thông qua Báo cáo kết quả hoạt động kinh doanh năm 2024 và Kế hoạch kinh doanh năm 2025 của Công ty cổ phần Tập đoàn Bệnh viện TNH;

3. Discussion and approval of the 2024 business performance report and the 2025 business plan of TNH Hospital Group Joint Stock Company;

4. Thảo luận và thông qua Báo cáo của Hội đồng quản trị về kết quả hoạt động năm 2024 và phương hướng hoạt động năm 2025;



4. Discussion and approval of the Board of Directors' report on activities in 2024 and the orientations for 2025;

5. Thảo luận và thông qua Báo cáo đánh giá hoạt động của thành viên độc lập Hội đồng quản trị về hoạt động của Hội đồng quản trị năm 2024;

5. Discussion and approval of the independent member of the Board of Directors' evaluation report on the performance of the Board of Directors in 2024;

6. Thảo luận và thông qua Báo cáo của Ban kiểm soát về kết quả hoạt động năm 2024 và phương hướng hoạt động năm 2025;

6. Discussion and approval of the Board of Supervisors' report on activities in 2024 and the orientations for 2025;

7. Thảo luận và thông qua mức thù lao cho thành viên Hội đồng quản trị, Ban kiểm soát năm 2024 Công ty cổ phần Tập đoàn Bệnh viện TNH;

7. Discussion and approval of remuneration for members of the Board of Directors and the Board of Supervisors in 2024 of TNH Hospital Group Joint Stock Company;

8. Thảo luận và thông qua phương án phát hành cổ phiếu để tăng vốn cổ phần từ nguồn vốn chủ sở hữu;

8. Discussion and approval of the share issuance plan to increase charter capital from owners' equity;

9. Thảo luận và thông qua việc thay đổi cơ cấu tổ chức quản lý công ty, thay đổi số lượng thành viên HĐQT và sửa đổi Điều lệ tổ chức và hoạt động;

9. Discussion and approval of the change in the company's management structure, changes in the number of members of the Board of Directors and Amendment of the Charter of Organization and Operation;

10. Thảo luận và thông qua việc bầu Thành viên HĐQT nhiệm kỳ 2025 - 2030;

10. Discussion and approval of election of members of the Board of Directors term 2025 - 2030;

11. Thảo luận và thông qua việc ban hành Quy chế nội bộ về quản trị công ty Công ty Cổ phần Tập đoàn Bệnh viện TNH (do thay đổi cơ cấu tổ chức quản lý Công ty)

12. Discussion and approval of the issuance of the internal corporate governance regulations of TNH Hospital Group Joint Stock Company (due to the change in the company's management structure);

12. Thảo luận và thông qua việc ban hành Quy chế hoạt động của Hội đồng quản trị Cổ phần Tập đoàn Bệnh viện TNH (do thay đổi cơ cấu tổ chức quản lý Công ty);

13. Discussion and approval of the issuance of the operating regulations of the Board of Directors of TNH Hospital Group Joint Stock Company (due to the change in the company's management structure);

13. Các vấn đề khác thuộc thẩm quyền của Đại hội đồng cổ đông (nếu có).



13. Other matters within the authority of the General Meeting of Shareholders (if any).

Điều 2: Thông qua tài liệu cuộc họp Đại hội đồng cổ đông thường niên năm 2025 (đính kèm)

Article 2: Approval of the 2025 Annual General Meeting of Shareholders' meeting documents (attached).

Điều 3: Hiệu lực

Article 3: Validity

1. Nghị quyết có hiệu lực kể từ ngày ký.

1. The Resolution takes effect from the date of signing.

2. Các thành viên Hội đồng quản trị, Ban Tổng Giám đốc, người đại diện theo pháp luật; Cùng các cá nhân, bộ phận có liên quan có trách nhiệm phối hợp thi hành Nghị quyết này./.

2. Members of the Board of Directors, the Executive Management Board, legal representative; and relevant individuals and departments are responsible for coordinating the implementation of this Resolution./.

Nơi nhận:

- HĐQT; BTGD, BKS;
- Các cơ quan, tổ chức liên quan;
- Lưu VT, PC, TCKT.

Recipients:

- Board of Directors; Executive Management Board, Board of Supervisors;
- Relevant agencies and organizations;
- Archived: Clerical Dept, PC, Finance and Accounting.

**T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HĐQT
O/B. THE BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF
DIRECTORS**



Hoàng Tuyên

**OFFICIAL NOTICE OF MEETING
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

To: Shareholders of TNH Hospital Group JSC
Copied to: - State Securities Commission
- Ho Chi Minh City Stock Exchange

The Board of Directors of TNH Hospital Group JSC cordially invites shareholders to attend the Annual General Meeting of Shareholders in 2025, with the following details:

1. **Meeting Time:** starting at 8:30 AM on June 16, 2025
2. **Organizing form of the Meeting:** Organizing the Shareholder's meeting offline and voting electronically.
3. **Meeting Venue:** TNH Viet Yen Hospital - Healthcare Lot, Nguyen The Nho Street, Bich Dong Ward, Viet Yen Town, Bac Giang Province.

4. Conditions and method of online participation:

a. Participation condition:

All shareholders holding shares of TNH Hospital Group JSC as of the record date on May 16, 2025, as provided by the Vietnam Securities Depository and Clearing Corporation.

b. Method of participation:

Direct participation: When attending the meeting, shareholders must bring the Invitation Letter and a valid Identity Card/Citizen Identification Card/Passport. In case the shareholder is an organization, the representative attending the meeting on behalf of the shareholder must present documents proving their valid representative status.

Participation by authorization: When attending the meeting, the authorized person of the shareholder must bring the Invitation Letter; the original valid Power of Attorney (using the prescribed form); and a valid Identity Card/Citizen Identification Card/Passport of the authorized person.

Note: *The authorized party cannot further authorize another person.*

5. Meeting Agenda and Documents:

Discussion and approval of the following matters (*detailed issues are presented in the corresponding proposals of the BOD/BOS in the attached meeting documents*):



1. Discuss and approve the audited separate and consolidated financial statements for 2024 of TNH Hospital Group Joint Stock Company;
2. Discuss and approve the selection of the auditing unit for the 2025 financial statements of TNH Hospital Group Joint Stock Company;
3. Discuss and approve the 2024 business performance report and the 2025 business plan of TNH Hospital Group Joint Stock Company;
4. Discuss and approve the report of the Board of Directors regarding results of operations in 2024 and direction of operations in 2025;
5. Discuss and approve the report on assessment of independent members of the Board of Directors' performance in 2024;
6. Discuss and approve the report of the Board of Supervisors regarding the operation results in 2024 and the operation direction in 2025;
7. Discuss and approve the remuneration for the Board of Directors and the Supervisory Board members for 2024 of TNH Hospital Group Joint Stock Company;
8. Discuss and approve the plan for share issuance to increase charter capital from owner's equity;
9. Discuss and approve changes in the company's management structure, changes in the number of members of the Board of Directors and amendment of the Charter of organization and operation;
10. Discuss and approve the election of Board of Directors term 2025-2030;
11. Discuss and approve the promulgation of the internal regulations on corporate governance of TNH Hospital Group Joint Stock Company (*due to the change in the Company's governance structure*);
12. Discuss and approve the promulgation of the regulation on the operation of the Board of Directors of TNH Hospital Group Joint Stock Company (*due to the change in the Company's governance structure*);
13. Other matters within the authority of the General Meeting of Shareholders (if any).

For details, see the corresponding proposals of the BOD/BOS in the attached meeting documents posted on the company's website at <https://tnh.com.vn> (Shareholder Relations section).

6. Contact for support

For any arising issues, related inquiries, or proposals to include matters in the meeting agenda (proposals must be submitted in writing), please contact/send correspondence to the following address before 4:00 PM on June 12, 2025: Ms. Hua Thi Hoa Linh (Phone: 0947 633 282).



Address: No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province.

Phone: 0888 143 115

Email: ir.tnh@tnh.com.vn

Regards./.

Recipient:

- Company's shareholder;
- Board of Directors, Executive Management Board;
- Save: Clerical Dept, Legal Affairs, AGM documents

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



Hoang Tuyen





**AGENDA OF THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF TNH HOSPITAL GROUP JOINT
STOCK COMPANY**

(June 16, 2025)

Timeline

(The agenda may change depending on the situation at the Shareholder's Meeting)

PROCEDURES

8:30 – 9:00

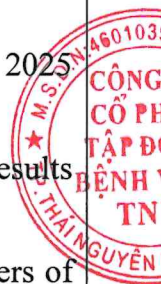
- Report on the results of shareholder qualification examination;
- Opening, declaring the reason and introducing delegates; Instructions on how to vote;
- Approval of the Presidium, the Vote Counting Committee, the Shareholder's meeting regulations; Shareholder's meeting aAgenda

MEETING AGENDA

9:00 – 10:20

Discussion and approval of the following matters *(detailed issues are presented in the corresponding proposals of the BOD/BOS in the attached meeting documents)*:

1. Discuss and approve the audited separate and consolidated financial statements for 2024 of TNH Hospital Group Joint Stock Company;
2. Discuss and approve the selection of the auditing unit for the 2025 financial statements of TNH Hospital Group Joint Stock Company;
3. Discuss and approve the 2024 business performance report and the 2025 business plan of TNH Hospital Group Joint Stock Company;
4. Discuss and approve the report of the Board of Directors regarding results of operations in 2024 and direction of operations in 2025;
5. Discuss and approve the report on assessment of independent members of the Board of Directors' performance in 2024;
6. Discuss and approve the report of the Board of Supervisors regarding the operation results in 2024 and the operation direction in 2025;
7. Discuss and approve the remuneration for the Board of Directors and the Supervisory Board members for 2024 of TNH Hospital Group Joint Stock Company;
8. Discuss and approve the plan for share issuance to increase charter capital from owner's equity;
9. Discuss and approve changes in the company's management structure, changes in the number of members of the Board of Directors and amendment of the Charter of organization and operation;
10. Discuss and approve the election of Board of Directors term 2025-2030;



	<p>11. Discuss and approve the promulgation of the internal regulations on corporate governance of TNH Hospital Group Joint Stock Company (due to the change in the Company's governance structure);</p> <p>12. Discuss and approve the promulgation of the regulation on the operation of the Board of Directors of TNH Hospital Group Joint Stock Company (due to the change in the Company's governance structure);</p> <p>13. Other matters within the authority of the General Meeting of Shareholders (if any).</p>
DISCUSSION, VOTING, AND VOTE COUNTING	
10:20 – 11:00	Discuss the issues of the Agenda
11:00 – 11:40	<p>Voting, counting votes and announcing vote counting result on the contents of the Agenda</p> <p>Elect members of the Board of Directors for the 2025-2030 term; count votes and announce election results.</p>
CLOSING CEREMONY	
11:40 – 12:00	<p>Read the draft of the meeting minutes and vote to approve the meeting minutes</p> <p>Announcing the results of vote counting through meeting minutes and closing of the Shareholder's meeting</p>



Thai Nguyen, May 26, 2025

ANNOUNCEMENT

*Re: Nomination and candidacy for members of the Board of Directors (BOD)
for the 2025 - 2030 term*

- Pursuant to the Enterprise Law and documents guiding its implementation;
- Pursuant to the Securities Law and documents guiding its implementation;
- Pursuant to the Charter of Organization and Operation and Internal Regulations on Company Administration.

The Board of Directors of the Company would like to cordially inform shareholders about the nomination and candidacy of the member of the Board of Directors for the remaining period of the 2025 - 2030 term of TNH Hospital Group Joint Stock Company at the Annual General Meeting of Shareholders in 2025, specifically as follows:

- Number of members of the Board of Directors elected for the remaining period of the 2025 - 2030 term (expected): **07 members**;
- Time and venue of election: carried out at the Annual General Meeting of Shareholders in 2025;
- Guidelines about nomination and candidacy for the Board of Directors and attached documents/forms are posted on the Company's website. Shareholders please carefully review this Nomination and Candidacy Guide to exercise your right to nominate and run as candidate for the Board of Directors for the remaining period of the 2025 - 2030 term appropriately and in compliance with regulations of the Law and Company Charter;
- The draft Regulations on Meeting procedures and voting at the General Meeting of Shareholders will be published and posted on the Company's website by the Board of Directors no later than May 26, 2025, and shall be approved by the General Meeting of Shareholders at the Annual General Meeting before the commencement of the voting process.

Best regards./.

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



Hoàng Tuyên



SOCIALIST REPUBLIC OF VIETNAM

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LETTER OF AUTHORIZATION

(Re: Attending the Annual General Meeting of Shareholders in 2025 of

TNH Hospital Group Joint Stock Company)

This letter of authorization is made on .../.../2025, by:

AUTHORIZING PARTY (PARTY A):

Name of shareholder:

☐ ID Card/☐ Passport/☐ Business registration No.:Dated:

Issued by:

Address:

Currently the owner of: ordinary shares of TNH Hospital Group Joint Stock Company (Company code: 4601039023; address of headquarters: No.328, Luong Ngoc Quyen street, Dong Quang district, Thai Nguyen city, Thai Nguyen province).

AUTHORIZED PARTY (PARTY B):

Name of individual:

☐ ID Card/☐ Passport:Dated:

Issued by:

Number of authorized shares: shares



CONTENT OF AUTHORIZATION:

1. Related to the attending of the Annual General Meeting of Shareholders in 2025 of TNH Hospital Group Joint Stock Company, Party A authorizes Party B to represent Party A (Please tick in the selected box and fill in the blank):

☐ Attend and exercise all the rights and obligations of shareholder;

☐ Attend and exercise all the rights and obligations of shareholder – except for exercising the right to vote for entire program of the General meeting.

☐ Others:

2. Party B decides all the concern problems by themselves when exercising the authorized works which are mentioned in item 1 above, but is not allowed to re-authorize.

This Letter of Authorization shall be effective from the date it is confirmed by the Company or notarized in accordance with legal regulations for individual shareholders granting the

authorization until the conclusion of the 2025 Annual General Meeting of Shareholders of TNH Hospital Group Joint Stock Company.

AUTHORIZING PARTY

AUTHORIZED PARTY

Note:

- 1. Shareholder can authorize only one person to attend the meeting and that person cannot re-authorize.*
- 2. All the information, signatures in the letter of authorization must be clear and not be erased.*
- 3. The company only accepts the authorization according to the form mentioned above, or the written authorization presented in another form, but at least has all the above contents.*



PROPOSAL

Re: Approval of the Regulations on the Organization of the 2025 Annual General Meeting of Shareholders of TNH Hospital Group Joint Stock Company

To: General Meeting of Shareholders of TNH Hospital Group JSC

Pursuant to Law on Enterprises and guiding documents;

Pursuant to Law on Securities and guiding documents;

Pursuant to the Charter of organization and internal corporate governance regulations of TNH Hospital Group Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the issuance of the Regulation on the Organization of the 2025 Annual General Meeting of Shareholders of TNH Hospital Group Joint Stock Company.

Draft regulation: Attached to this proposal.

We respectfully request shareholders to vote to approve the above proposal.

Best regards!

Recipient:

- As stated above;
- Archived: Office, Legal Affairs, AGM documents.

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

(Signed)

Hoang Tuyen

**TNH HOSPITAL GROUP
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
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No:/QC-DHDCD

Thai Nguyen, May 26, 2025

REGULATIONS

ON ORGANIZING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF TNH HOSPITAL GROUP JOINT STOCK COMPANY

Chapter I

GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. These Regulations apply to the organization of the General Meeting of Shareholders (hereinafter referred to as the “General Meeting”) of TNH Hospital Group Joint Stock Company (hereinafter referred to as the “Company”), which is conducted in the form of physical attendance and electronic voting.
2. These Regulations specify the rights and obligations of shareholders/their authorized representatives and other participants of the General Meeting, as well as the conditions and procedures for convening and conducting the General Meeting.

Article 2. Legal basis

1. The Law on Enterprises No. 59/2020/QH14 passed by the 14th 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 on January 11, 2022, and its guiding documents;
2. The Law on Securities No. 54/2019/QH14 passed by the 14th 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 on November 29, 2024, and its guiding documents;
3. Decree No. 155/2020/ND-CP of the Government providing detailed regulations for the implementation of certain provisions of the Law on Securities;
4. Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
5. The Charter on the Organization and Operation of TNH Hospital Group Joint Stock Company.

Article 3. Interpretation of Terms

1. “**Company**” or “**TNH**” refers to TNH Hospital Group Joint Stock Company.
2. “**General Meeting**” refers to the 2025 Annual General Meeting of Shareholders.
3. “**GMS**” refers to the General Meeting of Shareholders.

4. ***“BOD”*** refers to the Board of Directors of the Company.
5. ***“Shareholder”*** means any individual or organization owning at least one share of TNH Hospital Group Joint Stock Company and whose name appears on the list of shareholders entitled to attend the General Meeting of Shareholders, finalized on May 16, 2025 by the Vietnam Securities Depository and Clearing Corporation.
6. ***“Authorized representative of a shareholder”*** means a person who is legally authorized in writing by a shareholder to attend and exercise the shareholder’s legal rights at the 2025 Annual General Meeting of Shareholders in accordance with applicable laws and the Company’s Charter.
7. ***“Participant”*** means a shareholder or the shareholder’s legally authorized representative attending the General Meeting.
8. ***“Electronic voting”*** means the act of shareholders/authorized representatives connecting to the Internet and casting votes via the electronic voting system as stipulated and announced by the Company.
9. ***“Electronic voting system”*** refers to the EzGSM system provided by FPT Securities Joint Stock Company, which supports the organization of the General Meeting and provides tools for participants to exercise their rights during the Meeting (including electronic voting, access to documents, and submitting discussion questions).
10. ***“Identification element”*** means information necessary to accurately identify a subject in a given context.
11. ***“Login account”*** or ***“Login information”*** means the necessary information such as username, password, and/or other identification elements (if any) for each shareholder to access the system for organizing the General Meeting and to perform electronic voting.
12. ***“Authentication”*** refers to the process of verifying whether the information provided or declared by a subject is accurate.
13. ***“Equal cumulative voting”*** refers to a method of cumulative voting in which the shareholder/authorized representative either allocates all votes to one candidate or divides the total votes equally among multiple candidates. The number of votes for each candidate is rounded down to the nearest whole number, and any remaining votes (if any) are disregarded.
14. ***“Specific number voting”*** refers to a method of cumulative voting in which the shareholder/authorized representative specifies the number of votes for each candidate, provided that the total number of votes distributed equals the total voting rights of the shareholder/authorized representative.
15. ***“Total number of voting rights represented”*** means the total number of voting rights, including the number of shares owned and/or received by proxy from one or more other shareholders.
16. ***“Force majeure event”*** refers to an event that is beyond the control of the convener of the meeting, unforeseeable and unpreventable despite having taken all necessary and reasonable measures.

Article 4. Conditions for attending the General Meeting

1. Participants:

Participants shall be shareholders or legally authorized representatives of shareholders whose names appear on the list of shareholders as of the record date for attending the General Meeting.

2. Technology requirements:

Shareholders attending the General Meeting of Shareholders and participating in electronic voting are required to use appropriate electronic devices with Internet connectivity to ensure they can follow the proceedings of the Meeting and cast their votes electronically. Such devices include but are not limited to: personal computers, laptops, tablets, smartphones, or other Internet-enabled electronic devices.

Article 5. Regulations on authorization to attend the General Meeting

In cases where a shareholder does not attend the General Meeting in person, he/she may authorize another person to attend the Meeting on his/her behalf by written authorization. Such authorization must comply with the provisions on meeting authorization under the 2020 Law on Enterprises, the Company's Charter, other relevant legal regulations, and must be made in writing in accordance with the form provided by the Company. For individual shareholders, the authorization document must be notarized or certified in accordance with applicable laws.

Chapter II

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS / AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS AND OTHER PARTICIPANTS OF THE GENERAL MEETING

Article 6. Rights and Obligations of Shareholders/Authorized Representatives of Shareholders

1. Shareholders or their authorized representatives attending the General Meeting shall have the following rights:

- a) To attend the Meeting in person and vote on all matters under the authority of the General Meeting in accordance with the Law on Enterprises 2020, its guiding documents, other relevant legal regulations, and the Charter on the Organization and Operation of TNH Hospital Group Joint Stock Company;
- b) To be informed by the Meeting Organizing Committee of the agenda and contents of the General Meeting in a transparent and public manner;
- c) To raise questions to the Chairperson in accordance with the provisions of these Regulations;
- d) Shareholders or their authorized representatives arriving late to the General Meeting shall be entitled to participate in and vote on the matters that have not yet been voted on; the validity of votes on matters that were already passed prior to their arrival shall remain unchanged.

2. Shareholders or their authorized representatives attending the General

Meeting shall have the following obligations:

- a) To comply strictly with the provisions of the Law on Enterprises, the Company Charter, and these Regulations;
- b) Upon attending the General Meeting, participants must complete the registration procedures with the Meeting Organizing Committee and present the following documents:
 - + Invitation letter to the General Meeting (if any);
 - + Identification Card/Citizen Identification Card/Passport and/or Business Registration Certificate;
 - + Valid Power of Attorney (in case of authorized participation);
 - + Letter of Introduction (in case an organization appoints a representative to attend the Meeting);
- c) Shareholders/authorized representatives and other participants must keep all documents confidential, use and preserve them properly, and are not permitted to copy or record the documents or share them with outsiders without approval from the Presidium;
- d) Shareholders/authorized representatives must prepare and use appropriate electronic devices (e.g., personal computers, laptops, tablets, smartphones, etc.) with Internet access to connect to the electronic voting system and exercise their rights accordingly;
- e) Shareholders/authorized representatives and other participants must comply with these Regulations and respect the outcomes of the General Meeting;
- f) Shareholders/authorized representatives must keep login information confidential, including username, password, and other identifiers provided by the Company, to ensure that only the shareholder/authorized representative has access to the electronic voting system. Any loss, theft, or suspected compromise of login credentials must be immediately reported to the Company for timely account deactivation. The shareholder/authorized representative shall be responsible for any damage, loss, or risk that occurs before the Company receives such notice if the cause lies with the shareholder/authorized representative;
- g) Shareholders/authorized representatives acknowledge and accept that organizing the General Meeting in physical form with electronic voting may involve risks, including system errors, technical failures, transmission issues, viruses, third-party service provider errors, or other force majeure events beyond the Company's control;
- h) Shareholders/authorized representatives may speak at the Meeting under the moderation of the Chairperson, vote according to the Organizing Committee's guidance, and respect the Chairperson's control of the Meeting. Statements should be brief, focused, non-repetitive, and relevant to the approved agenda;
- i) Participants must keep documents confidential, follow regulations on usage and preservation, and not duplicate or record them for external parties without prior approval from the Chairperson;
- j) Any audio or video recording at the General Meeting must be publicly announced and approved by the Chairperson;

k) Shareholders shall bear all travel and related expenses incurred in attending the General Meeting;

l) In case a shareholder authorizes another individual/organization to attend the General Meeting, the authorization must comply with the Notice of Meeting and these Regulations. The Company shall not be liable for any fraud, forgery, or misrepresentation related to the Power of Attorney. The shareholder and their authorized representative shall be fully responsible for the authorization and voting results. All voting outcomes shall be considered the final decision of the shareholder/authorized representative;

m) If a shareholder/authorized representative must leave the Meeting before the voting session due to personal reasons, they may cast votes on the relevant matters in advance before logging out of the system;

n) Other obligations as prescribed in the Company Charter and the Internal Regulations on Corporate Governance.

Article 7. Rights and obligations of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee shall be established by the Board of Directors prior to the opening date of the General Meeting to perform the following functions and duties:

1. To verify the validity and legality of the Powers of Attorney submitted by shareholders;
2. To verify the eligibility of shareholders/authorized representatives and record the attendance status of shareholders/authorized representatives at the General Meeting;
3. To issue login accounts and passwords to shareholders/authorized representatives who are physically present at the Meeting, enabling them to participate in electronic voting;
4. To report to the General Meeting on the results of the shareholder eligibility verification process.

Article 8. Rights and Obligations of the Presidium and the Secretariat

1. The Presidium shall be elected and approved by the General Meeting and is responsible for presiding over and managing the Meeting.
2. The Presidium shall carry out any tasks deemed necessary to conduct the General Meeting in a lawful and orderly manner, and to ensure that the Meeting reflects the will of the majority of attending shareholders.
3. In the event of issues arising outside the pre-approved agenda of the General Meeting, the Chairperson shall consult with other members of the Organizing Committee (before the commencement of the Meeting) or with members of the Presidium (during the Meeting) to determine an appropriate resolution. A decision of the Presidium shall be adopted if approved by the majority of its members; in the case of a tie, the decision supported by the Chairperson of the Meeting shall prevail. The Presidium's decisions regarding procedural matters or any unforeseen events occurring during the Meeting shall be final and binding.

4. The Presidium has the right to postpone the General Meeting, which already meets the required quorum, to a later time or change the meeting venue in the following cases:

a) Attendees exhibit disruptive behavior that hinders or threatens to hinder the fair and lawful conduct of the Meeting;

b) Technical issues at the venue prevent shareholders from participating, discussing, or voting effectively.

The postponement shall not exceed three (03) days from the originally scheduled date of the Meeting.

5. The Secretariat shall be appointed by the Chairperson and shall include a Head and other members. The Head of the Secretariat shall represent the Secretariat in preparing and signing the Minutes of the Meeting and shall perform support tasks as assigned by the Presidium.

Article 9. Rights and Obligations of the Vote Counting Committee

1. The Vote Counting Committee shall be nominated by the Presidium and approved by the General Meeting.

2. The duties of the Vote Counting Committee include:

a) Accurately determining the voting results at the General Meeting;

b) Preparing the Vote Counting Minutes and taking responsibility before the Presidium and the General Meeting for the performance of its duties;

c) Announcing the vote counting results to the Presidium and the General Meeting;

d) Reviewing and reporting to the General Meeting any violations of voting or election procedures, as well as any complaints or petitions related to the vote counting results.

Chapter III

CONDUCTING THE GENERAL MEETING

Article 10. Conditions for convening the General Meeting

1. The General Meeting shall be conducted when shareholders and authorized representatives attending the Meeting represent more than 50% of the total voting shares, based on the list of shareholders at the record date.

2. If, after 60 minutes from the scheduled start time, the General Meeting fails to meet the conditions for convening as stipulated in the Company's Charter, a second meeting must be convened within 30 (thirty) days from the originally scheduled date of the first meeting. The second General Meeting may proceed when the attending shareholders and authorized representatives represent at least 33% of the total voting shares.

3. If the second General Meeting still fails to meet the conditions stated in Clause 1 of this Article, a third General Meeting shall be convened within 20 (twenty) days from the scheduled date of the second meeting. In this case, the General Meeting may be held regardless of the number of shareholders or authorized representatives attending.

Article 11. Manner of Conducting the General Meeting

1. The method for registering attendance and casting electronic votes at the General

Meeting shall be specified in the ***Guidelines for Attending the General Meeting and Electronic Voting***, as provided in Appendix I of these Regulations.

2. Attendees must dress and behave in a respectful and proper manner; they must sit in the correct seat or area as assigned by the Meeting Organizing Committee. Attendees shall comply with the instructions of the Chairperson and the Organizing Committee.

3. The General Meeting shall proceed in the order of discussion and approval of the agenda items that have been publicly disclosed by the Company and any additional proposals accepted by the Meeting. The order of discussion and voting on each matter shall be determined by the Chairperson.

Chapter IV

PRINCIPLES AND RULES OF VOTING

Article 12. Voting principles

All matters on the agenda of the General Meeting must be approved by collecting the opinions of all shareholders/authorized representatives of shareholders attending the Meeting.

1. One (01) ordinary share is equivalent to one (01) voting right.
2. Shareholders and related parties are not allowed to vote on transactions, contracts, or matters in which they have related interests.

Article 13. Voting Method

Shareholders shall vote (approve, disapprove, or abstain) on matters in the agenda of the General Meeting through the Electronic Voting System as stipulated and announced by the Company.

Shareholders/authorized representatives attending the General Meeting in person and voting electronically must comply with the ***Regulations on Attending the General Meeting and Electronic Voting*** provided in Appendix I of these Regulations.

Article 14. Election Procedure

The election shall be conducted using the cumulative voting method (pursuant to Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14 and Clause 3, Article 21 of the Company Charter).

In case additional candidates arise on the date of the Meeting, shareholders attending the General Meeting in person and via electronic voting may modify their election selections before the end of the voting period, as prescribed.

Shareholders/authorized representatives attending the General Meeting in person and voting electronically must comply with the ***Regulations on Attending the General Meeting and Electronic Voting*** provided in Appendix I of these Regulations.

Article 15. Voting rules

1. Resolutions on the following matters shall be passed when approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the Meeting, except for the cases specified in Clauses 3, 4, and 6 of

Article 148 of the Law on Enterprises 2020.

- a) Types and total number of shares of each type;
- b) Changes in business sectors, industries, and operations;
- c) Changes in the organizational and management structure of the Company; amendments to the Company Charter;
- d) Investment projects or asset disposals with a value of 35% or more of the total assets recorded in the Company's most recent financial statements;
- e) Reorganization or dissolution of the Company;
- f) Other matters as specified in the Company Charter.

2. Other resolutions shall be passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending and voting, except for the matters specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises 2020.

Article 16. Validity of Voting Contents and Ballots

- 1. On the ballot, a voting item is considered valid if the shareholder selects one (01) of the three voting options. A voting item is invalid if the shareholder does not select any option or selects more than one (01) option for the same item.
- 2. A valid ballot is one that contains only valid voting items and is successfully submitted by clicking "Vote" on the Electronic Voting System.
- 3. In case a shareholder has successfully logged in and registered to attend the Meeting in person and/or via the Electronic Voting System but does not select any voting option for an item (i.e., a blank ballot), it shall be deemed that the shareholder has waived the right to vote on that item (i.e., the vote shall not be counted).

Chapter V

MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

Article 17. Meeting Minutes

The contents of the General Meeting must be recorded in the Meeting Minutes. The Minutes shall be read and approved before the closing of the Meeting and must be signed by the Presidium and the Secretariat. The Meeting Minutes shall serve as the official basis for issuing the Resolutions of the General Meeting.

Chapter VI

EFFECTIVENESS

Article 18. Effectiveness

- 1. These Regulations consist of 06 Chapters, 18 Articles, and 01 Appendix, and shall take effect immediately upon approval by the General Meeting, replacing all previously issued versions.
- 2. Shareholders, authorized representatives of shareholders, and all participants of the General Meeting shall be responsible for complying with the provisions set forth in these Regulations.

O/B. Board of Directors
Chairman of the Board of Directors

Hoang Tuyen

APPENDIX I

REGULATIONS ON ATTENDANCE AND ELECTRONIC VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

(Issued in conjunction with the Regulations on the Organization of the General Meeting of Shareholders regarding registration for physical attendance and electronic voting)

Article 1. Scope and subjects of application

These Regulations govern the participation of shareholders and authorized representatives of shareholders in the 2025 Annual General Meeting of Shareholders of TNH Hospital Group Joint Stock Company (the “Company”), which is held in the form of physical attendance combined with electronic voting (the “General Meeting”).

Article 2. Conditions and Methods of Participation

1. Conditions for Participation:

- Having a name on the list of shareholders entitled to attend the General Meeting of Shareholders as of May 16, 2025, as recorded by the Vietnam Securities Depository and Clearing Corporation; or being duly authorized to attend the Meeting;
- Shareholders/authorized representatives must use appropriate Internet-connected electronic devices to access the voting system, including but not limited to: computers, mobile phones, tablets, or other Internet-enabled devices.

2. Methods of Participation:

a) For Shareholders:

Each shareholder/authorized representative will receive a Login Information Notice upon successful registration, containing a Delegate Code, Username, Password, and access link to the electronic voting system. Shareholders are responsible for keeping their login credentials confidential to ensure only they can access the voting system. The Company will provide full support to facilitate voting but is not liable for any issues arising from the disclosure or misuse of login information.

b) For Authorized Representatives:

If a shareholder cannot attend the Meeting, they may authorize another person to represent them in accordance with the Company Charter and these Regulations. The authorized person cannot delegate this authority further. The power of attorney must follow the Company’s prescribed template.

c) Notes for physical attendance:

- *Shareholders must present: original ID card/Citizen ID/Passport (for individuals); a copy of the Enterprise Registration Certificate (for organizations); and the original Meeting Invitation.*

- *Authorized representatives must present: a copy of the ID/passport or business registration of the principal shareholder; their own original ID; and the original power of attorney (if not submitted in advance).*

Article 3. Providing login information for the electronic voting system

1. The access link to the electronic voting system and the login credentials will be provided in the Login Information Notice issued by the Company. Delegates are responsible for keeping their login credentials confidential to ensure that only they are authorized to vote on the electronic voting system and shall bear full responsibility for any activities conducted using the registered information.
2. If a delegate requests reissuance of login information, the Organizing Committee shall notify the delegate directly. In such cases, the delegate is required to provide personal identification information. The Company may request, at a minimum, the following details: ID card/Citizen ID/Passport number, mobile phone number, email address, and permanent or temporary residence address (contact address).
3. The Company recommends that delegates, upon receiving their login information (including username and password), access the electronic voting system to change their password in order to ensure the confidentiality and security of their information.

Article 4. Rights and obligations of Shareholders/Authorized Representatives directly attending the General Meeting

1. Shareholders or authorized representatives of shareholders directly attending the General Meeting of Shareholders in person shall have the right to vote on all matters within the authority of the Meeting, in accordance with applicable laws and the Company's Charter of Organization and Operation, through the electronic voting system.
2. Shareholders or their authorized representatives shall be responsible for maintaining the confidentiality of their login credentials to ensure that only they have the authority to vote on the electronic voting system. The voting results submitted by the shareholder or authorized representative on the electronic voting system shall be considered the final and official decision of such individual. Shareholders or their authorized representatives shall bear full responsibility before the law and the Company for any electronic voting results submitted via the system.
3. Shareholders or their authorized representatives must immediately notify the Company for timely resolution in the event their username, password, and/or other identifying elements are lost, stolen, disclosed, or suspected of being compromised, by contacting the Company to lock the login account and security device. They shall be held liable for any damages, losses, or risks that occur before the Company receives such notice, if the cause arises from their own actions or negligence.

Article 5. Authorization Process

1. Shareholders may authorize others to attend the General Meeting in accordance with the provisions of Article 5 – Regulations on Authorization to Attend the General Meeting as set forth in the Meeting Regulations.
2. Shareholders or authorized representatives of institutional shareholders may authorize other individuals or organizations to attend and vote at the General Meeting through one of the permitted forms of written authorization.

3. An authorized representative of an institutional shareholder may further delegate their authority and must submit the corresponding power of attorney upon registration for the Meeting. In cases where the authorized person assigns an employee to attend the Meeting, that person must present both the letter of delegation from the authorized person and the original power of attorney from the shareholder.
4. An individual or organization may act as an authorized representative for one or more shareholders.
5. Shareholders and their authorized representatives shall be solely responsible for the scope of their authority, obligations, and the legal validity of the authorization documents. The Company shall not be held liable for any complaints or disputes related to shareholder authorizations.
6. Individuals or organizations authorized to attend the General Meeting must present the written power of attorney during registration before entering the meeting room.

Article 6. Discussion at the General Meeting

1. Discussions at the General Meeting shall be moderated by the Chairperson and must strictly comply with the provisions of the Company Charter. All discussions must be conducted within the allotted time and limited to matters presented in the approved agenda of the General Meeting. The content must not violate any laws, relate to personal issues, or exceed the authority of the Company.
2. Method of Submitting Questions for Discussion: Delegates wishing to raise questions or participate in discussions may do so by either addressing the Presidium directly or submitting their questions through the electronic voting system. Delegates who wish to speak or debate must raise their hand and may only proceed upon approval from the Presidium. Each delegate is limited to a maximum speaking time of three (03) minutes. All comments must be concise and non-repetitive.
3. The Secretariat shall review and consolidate all discussion topics submitted by the delegates and forward them to the Chairperson for response.
4. Responses to Shareholders' Questions:
 - a) Based on the compiled discussion content from the delegates by the Secretariat, the Chairperson or a designated member shall respond to the questions raised by the delegates.
 - b) Comments and inquiries will be collected and addressed in sequence, and only those raised during the discussion session of the General Meeting will be responded to. In cases where multiple shareholders raise similar questions or comments, the Presidium will consolidate and provide a joint response.
 - c) If time constraints prevent certain questions from being addressed during the Meeting, the Company shall consider and respond to those questions afterward through an appropriate method.

Article 7. Principles and methods of Electronic Voting

1. From the time of receiving the username and password to the electronic voting system, the Shareholder/authorized representative of the Shareholder has the right to access and vote on matters under the authority of the General Meeting of Shareholders in the section "VOTING – ELECTION". At the end of the voting period as specified in the notice of the

electronic voting system, the system will no longer record additional electronic voting results from Shareholders/authorized representatives of Shareholders.

2. **Voting method:** Shareholders/authorized representatives of Shareholders vote on each issue in the meeting agenda. When voting in the form of electronic voting, for each content, the Shareholder/authorized representative of the Shareholder selects one of the three options “Agree”, “Disagree”, “No opinion” on the Voting Form installed in the electronic voting system. After completing all contents that need to be voted on in one voting session, the Shareholder/authorized representative of the Shareholder clicks “**Vote**” to save and send the voting result to the system.

3. **Election voting method:** Each delegate has a total number of voting rights corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of members to be elected to the Board of Directors. Shareholders conduct even cumulative voting or vote by specific number for one or more candidates.

- If voting to accumulate all votes for one or divide votes equally for some candidates, the Shareholder ticks the blank box in the “**Even cumulative vote**” box of the respective candidates.

- If voting by unequal number of votes for multiple candidates, the Shareholder writes the specific number of votes in the “**Number of votes**” box of the respective candidates.

- Note: In the case where the Shareholder both ticks the “**Even cumulative vote**” box and fills in the “**Number of votes**” box, the result will be based on the number of votes in the “**Number of votes**” box.

After completing the ballot, the Shareholder clicks “**Vote**” to save and send the election result to the system. The Shareholder has the right to change the election result. The recorded election result is the final election result saved in the system at the time of the end of electronic voting according to the regulations.

The following ballots shall be considered invalid:

- The number of candidates voted by the Shareholder is greater than the number of Board members approved by the General Meeting of Shareholders.

- The total number of votes cast for candidates by the Shareholder does not match the total number of votes stated on the election ballot.

- The ballot does not vote for any candidate;

For invalid ballots, the electronic voting system will display a warning to the Shareholder. The Shareholder is responsible for adjusting the ballot to be valid. The system will not record invalid ballots and the Shareholder is considered as not participating in the election via the electronic voting system (Ballots not collected).

4. In the event the meeting agenda is supplemented with content proposed by shareholders/shareholder groups in accordance with regulations and approved by the General Meeting of Shareholders, the Shareholder/authorized representative of the Shareholder may proceed with additional voting. If the Shareholders/authorized representatives do not vote additionally, it shall be considered that they did not vote on such content.

5. Shareholders/authorized representatives of Shareholders may change the voting results multiple times but cannot cancel the voting results. The electronic voting system only records the final voting result at the end of each voting period as regulated.

Article 8. Method of Electronic Vote Counting

1. **Voting:** The voting ballots of each Shareholder/authorized representative of the Shareholder are recorded by the system according to: total number of votes for each voting matter, total number of valid votes, invalid votes, number of votes in favor, number of votes against, and number of abstentions.

2. **Election:** The system records the number of election votes for each candidate cast by Shareholders who participated in voting. In the case where the Shareholder selects the “Even cumulative vote” method, the system will automatically divide the pre-set number of votes accordingly among the selected candidates. In the case where the number of votes is uneven among candidates, the system will automatically cancel the fractional part, and the number of votes shall be recorded according to the principle of rounding down. Elected members of the Board of Directors shall be determined based on the number of votes (or voting rights) in descending order, starting from the candidate with the highest number of voting rights until the number of Board members approved by the General Meeting of Shareholders is reached.

3. The Vote Counting Committee is the unit that receives the electronic voting result data to consolidate the voting results..

Article 9. Force Majeure Events

1. During the holding of the General Meeting of Shareholders, force majeure events may occur beyond the control of the Company, such as natural disasters, fire, power outages, loss of Internet connection, or other technical incidents, requests or directives from the Government, state agencies, or other competent authorities... The Company shall mobilize all available resources to overcome the incidents, and the Meeting may continue, but not exceeding 60 (sixty) minutes from the time the incident occurs.

2. In case the force majeure events cannot be resolved for the Meeting to continue within 60 (sixty) minutes, the Chairperson shall declare the Meeting suspended, and all matters that were voted on before the suspension (if any) shall be canceled. These matters shall be re-voted at the next convened General Meeting of Shareholders.

**TNH HOSPITAL GROUP
JOINT STOCK COMPANY**

No: .423/TTr-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

Thai Nguyen, May 26, 2025

PROPOSAL

Re: The introduction of members of the Chairman Board and Vote Counting Committee for the Annual General Meeting of Shareholders in 2025 - TNH Hospital Group Joint Stock Company

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

- Pursuant to the Enterprise Law and documents guiding its implementation;
- Pursuant to the Securities Law and documents guiding its implementation;
- Pursuant to the Charter of Organization and Operation and Internal Regulations on Company Administration of TNH Hospital Group Joint Stock Company

To complete the organizational structure of moderator and vote counting to approve voting issues at the Company's Annual General Meeting of Shareholders in 2025, the Board of Directors proposes that the General Meeting approve the Presidium and the Vote Counting Committee with the following members:

The Presidium of the meeting consists of 03 people:

- + Chairman: Mr. Hoang Tuyen - Chairman of the Board of Directors of the Company
- + Member: Mr. Le Xuan Tan – CEO, Vice Chairman of the Board of Directors of the Company
- + Member: Mr. Ngo Minh Truong - Deputy General Director, Member of the Board of Directors of the Company

The General Meeting's Ballot Counting Committee consists of 02 members:

- + Head of the Committee: Mr. Nguyen Anh Dinh - Shareholder, Deputy General Director of the Company;
- + Member: Mr. Vu Vinh Quang - Shareholder, Head of the Company's Supervisory Board

The rights and obligations of the Ballot Counting Committee will be implemented in accordance with the provisions of law, the Company's Charter, the General Meeting's Regulations and the Company's internal regulations.

We respectfully request that the General Meeting vote to approve the above issue.

Best regards!

Recipient:

- As above.
- Save: Clerical Dept, Legal Affairs, Shareholder's meeting documents.

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

(Signed)

Hoang Tuyen

**TNH HOSPITAL GROUP JOINT
STOCK COMPANY**

No: 424/TTr-HĐQT

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

Thai Nguyen, May 26, 2025

PROPOSAL

**Re: The approval of the agenda of the Annual General Meeting of Shareholders
in 2025 - TNH Hospital Group Joint Stock Company**

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

- Pursuant to the Enterprise Law and documents guiding its implementation;
- Pursuant to the Securities Law and documents guiding its implementation;
- Pursuant to the Charter of Organization and Operation and Internal Regulations on Company Administration;

The Board of Directors (BOD) respectfully submits to the Shareholder's meeting for approval the agenda for the Annual General Meeting of Shareholders in 2025 of the Company, as follows:

TIMELINE	AGENDA <i>(The agenda may change depending on the situation at the Shareholder's Meeting)</i>
PROCEDURES	
8:30 – 9:00	<ul style="list-style-type: none">- Report on the results of shareholder qualification examination;- Opening, declaring the reason and introducing delegates; Instructions on how to vote;- Approval of the Presidium, the Vote Counting Committee, the Shareholder's meeting regulations; Shareholder's meeting Agenda
MEETING AGENDA	
9:00 – 10:20	<p>Discussion and approval of the following matters <i>(detailed issues are presented in the corresponding proposals of the BOD/BOS in the attached meeting documents)</i>:</p> <ol style="list-style-type: none">1. Discuss and approve the audited separate and consolidated financial statements for 2024 of TNH Hospital Group Joint Stock Company;2. Discuss and approve the selection of the auditing unit for the 2025 financial statements of TNH Hospital Group Joint Stock Company;3. Discuss and approve the 2024 business performance report and the 2025 business plan of TNH Hospital Group Joint Stock Company;

TIMELINE	AGENDA <i>(The agenda may change depending on the situation at the Shareholder's Meeting)</i>
	<p>4. Discuss and approve the report of the Board of Directors regarding results of operations in 2024 and direction of operations in 2025;</p> <p>5. Discuss and approve the report on assessment of independent members of the Board of Directors' performance in 2024;</p> <p>6. Discuss and approve the report of the Board of Supervisors regarding the operation results in 2024 and the operation direction in 2025;</p> <p>7. Discuss and approve the remuneration for the Board of Directors and the Supervisory Board members for 2024 of TNH Hospital Group Joint Stock Company;</p> <p>8. Discuss and approve the plan for share issuance to increase charter capital from owner's equity;</p> <p>9. Discuss and approve changes in the company's management structure, changes in the number of members of the Board of Directors and amendment of the Charter of organization and operation;</p> <p>10. Discuss and approve the election of Board of Directors term 2025-2030;</p> <p>11. Discuss and approve the promulgation of the internal regulations on corporate governance of TNH Hospital Group Joint Stock Company (due to the change in the Company's governance structure);</p> <p>12. Discuss and approve the promulgation of the regulation on the operation of the Board of Directors of TNH Hospital Group Joint Stock Company (due to the change in the Company's governance structure);</p> <p>13. Other matters within the authority of the General Meeting of Shareholders (if any).</p>
DISCUSSION, VOTING, AND VOTE COUNTING	
10:20 – 11:00	Discuss the issues of the Agenda
11:00 – 11:40	<p>Voting, counting votes and announcing vote counting result on the contents of the Agenda</p> <p>Elect members of the Board of Directors for the 2025-2030 term; count votes and announce election results.</p>
CLOSING CEREMONY	
11:40-12:00	<p>Read the draft of the meeting minutes and vote to approve the meeting minutes</p> <p>Announcing the results of vote counting through meeting minutes and closing of the Shareholder's meeting</p>

We respectfully request that the Shareholder's meeting vote to approve the above issue. Best regards!

Recipient:

- *As above;*
- *Save: Clerical Dept, Legal Affairs, AGM documents*

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

(Signed)

Hoang Tuyen

PROPOSAL
Approval of the Audited Separate and Consolidated Financial Statements
for 2024 of TNH Hospital Group Joint Stock Company

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

- Pursuant to the Enterprises Law and relevant guiding documents;
- Pursuant to the Law on Securities and relevant guiding documents;
- Pursuant to the Company's Charter and Internal Corporate Governance Regulations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the Audited Separate and Consolidated Financial Statements for 2024 of the Company, which have been audited by Deloitte Vietnam Co., Ltd. A summary of the Company's key financial indicators for 2024 is as follows:

1. Consolidated Financial Statements 2024

Unit: Million dong

Indicator	2023	2024	(%) Incr/decr
Net Revenue	531,949	440,227	-17% ^(*)
Cost of Goods Sold	313,664	319,236	2%
Gross Profit	218,285	120,991	-45%
Profit Before Tax	152,982	51,436	-66%
Profit After Tax	139,223	45,059	-68% ^(**)

Net Revenue by Service Group	2023		2024	
	Amount (Million dong)	Proportion (%)	Amount (Million dong)	Proportion (%)
Medical Examination & Treatment Services	475,643	89.41	437,042	99.28
Bidding Services	-	-	-	-

Net Revenue by Service Group	2023		2024	
	Amount (Million dong)	Proportion (%)	Amount (Million dong)	Proportion (%)
Investment Real Estate	2,212	0.42	1,616	0.36
Investment Cooperation	-	-	1,237	0.28
Others	54,094	10.17	332	0.08
Total	531,949	100	440,227	100

Gross Profit by Service Group	2023		2024	
	Amount (Million dong)	Proportion (%)	Amount (Million dong)	Proportion (%)
Medical Examination & Treatment Services	217,637	99.70	118,477	97.92
Bidding Services	-	-	-	-
Investment Real Estate	604	0.28	945	0.78
Investment Cooperation	-	-	1,237	1.02
Others	44	0.02	332	0.27
Total	218,285	100	120,991	100

2. Seperate Financial Statements 2024:

Unit: Million dong

Indicator	2023	2024	(%) Incr/Decr
Net Revenue	531,949	440,227	-17% ^(*)
Cost of Goods Sold	313,664	319,236	2%
Gross Profit	218,285	120,991	-45%
Profit Before Tax	159,875	52,456	-67%
Profit After Tax	146,117	46,079	-68% ^(**)

(*) TNH's revenue in 2024 decreased by 17% compared to 2023, as in 2023 the company recorded an additional VND 54,050 billion from a land use rights transfer transaction to TNH Lang Son General Hospital JSC. Excluding this real estate transaction, revenue from medical examination and treatment activities alone in 2024 declined by approximately 8% year-on-year. This was due to two hospitals in Thai Nguyen province being affected by prolonged impacts of Typhoon Yagi (Typhoon No. 3), which directly influenced the number of patients seeking medical care. Additionally, changes in customer behavior, including tightened spending following a challenging economic period, further contributed

to the decline. Although TNH Viet Yen Hospital contributed to the company's total revenue, its revenue efficiency remains low.

(**) In 2024, cost of goods sold increased significantly as TNH Viet Yen Hospital was in its initial operational phase. Corporate management expenses also rose due to business expansion and efforts to standardize the organizational structure, directly impacting the Group's gross profit.

(For more details, please refer to the 2024 Business Performance Report and the 2025 Business Plan in the Proposal No. 427/TTr-HDQT dated 26/05/2025.)

Gross Profit by Service Group	2023		2024	
	Amount (Million dong)	Proportion (%)	Amount (Million dong)	Proportion (%)
Medical Examination & Treatment Services	475,643	89.41	437,042	99.28
Bidding Services	-	-	-	-
Investment Real Estate	2,212	0.42	1,616	0.36
Investment Cooperation	-	-	1,237	0.28
Others	54,094	10.17	332	0.08
Total	531,949	100	440,227	100

Gross Profit by Service Group	2023		2024	
	Value (Million dong)	Proportion (%)	Value (Million dong)	Proportion (%)
Medical Examination & Treatment Services	217,637	99.70	118,477	97.92
Bidding Services	-	-	-	-
Investment Real Estate	604	0.28	945	0.78
Investment Cooperation	-	-	1,237	1.02
Others	44	0.02	332	0.27
Total	218,285	100	120,991	100

Detailed information is available in the attached financial statements.

The Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve the above matter.

Sincerely,

Recipients:

- As stated above.
- Archives: Clerical Office, Legal Affairs, AGM documents.

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

(Signed)

Hoang Tuyen

**TNH HOSPITAL GROUP JOINT
STOCK COMPANY**

No.: 426/TTr-BKS

**THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Thai Nguyen, May 26, 2025

SUBMISSION

***Approving the selection of an auditing unit for the 2025 Financial Statements of
TNH Hospital Group Joint Stock Company***

To: General Meeting of Shareholders of TNH Hospital Group JSC

- *Pursuant to the Law on Enterprises and detailed regulations and implementation instructions.*
- *Pursuant to the Law on Securities and detailed regulations and implementation instructions.*
- *Pursuant to the Company's Charter of Organization and Operation and Internal Management Regulations.*

The Company's Board of Supervisors respectfully proposes that the General Meeting of Shareholders authorize the Company's Board of Directors to select DELOITTE VIETNAM COMPANY LIMITED (DELOITTE) - an official member of a foreign auditing firm to audit the Company's 2025 Financial Statements.

We respectfully request that the Congress vote to approve the above issue.

Best regards!

Recipient:

- *As above.*
- *Save: Clerical Dept, Legal Affairs, AGM documents.*

**O/B. SUPERVISORY BOARD
HEAD OF SUPERVISORY BOARD**

(signed)

Vũ Vinh Quang

**TNH HOSPITAL GROUP JOINT
STOCK COMPANY**

No: 427/TTr-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Thai Nguyen, May 26, 2025

PROPOSAL

**Approval of the 2024 Business Performance Report and the 2025 Business
Plan of TNH Hospital Group Joint Stock Company**

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

- *Pursuant to the Law on Enterprise and its guiding documents.*
- *Pursuant to the Company's Charter and Internal Governance Regulations.*

The Board of Directors respectfully submits for the approval the 2024 Business Performance Report and the 2025 Business Plan of the company.

The detailed contents of the Report and Plan are attached to this proposal.

We kindly request the General Meeting to review and vote on the above matter.

Sincerely!

Recipients:

- As stated above.
- To be archived: Office, Legal Department, General Meeting records.

**ON BEHALF OF THE BOD
CHAIRMAN OF THE BOARD**

Hoang Tuyen

**TNH HOSPITAL GROUP
JOINT STOCK COMPANY**

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**REPORT 2024 BUSINESS PERFORMANCE REPORT RESULTS
&
2025 BUSINESS PLAN TARGETS**

Thai Nguyen, May 2025

Thai Nguyen, May 26, 2025

**REPORT OF 2024 BUSINESS PERFORMANCE REPORT RESULTS
AND 2025 BUSINESS PLAN TARGETS**

Dear Esteemed Delegates and Shareholders,

In 2024, despite facing numerous challenges, the concerted efforts of the entire political system, along with the unity, trust, and support of the people and the business community, have led to the implementation of various solutions to overcome difficulties, promote growth, and maintain macroeconomic stability and key economic balances. As a result, our national economy has achieved positive outcomes, with growth across all business sectors. Amid this general upward trend, TNH Hospital Group Joint Stock Company (TNH) has also made significant progress, expanding both in scale and depth. This development has further reinforced the company's reputation and brand in the field of healthcare services.

Leveraging its existing strengths in human and material resources, the company has continued providing medical examination and treatment services at Thai Nguyen International Hospital and TNH Pho Yen Hospital while also bringing TNH Viet Yen Hospital into operation in November 2024. In 2024, TNH also commenced construction of TNH Lang Son Hospital, which is expected to have a capacity of 300 beds, and proceeded with the Phase 3 expansion of Thai Nguyen International Hospital and the Phase 2 expansion of TNH Pho Yen. Simultaneously, the company has been exploring investments in new projects, including TNH Hanoi Hospital, a project in Da Nang, and a specialized Eye Hospital. All TNH hospitals are strategically located in highly populated areas and large industrial zones, with a workforce of hundreds of thousands of people. TNH expects these new projects to build upon the success of its existing hospitals and become trusted healthcare providers for people in these regions.

Throughout the implementation process, the company has consistently received support from banks through project co-financing and working capital supplementation to sustain business operations. Additionally, local authorities at all levels have provided strong backing for TNH's initiatives. At the same time, the unity and determination of the company's leadership and employees-especially highly skilled and experienced doctors and nurses-have played a crucial role in achieving the set goals and successfully executing the company's plans.

The company's leadership is fully aware of its responsibility to shareholders, ensuring that all management activities closely align with the resolutions of the 2024 General Meeting of Shareholders. The primary goal remains achieving sustainable

growth while maximizing profitability. During this Annual General Meeting, shareholders will review the implementation of key tasks in 2024, set strategic directions, and establish solutions for executing the 2025 business plan.

PART I

EVALUATION OF THE IMPLEMENTATION OF THE 2024 BUSINESS PLAN

I. Regarding the Implementation of Professional and Technical Operations:

In 2024, the TNH hospital system consistently ensured compliance with hospital professional regulations. All professional procedures were developed and issued based on the standard guidelines of the Ministry of Health. At the same time, the hospitals effectively implemented specialized protocols, improved patient reception services, and optimized medical examination and treatment processes to be more efficient and time-saving. The monitoring of technical procedures and professional regulations was conducted regularly and continuously, with specific issues addressed during daily briefings. As a result, errors and mistakes were promptly detected and corrected, preventing any systemic failures from occurring.

TNH hospitals have played a vital role in providing quality healthcare services, reducing the burden on public hospitals, and delivering high-quality, patient-centered medical care with dedication to the health of patients and the community.

In 2024, TNH recorded a total of 556,414 outpatient visits and 35,796 inpatient admissions across its hospital system. Specifically: Thai Nguyen International Hospital: 425,486 outpatient visits and 23,669 inpatient admissions. TNH Pho Yen Hospital: 124,592 outpatient visits and 11,798 inpatient admissions. TNH Viet Yen Hospital, which officially commenced operations on November 6, 2024, recorded 6,336 outpatient visits and 329 inpatient admissions as of December 31, 2024.

Key Professional Performance Indicators of TNH in 2024:

No	Content	Implement	Plan	Plan Completion Rate (%)
1	Total Number of Medical Examinations	556,414	527,302	106
2	Number of Plan bed	700	550	127
3	Actual Number of Hospital Beds	511	598	85,5
4	Bed Utilization Rate (%)	73	115	85,5
5	Total Number of Inpatients Treated	35,796	39,105	92

No	Content	Implement	Plan	Plan Completion Rate (%)
6	Total Number of Surgeries and Procedures	299,788	303,369	99
7	Total Number of X-ray Scans	148,353	160,825	92
8	Total Number of CT Scans	12,670	16,038	79
9	Total Number of MRI Scans	17,861	21,225	84
10	Total Number of Ultrasound Scans	183,451	186,722	98
11	Total Number of Functional Diagnostic Tests	56,246	87,400	64
12	Laboratory Department	1,496,860	1,900,661	79
13	Total Number of ENT Endoscopies	10,927	16,398	67
14	Total Number of Gastrointestinal Endoscopies	52,247	51,635	101

In 2024, due to the challenging economic conditions and inflationary pressures, some professional performance indicators did not fully meet the planned targets. However, the company's leadership and staff made continuous efforts to enhance medical examination and treatment quality, strengthen patient care, and improve technical supervision as well as healthcare staff's communication and service skills. Throughout the year, the majority of patients seeking medical services were covered by health insurance, with a diverse range of medical conditions. Many critically ill internal medicine patients received timely and effective emergency treatment. The hospital also maintained a strong surgical capacity, particularly excelling in laparoscopic surgery, which significantly reduced patient recovery time and improved treatment outcomes.

2. Regarding Business Operations:

Implementation of the 2024 Business Plan:

Criteria	Unit	Plan 2024	2024 Performance	Performance 2024/Plan 2024 (%)
Net Revenue	Million VND	540,000	440,227	81,52
Profit After Tax	Million VND	155,000	45,059	29,07

The company's net revenue in 2024 reached over VND 440 billion, achieving 81.5% of the set target, while the after-tax profit only reached 29.1% of the plan. During the year, the company focused its resources on putting the TNH Viet Yen Hospital project into operation from November 1, 2024. The company also implemented various policies to attract high-quality human resources, while simultaneously adjusting income levels across all positions based on job roles and work performance. These adjustments were made to align with the company's business situation and the government's increase in the base salary starting July 1, 2024. In addition, Thai Nguyen International Hospital and TNH Pho Yen Hospital were affected by prolonged impacts of Typhoon Yagi (Storm No. 3) in the third quarter of 2024, leading to a decrease in the number of patients for both outpatient and inpatient services, which also negatively impacted annual revenue.

BUSINESS PERFORMANCE RESULT

Criteria	Unit	2023	2024	(%) increase/decrease
Net revenue	Million VND	531,949	440,227	-17%
COGS	Million VND	313,664	319,236	2%
Gross profit	Million VND	218,285	120,991	-45%
Profit before tax	Million VND	152,982	51,436	-66%
Profit after tax	Million VND	139,223	45,059	-68%

In 2024, TNH recorded net revenue of over VND 440 billion, a decrease of 17.24% compared to its 2023 revenue (after excluding the land use rights transfer revenue from TNH to TNH Lang Son in 2023, the revenue in 2024 only declined by just over 8%). Meanwhile, gross profit in 2024 reached over VND 120 billion, down 44.57% compared to the previous year. Profit before tax dropped by 66.38%, and profit after tax decreased by 67.63%. Additionally, selling expenses increased by 45%, and general and administrative expenses rose by 44% compared to 2023. This was due to the expansion of operations, which required the addition of several key executive positions to manage the operations of the Group and its hospitals. At the same time, the company enhanced its training and development efforts by organizing more training courses and workshops for its core leadership and management teams. Staff were also sent to participate in

training programs aligned with the Group's overall strategic direction, leading to additional expenses compared to the same period in 2023.

Business performance at hospitals is as follows

- At Thai Nguyen International Hospital:

Unit: million VND

Criteria	2023	2024	(%) decrease/increase
Net revenue	379,921	326,158	-14%
Cost of goods sale	236,902	214,831	-9%
Gross Profit	143,019	111,327	-22%
Profit Before Tax	95,381	57,842	-39%
Profit After Tax	85,097	52,414	-38%

In 2024, Thai Nguyen International Hospital recorded a net revenue of approximately VND 326 billion, a 14% decrease compared to 2023. The primary reason for this decline was a drop in the number of patients seeking medical examination and treatment during the period affected by Typhoon Yagi (Storm No. 3), which brought prolonged adverse weather conditions to the northern provinces. The hospital is currently taking steps to review and optimize operational efficiency and strengthen its medical services in order to improve financial performance in the upcoming period.

- At TNH Pho Yen Hospital:

Unit: Million VND

Criteria	2023	2024	(%) decrease/increase
Net revenue	152,027	111,937	-26%
Cost of goods sale	76,745	89,799	+17%
Gross Profit	75,281	22,138	-71%
Profit Before Tax	65,006	13,544	-79%
Profit After Tax	61,532	12,595	-80%

In 2024, TNH Pho Yen Hospital recorded net revenue of VND 111.9 billion, a 26% decrease compared to 2023, with post-tax profit reaching only VND 12.6 billion. The main reason was a shift in the local population structure, with a sharp decline in the number of patients in the Pho Yen area due to significant impacts from industrial zone operations. Labor demand in industrial zones, especially from foreign-invested enterprises, showed a downward trend. Additionally, external factors such as prolonged unfavorable weather affected the demand for medical services, particularly in the third quarter of 2024. At the same time, increased operating and cost of goods sold pressures, coupled with declining revenue, significantly impacted overall financial performance

- At TNH Viet Yen Hospital:

Unit: million VND

Criteria	2023	2024	(%)decrease/increase
Net revenue	-	2,132	100%
Cost of goods sale	16	14,606	-93%
Gross Profit	-16	-12,474	-79%
Profit Before Tax	-512	-18,930	-4%
Profit After Tax	-512	-18,930	-4%

TNH Viet Yen Hospital began generating revenue following its official launch on November 6, 2024, with total revenue for the year reaching VND 2.1 billion. However, the hospital is still in its early stage of infrastructure investment, organizational development, service deployment, and patient acquisition. As a result, financial performance currently reflects a loss. Initial operating expenses during the early phase of operations have had a short-term impact on the Group's business results. Nevertheless, this is expected to improve significantly once the hospital reaches its break-even point and stabilizes operations. Losses incurred in the early stages are anticipated to be gradually offset, laying the foundation for the Group's long-term sustainable growth.

3. Investment and Project Implementation Status

Project Implementation Progress

❖ TNH Pho Yen Hospital

Phase I of the TNH Pho Yen Hospital Project was completed and officially put into operation in December 2019. Since its launch, the hospital has gained trust and satisfaction from patients, achieving relatively stable business performance. Currently, Phase I's capacity adequately meets the healthcare needs of the local population, with no signs of overloading. To ensure project progress and align with actual implementation and public demand, thereby maximizing economic efficiency, the company proposed an adjustment to Phase II. Following approval from the 2024 Annual General Meeting of Shareholders, TNH is now processing the investment policy adjustment to reduce Phase II capacity from 150 beds to 50 beds. This adjustment aligns with the company's actual operations and prevailing conditions, supporting the socialization of healthcare, public health improvement, and socio-economic development in Thai Nguyen Province.

❖ TNH Viet Yen Hospital

Construction of the hospital began in early February 2023. After more than a year of implementation, on November 1, 2024, the hospital received operating approval from the Ministry of Health and officially commenced medical examination and treatment services on November 6, 2024, with a capacity of 150 beds. This facility is designed to

meet the healthcare needs of the people in Bac Giang Province and surrounding areas. Shortly after opening, the number of patients seeking medical care steadily increased. By March 1, 2025, the hospital successfully implemented health insurance-covered medical services. The company's leadership is optimistic and confident that patient volume will continue to grow significantly in the future.

❖ Thai Nguyen International Hospital

Currently, both phases of the project have been fully completed and are operating stably, delivering significant socio-economic benefits. Following approval from the 2024 Annual General Meeting of Shareholders, the project is approved the investment policy adjustment approval from the People's Committee of Thai Nguyen Province. Phase III of the Thai Nguyen International Hospital Project is being developed to expand specialized departments and establish high-quality medical service centers. This initiative aims to support the socialization of healthcare, addressing the economic, political, and social needs of the local community.

❖ TNH Lang Son Hospital

TNH Lang Son Hospital Joint Stock Company officially became a subsidiary of TNH Hospital Group JSC in late December 2023. Currently, TNH holds an 84.5% ownership stake in this subsidiary, which was established to invest in and develop TNH Lang Son Hospital. The project commenced construction in late February 2024. The hospital is planned to be a 10-story facility with 300 beds, implemented in two phases. It is designed as a general hospital, aiming to meet the healthcare needs of residents in Lang Son Province and surrounding areas.

To date, the project has completed the procedures for adjusting the planning from 5 floors to 9 above-ground floors and 1 basement level. The adjusted construction permit has been issued, and subsequent construction phases are being carried out. After more than a year of implementation, the project has completed the structural works, plastering and finishing, as well as the installation of electrical, water supply, air conditioning, and ventilation systems from the basement up to the 8th floor.

❖ TNH Ha Noi Hospital

In 2024, TNH Hospital Group JSC participated in an additional capital contribution during a share offering to existing shareholders of TNH Hanoi Hospital JSC, maintaining its 10% ownership stake. This affiliated entity was established to invest in and develop a hospital project in Nam Thang Long Urban Area (Ciputra), Hanoi. The implementation of the project will help meet the healthcare needs of residents in the urban area in particular, as well as surrounding regions. It will also contribute to attracting and training high-quality human resources to support the development of TNH's satellite hospitals.

4. Improvements in Workforce Structure, Policies, and Management

❖ Improvements in Workforce Structure

Along with the expansion of projects, the company has strengthened recruitment efforts to meet the staffing demands of its new hospitals. However, to ensure operational efficiency, the focus has been on quality over quantity. Throughout the year, the company conducted multiple recruitment drives, prioritizing candidates with experience and specialized expertise. The hiring process was carried out through a clear and rigorous selection procedure, ensuring that newly recruited personnel possess the necessary skills, qualifications, and professional knowledge to fulfill their assigned roles. Additionally, the company has standardized job position frameworks based on competency and responsibilities, leading to more scientific and efficient workforce allocation and management compared to previous years.

Compared to 2023, the TNH workforce saw a significant increase in 2024, mainly to prepare human resources for the opening of TNH Viet Yen Hospital. The educational qualifications of TNH employees have improved considerably. The proportion of employees with university and postgraduate degrees rose from 44.46% to 52.09% of the total workforce, marking an increase of over 7% compared to 2022. Meanwhile, employees with college and vocational training accounted for 39.95%, reflecting a 6% decrease from 2023. This trend highlights the continuous improvement in workforce quality at TNH, reinforcing the company's commitment to developing human capital—a key factor in its growth and economic expansion.

❖ **Improvement in Policies**

To enhance professional activities and improve the quality of medical examinations and treatments, the company has signed professional cooperation agreements with various healthcare facilities throughout the year. These collaborations mark a significant transformation and elevate the service quality of the hospital system, strengthening training partnerships to develop a high-quality workforce. Additionally, the company has introduced new and advanced medical services and implemented inter-hospital online consultations. Moving forward, it will continue to expand key services and address existing limitations to further improve healthcare quality for the community.

Regarding salary and bonus policies, the company consistently maintains a competitive salary structure compared to other healthcare enterprises in the region and the market. In the near future, TNH plans to further standardize and optimize its salary and bonus framework, aligning compensation with employee performance, work efficiency, and individual contributions to the company. At the same time, these policies will strictly comply with legal regulations on wages and bonuses, ensuring they motivate productivity growth and contribute to the company's sustainable development.

The company strictly adheres to procedures and regulations in implementing employee benefits and policies, ensuring that workers' rights are fully protected in compliance with legal requirements. By streamlining administrative processes, TNH aims to reduce bureaucracy, allowing employees to focus more on their professional duties while ensuring their benefits and entitlements are safeguarded.

TNH has organized various team-building activities, such as arranging trips for employees and their families to domestic and international tourist destinations, including China, Taiwan, and Singapore. Additionally, the company rewards the children of employees who achieve outstanding academic performance on special occasions like International Children's Day and the Mid-Autumn Festival.

Regarding reward and disciplinary policies, the company has established and implemented a uniform system across all TNH healthcare facilities. Employees who make significant contributions to the company's growth are recognized, commended, and rewarded in a timely manner. Conversely, in cases of violations, the company applies appropriate disciplinary measures based on the nature and severity of the infraction, ensuring that each individual has the opportunity to improve and grow professionally.

❖ **Improvement in management**

Currently, TNH hospitals manage the quality of medical examination and treatment services based on the Vietnam Hospital Quality Standards, which include 83 criteria set by the Ministry of Health. In 2024, the company's hospitals have regularly organized training sessions, evaluations, and nursing skill competitions, in order to enhance professional responsibility, improve medical expertise, uphold ethical standards, and strengthen communication culture. By doing so, TNH seeks to increase patient satisfaction and promote greater professionalism in medical practice and patient care.

To further enhance hospital quality and efficiency in 2025, TNH aims to develop a comprehensive hospital brand identity, strengthen public awareness, and promote its image through hospital websites, mass media, social media platforms, and internal communication systems. The company is committed to improving the quality of medical services, implementing a unified evaluation system, and expanding customer care initiatives. Additionally, TNH will streamline patient feedback processes to enhance customer satisfaction. Moreover, continuous professional training for medical staff will be prioritized, enabling the implementation of new advanced medical techniques to meet the growing demand for high-quality healthcare services.

On Management and Operations Capabilities, aiming to become one of Vietnam's leading private healthcare systems. In early December 2024, the company organized a training program titled "Sustainable Success for Shared Benefits" to foster and improve the management skills of its leadership team. This initiative aimed to strengthen awareness of management systems and enhance communication skills at both individual and organizational levels, particularly for young leaders, enabling them to handle situations flexibly and adapt to the company's growth in the context of globalization. As Vietnam's healthcare sector faces both opportunities and challenges, TNH has also sent senior executives to attend strategic pricing courses. These training programs are

designed to develop pricing mechanisms and enterprise management strategies, shaping the company's business strategy and enhancing its competitiveness in the market.

Building on the company's established corporate culture, TNH launched a training program in 2024 focused on "Appearance – Conduct – Communication" standards. This training initiative aims to foster a more welcoming and professional healthcare environment, enhancing patient satisfaction while motivating and inspiring employees across the organization.

In the coming period, the company will continue to enhance financial management and human resource administration among its leadership team. TNH will also fully integrate technological advancements and management software into business operations, promoting cost-saving practices. These efforts aim to create a more professional work environment, encourage continuous learning, and support employees in advancing their expertise and skills.

5. Human Resources, Training and Scientific Research

The quality of human resources is one of the key factors determining the company's development. Therefore, TNH prioritizes building a professional workforce as a core objective in its growth strategy.

- Average workforce size over the past three consecutive years

Table: Workforce Structure in 2022, 2023 and 2024

No	Criteria	Unit	Year 2022		Year 2023		Year 2024	
			Amount	Proportion (%)	Amount	Proportion (%)	Amount	Proportion (%)
I	By Qualification Level							
1	University and Postgraduate Degree	People	289	44.88	318	49.46	412	52.09
2	College and Vocational Training	People	323	50.16	300	46.66	316	39.95
3	Elementary Level and Technical Workers	People	0	0.00	1	0.16	0	0.00
4	Unskilled Labor	People	32	4.97	24	3.73	63	7.96
II	By Employment Category							
1	Direct Labor	People	495	76.86	528	82.12	644	81.42
2	Indirect Labor	People	149	23.14	115	17.88	147	18.58
III	By Gender							

1	Male	People	182	28.26	181	28.15	242	30.59
2	Female	People	462	71.74	462	71.85	549	69.41
	Total	People	644	100	643	100	791	100

Throughout its operations, the company remains committed to the well-being of its employees by ensuring both material and cultural support. TNH also strictly adheres to legal regulations and internal policies to protect employee rights and benefits.

TNH has placed strong emphasis on human resource training and development in recent years. In 2024, the company continued to allocate resources to fully cover training costs for its medical staff, enabling them to enhance their expertise through programs at top medical institutions, such as Hanoi Medical University, Thai Nguyen University of Medicine, and central hospitals. Additionally, many medical doctors who completed residency training programs were assigned to TNH Viet Yen Hospital, contributing to the improvement of medical service quality at the facility.

To build a strong workforce for new projects, especially TNH Viet Yen Hospital, the company has implemented policies to attract young professionals and recent graduates. These individuals are provided with mentorship and training from the beginning, helping them develop professional skills, refine expertise, and establish a strong work ethic. Additionally, TNH regularly organizes conferences, seminars, and specialized workshops, creating opportunities for doctors and medical staff to exchange experiences, discuss real-case scenarios, and share solutions for medical challenges encountered in their work.

TNH regularly organizes internal training programs, soft skills workshops, and corporate culture development activities. These initiatives foster trust, openness, and collaboration in the workplace, contributing to the creation of a professional and engaging work environment. By promoting innovation, dedication, and employee commitment, TNH strengthens its workforce and enhances overall work efficiency and job satisfaction.

6. Community Engagement Activities

Community health care is a core policy within the company's development strategy. TNH actively disseminates valuable health information through mass media, raising awareness about disease prevention and timely treatment measures. These efforts help the public access essential medical knowledge, improve health literacy, and promote greater awareness of personal, family, and community health care.

In addition to providing quality healthcare services, TNH is also a leading supporter of humanitarian efforts, charitable activities, and gratitude programs. These initiatives reflect the company's commitment to contributing to a better and more fulfilling life for the community.

Charitable activities that support and assist disadvantaged individuals have become a core cultural value of the company over the years. These initiatives reflect TNH's commitment to social responsibility and community support.

Throughout the year, TNH organized several free medical check-up and consultation programs for students in remote mountainous areas who face difficult living conditions. Additionally, in response to the severe impacts of Typhoon No. 3, the company swiftly assisted local authorities in disaster relief efforts, helping to mitigate the effects of floods. TNH also provided timely support to its employees affected by the storm, ensuring they could quickly stabilize their lives and resume work.

As a private enterprise operating locally, TNH maintains regular collaboration with local authorities and actively supports and participates in government initiatives. The company fulfills all mandatory contributions and voluntarily provides additional financial support to help fund local community programs and development efforts.

In addition, TNH has launched various humanitarian and charitable initiatives to support disadvantaged individuals. As part of these efforts, the company's leadership has decided to donate health insurance cards to underprivileged residents in Thai Nguyen Province through the Thai Nguyen Social Insurance Agency.

PART II

2025 BUSINESS PLAN AND IMPLEMENTATION STRATEGIES

With the growing demand for healthcare services in the Northeastern provinces, along with macroeconomic challenges, inflation, and ongoing changes in the healthcare industry, TNH Hospital Group JSC has set the following business objectives and plans for 2025:

2025 Business Plan:

Unit: Million VND

Content	Budget 2025	2024 Actual	% Budget 2025 Vs 2024 actual
GOR	620,000	440,227	41%
Depreciation and allocation	115,931	75,734	53%
Interest expense	39,969	18,073	121%
Net Profit	31,359	45,059	-30%
EBITDA	189,260	145,243	30%
Net margin	5%	10%	

Unit: Million VND

Revenue by Hospital	Budget 2025	2024 Actual	% Budget 2025 Vs 2024 actual
Majeure hospitals	510,000	438,095	16%
	375,000	326,158	15%
Thai Nguyen International Hospital			
TNH Pho Yen Hospital	135,000	111,937	21%
New hospitals	110,000	2,100	
TNH Viet Yen Hospital	110,000	2,132	
Total	620,000	440,227	41%

Unit: Million VND

EBITDA by Hospital(*)	Budget 2025	2024 Actual	% Budget 2025 Vs 2024 actual
Majeure hospitals	213,435	170,734	25%
Thai Nguyen International Hospital	169,000	131,696	28%
TNH Pho Yen Hospital	44,434	39,038	14%
New hospitals	20,550	(9,066)	
TNH Viet Yen Hospital	20,550	(9,066)	
Under construction hospital	(9,300)	-	
TNH Lang Son Hospital	(9,300)	-	
Coporate-level Management cost	(35,424)	(16,425)	
Total	189,260	145,243	30%

EBITDA: Earnings Before Interest, Taxes, Depreciation, Amortization, and Prepaid Expense Allocation.

Unit: Million VND

Net profit	Budget 2025	2024 Actual	% Budget 2025 Vs 2024 actual
Majeure hospitals	130,003	65,009	100%
Thai Nguyen International Hospital	114,319	52,414	118%
TNH Pho Yen Hospital	15,684	12,595	25%
New hospitals	(53,920)	(18,930)	
TNH Viet Yen Hospital	(53,920)	(18,930)	
Under construction hospital	(9,300)	-	
TNH Lang Son Hospital	(9,300)	-1,020	
Coporate-level Management cost	(35,424)	(16,425)	
Total	31,359	45,059	-30%

In 2025, the company will continue to invest in additional medical equipment and introduce new technical services across its three operational facilities. These efforts aim to meet the growing healthcare demands of residents in Thai Nguyen, Bac Giang, and neighboring provinces. Additionally, TNH will maintain strong revenue and cost management practices to ensure stable profitability and sustained growth in 2025, especially following the full operation of TNH Viet Yen Hospital.

At the same time, the company will continue investing in key projects, including: TNH Lang Son Hospital Project, Phase 3 of Thai Nguyen International Hospital, Phase 2 of TNH Pho Yen Hospital, a hospital project in Da Nang,...

• **Implementation Solutions:**

To achieve the goals of revenue growth, improved profit margins, enhanced quality of medical examination and treatment, and continued expansion of operations across various provinces nationwide, the company's Board of Directors has developed the following key solutions:

- Enhancing the quality of medical services at existing hospitals through the implementation of specialized clinics for managing chronic diseases; improving the effectiveness of screening, pre-examination, and consultation for inpatients.

- Deploying a variety of advanced and specialized technical services, while boosting off-site health check-up activities combined with promoting the image of the hospitals and the corporation. This includes strengthening periodic health check-ups and occupational health examinations at organizations and units with a focus on quality and effectiveness. Additionally, a health management system will be developed for customers and organizations who have received healthcare services within the TNH system.

- Focusing on the development of human resources and improving the company's management capacity. This involves formulating and implementing policies to attract talent, creating a competitive and appealing work environment to retain high-quality personnel.

- Training and scientific research activities will be conducted with a focus on practicality, effectiveness, and depth, concentrating on grassroots, provincial, and ministerial-level projects. The company's Training and Scientific Research Center plays a central role in organizing training for doctors, nurses, technicians, and midwives, and issuing continuous training certificates as per regulations. Technical and professional cooperation will be strengthened through contracts with central and local hospitals.

- Enhancing the effectiveness of the corporation's business activities by issuing policies that encourage both professional and financial performance linked to actual results, while ensuring service and professional quality meets customer expectations. The company also aims to diversify methods of hospital fee collection, health check-ups, and medical insurance, and to expand its market collaborator network to increase revenue. At the same time, it will focus on implementing cost-saving measures, optimizing resources, and preventing losses and waste across the entire system.

- Accelerate digital transformation in management and operations to enhance customer experience. Promote the application of HIS - EMR - PACS software systems, complete the implementation of the electronic medical record (EMR) project at

hospitals, and optimize patient flows for both inpatient and outpatient services. Deploy a customer experience evaluation system integrated across the website, mobile app, social media platforms, and post-visit customer care.

- Promote investment and development of strategic projects, ensuring progress and quality in the implementation of key projects such as TNH Lang Son Hospital, Phase 3 of Thai Nguyen International Hospital, TNH Hanoi Hospital project, among others.

Above is the report on the 2024 Business Production and Trading Results and the 2025 Business Production and Trading Plan of TNH Hospital Group Joint Stock Company. With the determination and dynamism of all employees, the company is confident that it will achieve the set goals and attain great successes in 2025.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF THE BOD
CHAIRMAN OF THE BOARD**

Receipt:

- General Meeting of Shareholders
(to report);
- Save: Internal administration,
congress records.

(signed)

Hoang Tuyen

No: 428/TTr-HDQT

Thai Nguyen, May 26, 2025

**REPORT OF THE BOARD OF DIRECTORS
Regarding results of operations in 2024 and direction of operations in 2025**

To: General Meeting of Shareholders of TNH Hospital Group JSC

- Pursuant to the Law on Enterprises and its implementing documents;
- Pursuant to the Charter of Organization and Operation and Internal Regulations on Corporate Governance.

The Board of Directors (BOD) reports to the Company's General Meeting of Shareholders on the Company's operating results in 2024 and the operating plan for 2025 as follows, respectfully requesting the General Meeting to vote for approval.

I. INFORMATION ON MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company plays an important role in deciding the Company's development strategies and policies. To ensure the Board of Directors operates effectively, in 2024, the Board of Directors of the Company has changed its composition and number according to the requirements of the organization and operation. From January 1, 2024 to December 31, 2024, the Board of Directors of the Company consists of the following members:

No.	Member's name	Position/Title	Note
1.	Mr. Hoang Tuyen	Chairman of the Board of Directors	
2.	Mr. Le Xuan Tan	Vice Chairman of the Board of Directors, CEO	
3.	Mr. Nguyen Van Thuy	Member of the Board of Directors, Deputy General Director	
4.	Mr Tran Thien Sach	Member of the Board of Directors, Deputy General Director	
5.	Mr. Vu Hong Minh	Independent, non-executive member of the Board of Directors	
6.	Mr. Nguyen Xuan Don	Non-executive member of the Board of Directors	Dismissed on June 28, 2024
7.	Mr. Ly Thai Hai	Independent, non-executive member of the Board of Directors	
8.	Mr. Ngo Minh Truong	Member of the Board of	Appointed by the

No.	Member's name	Position/Title	Note
		Directors, Deputy General Director	General Meeting of Shareholders on June 28, 2024
9.	Ms. Nguyen Thi Thuy Giang	Member of the Board of Directors	Appointed by the General Meeting of Shareholders on June 28, 2024
10.	Mr. Romeo Fernandez Lledo	Independent, non-executive member of the Board of Directors	Appointed by the General Meeting of Shareholders on December 27, 2024

II. RESULTS OF OPERATIONS IN 2024

1. Regarding the executive and governance activities of the BOD

The Board of Directors has chaired and successfully organized the 2024 Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders and 31 Board of Directors meetings to approve the contents of implementing plans and strategies to build and develop the Company's business plan; financial issues, equipment investment and infrastructure construction to serve the business purposes of the Hospital.

The Board of Directors convened the General Meeting of Shareholders, drafted the meeting agenda, announced and organized the 2024 Annual General Meeting of Shareholders on June 28, 2024 and the 2024 Extraordinary General Meeting of Shareholders on December 27, 2024. The Board of Directors directed the Executive Management Board to fully implement the contents approved by the General Meeting of Shareholders. At the same time, closely following the fluctuations in the economy and market prices, organizing many meetings to direct the Executive Management Board to develop production and business plans in accordance with the fluctuations in the economy and prices of materials and services.

The Board of Directors has organized meetings in appropriate forms for the Hospital Executive Management to report on professional activities and the Executive Management Board to report on the Company's governance situation.

The Company's governance activities are in accordance with the Corporate Governance Regulations, the Company's Charter, the Board of Directors' Operating Regulations, and the implementation of the contents approved by the Board of Directors in the issued Resolutions or Board of Directors' meetings is regularly monitored, urged, and inspected. The approved Resolutions are assigned by the Board of Directors to the Executive Management Board for implementation and reporting to the Board of Directors. In other cases, the Board of Directors' decisions are made into Resolutions and assigned to

relevant responsible units and individuals for implementation. Under the direction of the Board of Directors, quarterly business results are regularly updated to investors and shareholders of the company through direct meetings, online meetings, emails, etc. and provide answers, support, and record feedback from shareholders and investors.

In October 2024, the Board of Directors successfully directed implementation and issuance of shares to existing shareholders to increase charter capital. During the year, the company always ensured the rights of shareholders with a policy of paying dividends regularly every year and maintaining at 15%. In 2024, the company paid the 2022 dividend in January 2024 and completed the 2023 dividend payment in December 2024, ensuring the correct progress and time as prescribed. In addition, the Board of Directors of the company directed the successful implementation of the additional public offering of shares to existing shareholders with a total revenue of over 152 billion VND.

On March 24, 2025, the Company repurchased 48,000 shares from employees who had resigned, in accordance with the 2022 Employee Stock Option Plan, to be recorded as treasury shares in compliance with applicable regulations. The Company is currently carrying out the procedures for the transfer of securities ownership at the Vietnam Securities Depository and Clearing Corporation.

The Board of Directors (BOD) has, in essence, effectively performed its oversight role over the management and operations of the Executive Management Board. All BOD meetings were prepared with specific agendas and duly notified to each member in advance. Several meetings included the participation of members of the Executive Management Team to facilitate discussions, exchanges, and build strong consensus on strategies, business orientations, and directives from the BOD to the executive management.

In addition to discussions during BOD and Executive Management Board meetings, the Chairman and other members of the BOD regularly communicated via telephone or held individual discussions with Executive Management Board members to implement resolutions of the General Meeting of Shareholders and the BOD, as well as to monitor business performance and the achievement of the Company's set objectives. On a quarterly basis, BOD representatives held meetings with the management teams of the hospitals to provide timely feedback and establish two-way dialogue with the Executive Management Board, Hospital Directors, and key personnel, in order to better understand the BOD's perspectives, decisions, and expectations. This has contributed significantly to the overall development of the Company and the achievement of its business goals.

During meetings and dedicated working sessions with the executive management, the BOD provided objective performance evaluations and offered appropriate recommendations or necessary directives to enhance governance and operations.

The BOD's oversight activities have been conducted to ensure stable and efficient operations, in compliance with legal regulations, the Company's Charter, and internal

corporate governance policies. In the area of information disclosure, the BOD exercised strict supervision to ensure that disclosures were adequate, transparent, timely, and compliant with the regulations of the Ho Chi Minh City Stock Exchange and the State Securities Commission.

In the context of ongoing economic challenges, maintaining stability and driving growth remains a significant challenge. However, under the decisive leadership of the BOD, coupled with the dedication of the Executive Management Team, all staff, medical professionals, and the continued support of our valued shareholders, the Company successfully overcame the difficulties of the market economy in 2024. It reaffirmed its reputation and brand, laying a solid foundation for sustainable development in the coming years.

2. Some outstanding achievements and highlights in the operating results of 2024

The most prominent highlights related to the Board of Directors' governance activities in 2024 include the following events:

a. Successfully organized the 2024 General Meetings of Shareholders

The Company held the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders in 2024 to approve many important and pivotal contents for the Company's operations such as changing the structure of the Company's Board of Directors, adding new business lines and changing the Company's foreign ownership ratio.

b. Invested in construction of TNH Viet Yen Hospital and TNH Lang Son Hospital

In 2024, the Company continued to invest in the construction of TNH Viet Yen Hospital. This is the Company's first hospital invested outside Thai Nguyen province. Under the high investment determination of the Board of Directors, TNH Viet Yen Hospital was licensed by the Ministry of Health and officially put into operation on November 6, 2024 with a scale of 150 beds.

In February 2024, the Company started construction of the TNH Lang Son Hospital project. Following the success of existing hospitals, the investment in building a general hospital in Lang Son city aims to meet the health care needs of people in Lang Son province and neighboring areas. By March 2024, TNH Hospital Group Joint Stock Company had increased its ownership ratio in its subsidiary to 84.5%. Up to now, the TNH Lang Son Hospital project has been built to the 8th floor and has completed legal documents related to planning adjustments and construction permit adjustments of the project.

c. Associated legal entity – TNH Ha Noi Hospital Joint Stock Company

TNH has contributed capital to establish an affiliated legal entity, TNH Ha Noi Hospital Joint Stock Company, to invest in implementing the project in the Nam Thang

Long Urban Area (Ciputra) Ha Noi. In 2024, TNH has contributed an additional VND 10 billion through the purchase of shares in the share offering to existing shareholders and maintained the 10% ownership ratio here. The implemented project will contribute to meeting the healthcare needs of residents in the urban area in particular and neighboring areas, as well as to continue attracting and training high-quality human resources to develop TNH's satellite hospitals. Currently, the legal procedures of the Project are also being actively coordinated by TNH Ha Noi and Ciputra representatives to implement.

d. Successfully implemented the company's charter capital increases.

In 2024, the Company successfully implemented an additional share offering to existing shareholders with proceeds of over VND 152 billion used to pay debts, purchase medicine, and pay salaries to employees.

In addition, the company has completed the issuance of shares to pay dividends in 2022, approved by the 2023 Annual General Meeting of Shareholders under Resolution No. 501/NQ-DHDCD dated June 19, 2023, and the issuance of shares to pay dividends in 2023, approved by the 2024 Annual General Meeting of Shareholders under Resolution No. 462/NQ-DHDCD dated June 28, 2024. After the issuance of shares to existing shareholders, the proceeds from the offering of over VND 152 billion were used by the company in part to pay salaries, pay debts to related parties, and pay for medicines and supplies.

At the end of the issuances during the year, the Company's charter capital increased to over VND 1,441 billion.

4. Activities of each member of the Board of Directors in 2024

Chairman of the Board of Directors - Mr. Hoang Tuyen:

- Manage and operate the activities of the Board of Directors in 2024 in accordance with the assigned functions and tasks.

- Directly direct the organization and implementation of resolutions of the General Meeting of Shareholders, ensuring that the resolutions of the General Meeting of Shareholders of the Company are implemented in practice.

- Directly direct and supervise the activities of the Executive Management Board to organize the implementation of resolutions of the company's Board of Directors.

Vice Chairman of the Board of Directors, CEO - Mr. Le Xuan Tan:

- Perform the obligations of a member of the Board of Directors in accordance with the assigned functions and tasks.

- Manage and operate the Executive Management Board's activities in accordance with assigned functions and tasks.

- Organize the implementation of resolutions of the General Meeting of Shareholders

and the Board of Directors of the Company effectively and on schedule..

- Members of Board of Directors: Mr. Nguyen Van Thuy, Mr. Vu Hong Minh, Mr. Tran Thien Sach, Mr. Ly Thai Hai, Mr. Ngo Minh Truong, Ms. Nguyen Thi Thuy Giang, Mr. Romeo Fernandez Lledo

- Perform the obligations of a member of the Board of Directors in accordance with the assigned functions and tasks.

- Provide recommendations for the Chairman of the Board of Directors and the Executive Management Board to manage and operate the company effectively, reasonably, and legally while ensuring the rights of the company's shareholders.

5. Issues to be addressed

Training activities and updates on professional knowledge about corporate management for members of the Board of Directors need to be organized more frequently to ensure that Board members always promptly grasp advanced governance practices, enhance analytical and decision-making capacity, and be more effective in directing the company's development.

Due to many objective and subjective factors, the implementation of the Board of Directors' resolutions still faces difficulties, resulting in progress that has not met expectations. Especially in the execution of new projects and bringing projects into operation on schedule. The Board of Directors acknowledges this issue and identifies it as a matter that needs to be learned from and addressed in the near future in order to improve the effectiveness of executing approved policies.

III. DIRECTIONS OF OPERATIONS IN 2025

In 2025, the Company's Board of Directors will carry out the following main tasks and solutions:

- Overcome existing problems and continue to restructure the governance model and management mechanism of decentralization, rights linked to responsibilities to increase management efficiency, specialization, professional management, and gradually expanding scale to provinces and cities domestically.

- Strictly control service quality, costs and profits to develop strategies to improve competitiveness, develop strategies to solve problems and difficulties encountered in the face of economic fluctuations.

- Continue to monitor and direct the activities of the Executive Management Board to effectively implement the strategies and business plans set out in 2025.

- Continue to direct the Executive Management Board to monitor and ensure the effectiveness and quality of the medical services being provided as well as add many high-quality medical services similar to those being implemented by Central Hospitals to

enhance the image and reputation of the Company's hospitals to ensure efficiency and business results as presented in the 2025 business plan.

- Continue to work with the Executive Management Board to plan strategies and opportunities to expand the hospital's scale and develop sustainable business.

- Regarding human resources issues: Plan and implement the most optimal policies to improve the quality of the Company's medical staff and doctors.

- Continue to consider suitable locations to deploy more of the Company's hospitals in the coming time in Hanoi, Da Nang and some other provinces and cities across the country.

Sincerely report!

Recipients:

- As stated above.
- Archived: Clerical Office, Legal Affairs, AGM documents

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

(signed)

Hoang Tuyen

Thai Nguyen, May 26, 2025

**REPORT ON ASSESSMENT OF INDEPENDENT MEMBERS OF THE BOARD
OF DIRECTORS' PERFORMANCE IN 2024**

To: General Meeting of Shareholders of the Company

The independent members of the Board of Directors (BOD) report to the General Meeting of Shareholders (GMS) on the evaluation results of the performance of the independent BOD members and on the activities of the BOD in 2024 as follows:

1. About organizational structure

In 2024, the Board of Directors consists of a total of 09 members, in which the minimum number of independent BOD members is always maintained at 02/08 or 03/09 members, respectively.

No.	Board Member	Position	Date of appointment	Date of dismissal
1	Mr. Hoang Tuyen	Chairman of the Board of Directors – Legal representative	March 29, 2017	
2	Mr. Le Xuan Tan	Vice Chairman of Board of Directors/CEO	March 29, 2017	
3	Mr. Nguyen Van Thuy	Member of Board of Directors / Director of Yen Binh Thai Nguyen General Hospital Branch	March 29, 2017	
4	Mr. Vu Hong Minh	Independent, non-executive Board member	June 24, 2020	
5	Mr. Nguyen Xuan Don	Non-executive Board Member	June 24, 2020	June 28, 2024
6	Mr. Tran Thien Sach	Member of Board of Directors and Deputy General Director	June 30, 2021	
7	Mr. Ly Thai Hai	Independent, non-executive Board member	May 20, 2022	
8	Mr. Ngo Minh Truong	Member of Board of Directors/ Deputy General Director and Branch Director of TNH Viet Yen Hospital	June 28, 2024	
9	Ms. Nguyen Thi Thuy Giang	Board Member	June 28, 2024	

10	Mr. Romeo Fernandez Lledo	Independent, non-executive Board member	12/27/2024	
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2. On organizing Board of Directors meetings

- In 2024, the Board of Directors (BOD) held 31 meetings. All BOD meetings were convened in a timely manner and conducted in accordance with the procedures stipulated in the Company's Charter and internal corporate governance regulations. The meeting agendas were thoroughly discussed, reviewed, and carefully assessed by the BOD members. The BOD operated with a spirit of responsibility and transparency in governance, in full compliance with the regulations applicable to public companies. All meetings were organized, deliberated, and resolutions passed in accordance with legal provisions and within the authority of the BOD.

No.	Board Member	Number of Board of Directors meetings attended	Meeting attendance rate	Reason for not attending the meeting
1	Mr. Hoang Tuyen	31/31	100%	
2	Mr. Le Xuan Tan	31/31	100%	
3	Mr. Nguyen Van Thuy	31/31	100%	
4	Mr. Vu Hong Minh	28/31	90.32%	Personal reasons
5	Mr. Tran Thien Sach	30/31	96.77%	Personal reasons
6	Mr. Ly Thai Hai	29/31	93.54%	Personal reasons
7	Mr. Nguyen Xuan Don	16/16	100%	Dismissed on June 28, 2024
8	Mr. Ngo Minh Truong	15/15	100%	Appointed on 28/06/2024
9	Ms. Nguyen Thi Thuy Giang	15/15	100%	Appointed on 28/06/2024
10	Mr. Romeo Fernandez Lledo	0	0	

- The Board of Directors has set out strategic directions for production and business development, investment plans for developing new potential projects, and fully implemented the goals and tasks according to the Resolution of the 2024 Shareholders' Meeting.

- Board members properly perform their roles and responsibilities, fully attend meetings and vote to contribute to the construction and development of the Company's activities and development orientation.

3. About the result of management and supervisory work:

- Overall, the Board of Directors has performed its role well in implementing the plans, policies and strategic directions set forth by the General Meeting of Shareholders.

- The Board of Directors has complied with corporate governance regulations, convening regular and extraordinary meetings to promptly guide and issue decisions appropriate to the actual situation.

- The Board of Directors has fulfilled its roles and responsibilities in directing, supporting, and supervising the Executive Management Board in implementing the contents approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with legal regulations while harmonizing the interests of the Company and its shareholders.

Additionally, the Board of Directors regularly organizes meetings to discuss the status of production and business operations, and based on the timely guidance of the Board, it has proposed suitable business strategies, such as increasing service prices in the new context to meet healthcare demands. In the management and operational activities, no violations or significant errors have been recorded by regulatory agencies or competent authorities.

Members of the Board of Directors who hold positions in the Executive Management Board regularly attend both periodic and extraordinary meetings of the Executive Management Board. Important decisions of the Executive Management Board are analyzed, debated, and consulted with members of the Board of Directors/Chairman of the Board to ensure the Company's interests.

- The members of the Board of Directors proactively recognize their roles and responsibilities in supporting the Executive Management Board, sharing experiences, interacting, and exchanging with the Executive Management Board regarding corporate governance expertise.

4. Conclusion:

- The Board of Directors has fully performed its functions in supervising the Company's operational activities, providing appropriate direction and timely guidance to ensure the efficient use of resources to achieve the targets set by the General Meeting of Shareholders, while adhering to legal regulations and the Company's Charter.

- In addition to performing its management and supervisory functions over the Executive Management Board's operations, the Board of Directors has closely collaborated with the Executive Management Board to seek solutions to address difficulties in business operations in 2024.

- With a strong sense of responsibility, unity, and cooperation in carrying out its duties honestly and prudently, the Board of Directors has implemented decisive measures in supervision and directed the Executive Management Board to execute the resolutions of the General Meeting of Shareholders and the Board of Directors, ensuring benefits for the Company and its shareholders.

Respectfully submitted to the General Meeting of Shareholders for review and approval of the full report.

Recipients:

*- General Meeting of
Shareholders, Board of Directors,
Executive Management Board
- Archives: Clerical Office,
Legal Affairs, AGM documents*

INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

(Signed)

Vu Hong Minh

REPORT OF THE BOARD OF SUPERVISORS
Regarding the operation results in 2024 and the operation direction in 2025

To: General Meeting of Shareholders of TNH Hospital Group JSC

The Board of Supervisors of TNH Hospital Group Joint Stock Company would like to report to the General Meeting of Shareholders (GMS) on the results of monitoring the company's business activities and financial situation, the operation results of the Board of Directors (BOD), the Executive Management Board in 2024 and the direction of operations in 2025 with the following contents:

PART I:

**OPERATION RESULTS OF THE BOARD OF SUPERVISORS AND
MEMBERS OF THE BOARD OF SUPERVISORS IN 2024**

**I - ACTIVITIES OF THE BOARD OF SUPERVISORS AND OTHER
MANAGEMENT STRUCTURES**

The Board of Supervisors of TNH Hospital Group Joint Stock Company (TNH) consists of 03 members, of which 02/03 members of the Board of Supervisors are executive members.

In performing the duties and authority of the Board of Supervisors, in 2024, the Board of Supervisors organized and implemented its work in accordance with the provisions of law, the Company's charter and the Board of Supervisors's operating regulations approved by the General Meeting of Shareholders. Regular meetings were held in accordance with regulations, including 3 sessions, all of which had the full participation of the Board of Supervisors members, and the meeting content was recorded in the minutes. After each meeting, the Board of Supervisors's proposals were sent to the Board of Directors and the Executive Management Board for direction and implementation, and these proposals were handled promptly and seriously.

As the representative of shareholders in supervising TNH's operations, in 2024, the Board of Supervisors has fully performed its duties, including monitoring, inspecting, and overseeing the company's governance, management, and business activities as assigned by the General Meeting of Shareholders, specifically as follows:

1. Monitor the implementation of the Resolution of the General Meeting of Shareholders

The year 2024 takes place in a context where the economic situation in the world and in the country has changed in an unfavorable direction. However, the Board of Directors and the Board of General Directors of the Company have made appropriate and timely decisions to strive to complete the revenue and profit targets approved in the Resolution of the 2024 Annual General Meeting of Shareholders.

The Board of Supervisors monitors the implementation of the Resolution of the General Meeting of Shareholders, attends and speaks at regular meetings of the Board of Directors and meetings of the Executive Management Board related to the implementation of the Resolutions of the Company's General Meeting of Shareholders in 2024.

In 2024, the Board of Supervisors supervised and urged the Board of Directors and the Executive Management Board to complete the contents of the Resolution of the General Meeting of Shareholders, especially the completion of the issuance of shares to pay dividends and shares to existing shareholders in accordance with the resolution of the General Meeting of Shareholders in accordance with the provisions of law.

At the meeting of the Board of Directors, the Executive Management Board and the Board of Supervisors gave independent opinions and views on business operations data; existing problems and risks in business operations and management of the Company. From there, the Board of Supervisors recommended to the Board of Directors and the Executive Management Board the contents that need to be implemented to overcome the limitations and shortcomings in order to implement the plan assigned by the General Meeting of Shareholders. At the same time, for the contents that need to be noted and control strengthened, the Board of Supervisors has specific recommendations to improve operational efficiency and ensure safe and sustainable growth.

2. Supervisory activities of the Board of Supervisors towards the Board of Directors, the Executive Management Board and shareholders

• For the Board of Directors:

In general, the Board of Directors' management work in 2024 is in accordance with the Enterprise Law and related regulations, the Company's Charter, Internal Regulations on Corporate Governance, and complies with the Resolution of the Annual General Meeting of Shareholders.

- The Board of Supervisors regularly monitors the activities of the Board of Directors to check compliance with legal regulations, the charter of organization and operation of the company, including the implementation of resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors.

- The Board of Supervisors attended and contributed opinions at the meetings of the Board of Directors, recorded investment and business results and reviewed the appropriateness of the Board of Directors' decisions, and supervised the implementation of voting by the Board of Directors' members.

- The Board of Supervisors has supervised the implementation of reports and timely disclosure of periodic and irregular information in accordance with the provisions of the Securities Law and related legal documents.

• For the Board of General Directors:

- The BOS has performed the supervision of the Board of General Directors' operations through close coordination in planning, checking and evaluating the adequacy and effectiveness of governance, risk management and internal control to help the Company achieve its strategic, operational, compliance and financial goals.

- The Executive Management Board has made efforts to promptly grasp market developments as well as the impacts of the economic situation on business activities, strictly implemented the decisions and resolutions of the Board of Directors, thoroughly saved costs, and closely followed the business plan assigned by the General Meeting of Shareholders.

• Coordination of activities between the Board of Supervisors and the Board of Directors, Executive Management Board:

The coordination between the Board of Supervisors and the Board of Directors, the Executive Management Board always ensures compliance with the provisions of the law and the Company, for the common interests of the Company and shareholders, ensuring independence and continuity. This is reflected in the main activities such as:

- The Board of Supervisors has closely coordinated with the Board of Directors and the Executive Management Board in performing its assigned functions and tasks. The Board of Directors and the Executive Management Board have created favorable conditions for the Board of Supervisors to perform its tasks. Provided full information and documents related to the Company's operations; The Board of Supervisors was invited to attend all meetings of the Board of Directors and other meetings. The Board of Supervisors was invited to attend all meetings of the Board of Directors and Board of General Directors 's briefing sessions.

- The Board of Supervisors has informed the Board of Directors and the Executive Management Board of the assignment of tasks to the members of the Board of Supervisors, the inspection and supervision plan for 2024 for coordination. The Board of Supervisors reviewed the results of internal inspection and control, the Audit financial statements of Deloitte Vietnam Auditing Company Limited, and reviewed the feedback of the Company's Board of Directors. The Board of Supervisors' performance report was consulted with the Board of Directors before being submitted to the General Meeting of Shareholders.

- The Board of Supervisors reviews the Financial statements and the Report on Business and production results before submitting them to the Board of Directors and the General Meeting of Shareholders. The summary report on the inspection and supervision of management and operation activities, capital management and use, solvency, internal inspection and control, accounting bookkeeping and preparation of quarterly financial statements of the Board of Supervisors are sent to the Board of Directors and the Executive Management Board.

- In 2024, the Board of Supervisors closely coordinated with the Board of Directors and the Executive Management Board in inspecting and supervising business activities at the Company and its branches. The Board of Supervisors participated with a number of functional departments in directly inspecting 3 hospitals, giving opinions and suggestions on improving the internal control system and improving the efficiency of production and business activities.

3. Activities of each member of the Board of Supervisors

In 2024, all members of the Board of Supervisors properly and fully performed their functions, duties and authority. All members of the Board of Supervisors attended 100% of the Board of Supervisors meetings.

There are 02/03 members of the Board of Supervisors who regularly work full-time at the Company, and support the Company in solving problems within the scope of professional capacity and law.

Non-executive member - Mr. Pham Vinh Hung also regularly works online with other members, and has provided extremely important and necessary contributions to the operation of the Board of Supervisors.

II – FINANCIAL MONITORING ACTIVITIES

1. Financial situation.

In 2024, the Board of Supervisors did not notice any unusual signs in the Company's business operations. The Company's revenue comes almost entirely from providing medical examination and treatment services because this is the Company's main business service.

All activities of the Company comply with the Enterprise Law, Securities Law, the Company's Charter, and other legal regulations. Business production results and accounting data have been strictly checked, ensuring accuracy and legality in data recording.

The Company has complied with current legal regulations on information disclosure on the stock market regarding financial situation and related matters.

2. Financial report audit results

The Board of Supervisors has reviewed the Company's Financial Statements for the 2024 fiscal year and unanimously confirmed the following specific results: The Company's Financial Statements have been prepared in compliance with the laws and regulations of Vietnamese Accounting Standards and Accounting Regime.

The report fully reflects the Company's production, business and financial activities. It honestly and reasonably reflects the financial situation as of December 31, 2024 in all key aspects.

The separate financial statements and the consolidated financial statements for 2024 were audited by Deloitte Auditing Company Limited, the auditing company approved at the 2024 Annual General Meeting of Shareholders. The report was fully accepted and had opinions reflecting honestly and reasonably on key aspects and was disclosed in accordance with current law.

PART II

2025 OPERATION PLAN

In 2025, the Board of Supervisors will continue to perform the functions and tasks specified in the Company's Charter of Organization and Operation with the specific 2025 operation plan as follows:

- Supervise all production and business activities of the Company; supervise and inspect the reasonableness, legality, honesty and balance in the management and operation of the Company's business activities.

- Monitor compliance with the provisions of the Law, the Charter of the organization's activities, the implementation of the Regulations, Resolutions, and

Decisions of the General Meeting of Shareholders and the Board of Directors of the company.

- Inspect and supervise the implementation and performance of medical examination and treatment at operating hospitals, and at the same time supervise the Company's investment in investment projects.

- Conduct audit of semi-annual/annual financial reports, before and after audit; focus on assessing the reasonableness, legality, honesty and importance of accounting and financial reporting;

- Supervise the development of standards for consumables, chemicals, replacement materials in medical examination and treatment activities and measures to reduce management costs.

- Participate in giving opinions and supervising the promulgation and implementation of the Company's management regulations in accordance with the revised Company Charter.

- Monitor the periodic and irregular disclosure of information as prescribed.

- Check proposals from shareholders to the Board of Supervisors (if any).

- Monitor and resolve inspection conclusions and other tasks as required by the General Meeting of Shareholders and current regulations.

PART III

SUGGESTIONS AND RECOMMENDATIONS

Based on the results of inspection and supervision activities in 2024, the Board of Supervisors has a number of recommendations for the Company's operations in 2025 as follows:

- To maintain stable business operations and complete annual plan targets, the Company needs to continue to improve the quality of management and operations.

- Strengthen internal control. Maintain regular inspection and supervision of all aspects of the company's operations to provide timely support and remove difficulties to effectively implement the 2025 production and business plan.

Strengthening the supervision of investment capital efficiency in implementing new hospital projects such as: TNH Viet Yen Hospital - Bac Giang, TNH Lang Son Hospital, Eye Specialty Hospital and the adjustment of Thai Nguyen International Hospital project and TNH Pho Yen Hospital project.

- Promote information and communication activities, making the image of the Company and its hospitals and associated companies more widely known.

- Continue to research and organize the apparatus to ensure a compact and effective operation while paying attention to training and fostering human resources and improving medical examination and treatment skills for the medical team. Prepare adequate personnel and medical examination and treatment facilities for new projects.

- Strengthen financial capacity, proactively mobilize capital to meet investment requirements, and at the same time strengthen risk management to ensure capital safety, effectively regulate capital to ensure sustainable development in the following years.

Above is the report on the Board of Supervisors' activities in 2024 and the Board of Supervisors' main directions of activities in 2025.

Best regards!

Recipient:

- As above.
- Archives: Clerical Office, Legal Affairs, AGM documents.

**O/B. BOARD OF SUPERVISORS
HEAD OF THE BOARD**

(Signed)

Vu Vinh Quang

PROPOSAL

**Approval of Remuneration for the Board of Directors and Supervisory Board
Members for 2024 of TNH Hospital Group Joint Stock Company**

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

- Pursuant to the Enterprises Law and relevant guiding documents;
- Pursuant to the Law on Securities and relevant guiding documents;
- Pursuant to the Company's Charter and Internal Corporate Governance Regulations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the remuneration levels for the Board of Directors and Supervisory Board members for 2024 as follows:

1. Remuneration for Board of Directors Members:

No	Name	Position/Title	Total remuneration/ year (in million VND)	Notes (Million dong/month)
1.	Mr. Hoang Tuyen	Chairman of the Board	180	15
2.	Mr. Le Xuan Tan	Vice Chairman & General Director	144	12
3.	Mr. Nguyen Van Thuy	Board Member & Branch Director	120	10
4.	Mr. Tran Thien Sach	Executive Board Member	120	10
5.	Mr. Vu Hong Minh	Independent, Non-Executive Board Member	96	8
6.	Mr. Ly Thai Hai	Independent, Non-Executive Board Member	96	8
7.	Ms. Nguyen Thi Thuy Giang	Board Member (From June 28, 2024)	48	8
8.	Mr. Ngo Minh Truong	Board Member/Deputy General Director & Branch Director (From June 28, 2024)	48	8
9.	Mr. Romeo Fernandez Lledo	Independent, Non-Executive Board Member (From December 27, 2024)	-	-
10.	Mr. Nguyen Xuan Don	Board Member (Dismissed on June 28, 2024)	48	8
Total			900	

2. Remuneration for Supervisory Board Members:

No	Name	Position/Title	Total remuneration/year (in million VND)	Notes (Million dong/month)
1	Mr. Vu Vinh Quang	Head of the Supervisory Board (From June 28, 2024)	60	10
2	Mr. Pham Vinh Hung	Member (From June 28, 2024)	48	8
3	Mr. Nguyen Van Chuan	Member	96	8
4	Ms. Le Thi Anh Hang	Head of the Supervisory Board (Dismissed on June 28, 2024)	60	10
5	Mr. Dang Duc Huan	Member (Dismissed on June 28, 2024)	48	8
Total			312	

Note: The remuneration period has been rounded to full months.

3. Proposed remuneration for members of the Board of Directors and Supervisory Board in 2025: Maintain the current remuneration level.

The Board of Directors respectfully requests the General Meeting of Shareholders to consider and approve the above matter.

Sincerely,

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

Recipients:

- As stated above.
- Archives: Clerical Office, Legal Affairs, AGM documents.

(Signed)

Hoang Tuyen

No.: 432/TTr-HDQT

Thai Nguyen, May 26, 2025

SUBMISSION

Regarding: Approval of the plan for share issuance to increase charter capital from owner's equity

To: General Meeting of Shareholders of TNH Hospital Group JSC

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

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

- Pursuant to Decree No. 155/2020/ND-CP passed by the Government detailing and guiding the implementation of certain provisions of the Law on Securities dated December 31, 2020;

- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain aspects of securities offerings, issuance, public bidding, share buybacks, public company registration, and the cancellation of public company status;

- Pursuant to the Charter on Organization and Operation of TNH Hospital Group Joint Stock Company;

- Pursuant to the audited financial statements for 2024 of TNH Hospital Group Joint Stock Company.

The Board of Directors (BOD) of TNH Hospital Group Joint Stock Company respectfully proposes to the 2025 Annual General Meeting of Shareholders (AGM) for approval the plan for share issuance to increase charter capital from owner's equity in 2025, with the following specific details:

I. PLAN FOR SHARE ISSUANCE TO INCREASE CHARTER CAPITAL FROM OWNER’S EQUITY IN 2025

1	Issuing Orginzation	:	TNH Hospital Group Joint Stock Company.
2	Share Type	:	Common share.
3	Estimated Number of Shares to be Issued	:	21,627,190 shares (<i>In words: Twenty-one million, six hundred and twenty-seven thousand, one hundred and ninety shares</i>)
4	Total Issuance Value	:	216,271,900,000 VND (<i>In words: Two hundred and sixteen billion, two hundred and seventy-one million, nine hundred thousand VND</i>)
5	Par Value	:	10,000 VND/share.
6	Purpose of the Issuance	:	Increase the company's charter capital through the issuance of shares to raise capital from owner's equity.
7	Issuance Capital Source	:	The share premium as at December 31, 2024, as reported in the audited financial statements for the year 2024 of TNH Hospital Group Joint Stock Company.
8	Eligible Participants for the Issuance	:	Existing shareholders in the shareholder list register as of the record date for exercising the right to receive shares issued from owner's equity, as provided by the Vietnam Securities Depository and Clearing Corporation.
9	Subscription Ratio	:	100:15 (A shareholder owning 100 shares will receive 15 new shares).
10	Plan for Handling Fractional Shares (if any)	:	<p>The number of shares each shareholder will receive in the share issuance to increase charter capital from owner’s equity will be rounded down to the nearest whole number. Any fractional shares (decimal part), if any, will be cancelled and not issued.</p> <p><i>For example: Shareholder Nguyen Van A holds 179 shares. The number of additional shares to be issued to shareholder A is calculated as follows: $(179 \div 100) \times 15 = 26.85$ shares. Shareholder Nguyen Van A will receive 26 new shares (the fractional share of 0.85 will be cancelled).</i></p>
11	Estimated Implementation Time	:	Quarter III/2025, after being approved by the General Meeting of Shareholders and after the State Securities Commission has issued a written notice regarding the receipt of all issuance report documents from TNH.

II. ADJUSTMENT FOR THE NUMBER OF REGISTERED SECURITIES INFORMATION AND ADDITIONAL LISTING REGISTRATION

The total number of shares issued to increase charter capital from owner's equity in 2025 will have its registered securities information adjusted at the Vietnam Securities Depository and Clearing Corporation and will be additionally listed on the Ho Chi Minh City Stock Exchange immediately after the completion of the issuance in compliance with legal regulations.

III. AMENDMENT OF THE CHARTER

The General Meeting of Shareholders authorizes the Board of Directors to update and amend the contents related to charter capital, shares, and stock in Appendix I of the Charter on the Organization and Operations of the Company, in accordance with the updated charter capital after the completion of the share issuance.

IV. AUTHORIZATION FOR THE BOARD OF DIRECTORS

The General Meeting of Shareholders authorizes the Board of Directors to execute and complete all procedures related to the plan for share issuance to increase charter capital from owner's equity in 2025 for the existing shareholders, including but not limited to the following tasks:

- Selecting the issuance timing and implementing the share issuance plan to increase charter capital from owner's equity in accordance with current legal regulations.
- Adjusting and updating the contents of the aforementioned plan, ensuring that the issuance is carried out in the correct amount, while the number of shares to be issued does not exceed the total number of shares approved by the General Meeting of Shareholders.
- Issuing documents and carrying out procedures with the State Securities Commission (SSC) to obtain permission for the share issuance to increase charter capital from owner's equity and reporting the issuance results to the SSC.
- Issuing documents and carrying out procedures with the Vietnam Securities Depository and Clearing Corporation (VSDC) and the Stock Exchange to implement the share issuance to increase charter capital from owner's equity

after receiving written notice from the SSC confirming the receipt of all issuance documents, including the following tasks:

- (i) Closing the shareholder list for exercising rights;
 - (ii) Adjusting for the number of registered securities information;
 - (iii) Registering for additional share listing.
- Completing the necessary legal procedures upon the completion of the issuance, including registering amendments to the business registration details with the Business Registration Authority.
 - Updating and amending the contents related to charter capital, shares, and stock in Appendix I of the Charter on the Organization and Operations of the Company, in line with the updated charter capital after the completion of the share issuance.
 - Other related issues concerning the share issuance.

The Board of Directors respectfully proposes this plan for the General Meeting of Shareholders' review and approval./.

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

Recipients:

- *Company's shareholders;*
- *Archived: Administration Office,
BOD.*

(Signed)

Hoang Tuyen

SUBMISSION

Regarding changes in the company's management structure, changes in the number of members of the Board of Directors and Amendment of the Charter of Organization and Operation

To: General Meeting of Shareholders of TNH Hospital Group JSC

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing documents;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and implementing documents;
- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Securities Law passed on December 31, 2020;
- Pursuant to the Charter of Organization and Operation of TNH Hospital Group Joint Stock Company;
- Based on the actual needs of the Company's management and operation;

The Board of Directors (BOD) of the company respectfully presents to the General Meeting of Shareholders of the company for consideration:

1. Approve the change in the company's management structure as follows:

Management structure before change	Management structure after change
1. General meeting of shareholders. 2. Board of Directors 3. Board of Supervisors 4. Chief Executive Officer	1. General meeting of shareholders. 2. Board of Directors, 3. Audit Committee under the Board of Directors 4. Chief Executive Officer

2. Approve to change the number of Board members from 09 to 07 people.
3. Approve the amendment of the Charter of organization and operation of TNH Hospital Group Joint Stock Company. The full text of the Charter of Organization and Operation of TNH Hospital Group Joint Stock Company is attached to this Submission.

We respectfully request that the General Meeting vote to approve the above issue.
Best regards !

Recipient:

- As above.
-Save: Clerical Dept, Legal
Affairs, AGM documents.

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

(Signed)

Hoang Tuyen

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INTRODUCTION

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

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

This Charter was issued on June, 2025 according to Resolution No. /NQ-DHDCD dated June, 2025 of the Company's General Meeting of Shareholders.

The full text of this Charter is as follows:

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

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

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

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

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

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

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

g) *Business Operator* means the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, and other executives as stipulated in the Company's Charter;

h) *Business Manager* means the managers of the company, including the Chairman of the Board of Directors, members of the Board of Directors, Chief Executive Officer, and other individuals holding managerial positions as stipulated in the Company's

Charter and directly appointed by the Board of Directors;

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

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

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

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

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

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

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

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

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

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

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

1. Company Name

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

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

3. Registered Headquarter of the Company:

- Address: No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province
- Telephone: 0208 628 5658
- E-mail: ir.tnh@tnh.com.vn

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

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

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

Article 3. Legal representative of the Company

1. The legal representative is the individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as the plaintiff, defendant, or person with related rights and obligations before arbitration, courts, and other rights and obligations prescribed by law.

2. The Company shall have **01** legal representative who holds the position of Chairman of the Board of Directors of the Company.

3. The legal representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam, and shall be responsible for the performance of the rights and obligations that have been authorized.

4. In case the term of authorization stated in the written authorization as prescribed in Clause 3 of this Article expires, and the legal representative has not returned to Vietnam and has not issued another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of the authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.

5. In the event that the legal representative of the Company is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and obligations of the legal representative, or in the event of death, missing status, being prosecuted for criminal liability, temporary detention, serving a prison sentence, undergoing administrative measures at a compulsory detoxification center or compulsory educational institution, being restricted or losing civil act capacity, having difficulties in cognition and behavior control, or being banned by the court from holding positions, practicing certain professions or performing certain jobs, the Board of Directors shall appoint another person to act as the legal representative of the Company

6. The legal representative is responsible for:

a) To perform the assigned rights and obligations honestly, prudently, and in the best manner to ensure the legitimate interests of the Company;

b) To remain loyal to the interests of the Company; not to abuse their position, title, or

use information, secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals;

c) To promptly, fully, and accurately notify the Company about the enterprises that they or their related persons own or have shares or capital contributions in, in accordance with the Law on Enterprises.

The legal representative of the enterprise is personally responsible for damages to the enterprise caused by violating the responsibilities prescribed above.

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

Article 4. Business lines of the Company

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

	specialized construction activities) - Other Construction Works (CPC 511, 515, 518)	
9	Electrical System Installation Details: Assembly and Installation Works (CPC 514, 516) (electrical systems)	4321
10	Installation of Water Supply and Drainage Systems, Heating and Air Conditioning Systems Details: Assembly and Installation Works (CPC 514, 516) (Water supply, drainage systems, heating, and air conditioning systems)	4322
11	Completion of Construction Works Details: Completion of High-Rise Building Works (CPC 517)	4330
12	University Education Details - Implemented in the fields of training in medicine, engineering, natural sciences and technology, business administration and business science, economics, accounting, international law and language training in educational services including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929 including foreign language training) (Only established and operated with the permission of the Prime Minister) (Except providing educational services in the following subjects: security, national defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality).	8541
13	College training Details - Implemented in the fields of training in technical medicine, natural sciences and technology, business administration and business science, economics, accounting, international law and language training in educational services including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929 including foreign language training) (Except providing educational services in the following	8533

	subjects: security, defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality).	
14	<p>Intermediate training</p> <p>Details</p> <p>- Implemented in the fields of training in technical medicine, natural sciences and technology, business administration and business science, economics, accounting, international law and language training in educational services including: Higher education (CPC 923), Adult education (CPC 924), Other educational services (CPC 929 including foreign language training)</p> <p>(Except providing educational services in the following subjects: security, national defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality).</p>	8532

Article 5. Scope of business and operations of the Company

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

Article 6. Seal of the Company

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

CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

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

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

The total current charter capital of the Company is detailed in Appendix 01 attached

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

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the relevant laws.

3. The shares of the Company as of the date of approval of this Charter are ordinary shares. The rights and obligations of the shareholders holding ordinary shares are specified in this Charter and relevant laws.

4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the relevant laws.

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

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

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

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

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

Article 8. Share Certificates

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

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

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

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

- a) Information about the lost, damaged, or destroyed share certificate;
- b) A commitment to take responsibility for any disputes arising from the issuance of the new share certificate.

Article 9. Other Securities Certificates

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

Article 10. Share Transfer

- 1. All shares are freely transferable unless otherwise provided by this Charter and the law. Listed shares and those registered for trading on the Stock Exchange shall be transferred in accordance with the securities and stock market laws.
- 2. Shares that have not been fully paid for are not transferable and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from the owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 11. Organizational Structure, Management, and Control

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

- 1. The General Meeting of Shareholders.
- 2. The Board of Directors.
- 3. The Audit Committee under the Board of Directors
- 4. The Chief Executive Officer.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

- 1. Common shareholders have the following rights:
 - a) To attend, speak at the General Meeting of Shareholders, and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each common share carries one vote;
 - b) To receive dividends at the rate determined by the General Meeting of Shareholders;
 - c) To be given priority in purchasing new shares corresponding to their proportion of ownership of common shares in the Company;
 - d) To freely transfer their shares to others, except as provided in Clause 3, Article 120, and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e) To review, search, and extract information regarding names and contact addresses

in the list of shareholders with voting rights; to request the correction of inaccurate information;

f) To review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) To receive a portion of the remaining assets corresponding to their shareholding ratio in the event of the Company's dissolution or bankruptcy;

h) To request the Company to buy back their shares in cases stipulated in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class entitles shareholders to equal rights, obligations, and benefits. In case the Company issues preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

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

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

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

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

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

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

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

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

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

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

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

Article 13. Obligations of shareholders

Common shareholders have the following obligations:

1. To fully and timely pay for the number of shares committed to purchase.

2. To provide accurate address information when registering to purchase shares.

3. Not to withdraw the contributed capital in the form of common shares from the Company under any circumstances, except when the shares are repurchased by the Company or others. In cases where a shareholder withdraws part or all of the contributed capital in violation of this provision, that shareholder and related parties in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any resulting losses.

4. To comply with the Company's Charter and internal management regulations.

5. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

6. To maintain the confidentiality of information provided by the Company as per the Company's Charter and legal regulations; to use the information provided only to exercise and protect their legitimate rights and interests; and strictly prohibit disseminating or forwarding information provided by the Company to other organizations or individuals.

7. To participate in the General Meeting of Shareholders and exercise voting rights through the following forms:

a) Attending and voting directly at the meeting;

b) Authorizing another individual or organization to attend and vote at the meeting;

c) Participating and voting through online meetings, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting by mail, fax, or email.

8. To personally bear responsibility when acting on behalf of the Company under any form to carry out one of the following actions:

- a) Violating laws;
 - b) Engaging in business and other transactions for the benefit or in the interest of other organizations or individuals;
 - c) Settling debts before they are due against the Company's financial risks.
9. To fulfill other obligations as prescribed by current legal regulations.

Article 14. General Meeting of Shareholders

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

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

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

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

4. Convening an extraordinary meeting of shareholders

a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date when the number of members of the Board of Directors, independent members of the Board of Directors falls as stipulated in point b of Article 3 of this provision or upon receiving requests as stipulated in points c and d of Article 3 of this provision. The Board of Directors must convene an Extraordinary General Meeting of Shareholders within sixty (60) days from the date when the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter;

b) In case the Board of Directors fails to convene an Extraordinary General Meeting of Shareholders as prescribed in point a Article 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders stipulated in point c of Article 3 of this provision have the right to request the Company's representative to convene an Extraordinary General Meeting of Shareholders as prescribed in the Enterprise Law;

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

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

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

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

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

a) Determine the development orientation of the Company;

b) Decide on the issuance of each type of shares and the total number of shares to be offered for sale; determine the annual dividend rate for each type of shares;

c) Elect, dismiss, or remove members of the Board of Directors;

d) Decide on investments or sales of assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;

e) Decide to amend, supplement the Company's Charter;

f) Approve the annual financial statement;

g) Decide on the repurchase of over 10% of the total sold shares of each type;

h) Review and address violations committed by members of the Board of Directors causing damage to the Company and its shareholders;

i) Decide on the restructuring or dissolution of the Company;

k) Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors;

l) Approve the internal governance regulations; Regulations on the operation of the Board of Directors;

m) Approve the list of approved audit firms; decide on the audit firm approved to audit the Company, remove the approved auditor when deemed necessary;

n) Other rights and duties as prescribed by law.

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

a) The Company's annual business plan;

b) Audited annual financial statements;

c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;

d) Report of the CEO on the Company's business results and the Executive Management Board's performance;

f) Report of independent member of the Board of Directors in the Audit Committee;

e) Dividend level for each share of each type;

g) Number of members of the Board of Directors;

h) Elect, dismiss, remove members of the Board of Directors;

i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;

k) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the company's operations when deemed necessary;

l) Supplement and amend the Company's Charter;

m) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;

n) Division, separation, consolidation, merger or conversion of the Company;

o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;

p) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;

q) Decision to repurchase more than 10% of total sold shares of each type;

r) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;

s) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the

implementation of a number of articles of the Law on Securities;

t) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;

u) Other matters as prescribed by law, or as requested by the Board of Directors.

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

Article 16. Authorization to attend the Shareholders' Meeting

1. An individual shareholder or an organization shareholder may directly attend the meeting or authorize another person to attend the meeting. An organization shareholder owning at least 10% of the total number of common shares may authorize up to 03 authorized representatives to attend the meeting; or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

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

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

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

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

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

- Full name, signature of the legal representative of the shareholder and the authorized representative.

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

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

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

Article 17. Amendment of Rights

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

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

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

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

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

Meeting

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

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

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

b) Provide information and handle complaints related to the list of shareholders;

c) Prepare the agenda and contents of the general meeting;

d) Prepare documents for the meeting;

e) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;

f) Determine the time and venue of the general meeting;

g) Notify and send the notice of the Shareholders' General Meeting to all shareholders entitled to attend;

h) Provide the login name and corresponding access password for shareholders and their authorized representatives (if any) to access the online Shareholders' General Meeting system, participate, and exercise voting rights, including electronic voting, in case the company organizes an online Shareholders' General Meeting;

i) Perform other tasks serving the general meeting.

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

meeting documents for shareholders to access, including:

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

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

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

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

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

Article 19. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the

shareholders attending the meeting.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 142 of the Law on Enterprises.

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

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card and/or voting ballot, election ballot (if any), on which is stated the registration number, full name of the shareholder or full name of the authorized representative and the number of votes/elections of that shareholder or authorized representative.

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

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

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

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

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

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

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

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

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

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

b) Ensure safety for everyone present at meeting venues;

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

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

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

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

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

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

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

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

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

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

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

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

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

1. The resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, or 65% or more of the total number of votes of all shareholders with voting rights in case of obtaining shareholders' opinions in writing, except for the cases specified in Clauses 3 and 6, Article 148 of the Law on Enterprises.

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

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

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

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

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

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

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

1. When deemed necessary for the benefit of the Company, the Board of Directors has the right to obtain writing opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters within its authority, including but not limited to the cases specified in Clause 2, Article 147 of the Law on Enterprises.

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

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

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

b) Purpose of collecting opinions;

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

d) Issues requiring consultation to pass decisions;

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

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

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

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

a) In case of sending a letter, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the

shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

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

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

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

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

b) Purpose and issues requiring consent to pass resolutions;

c) Number of shareholders with total voting shares participating in the vote, distinguishing between valid and invalid votes, and the method of voting, accompanied by an appendix listing the shareholders participating in the vote;

d) Total votes approval, disapproval, and abstaining for each issue;

e) Issues that have been passed and corresponding voting percentages;

f) Full name, signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

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

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

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

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

Article 23. Resolutions and Minutes of Shareholders' Meeting

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

main contents:

- a) Name, head office address, business registration number;
 - b) Time and venue of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full name of the chairman and secretary;
 - e) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
 - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage to the total number of votes of shareholders attending the meeting;
 - h) Issues passed and corresponding percentage of votes passed;
 - i) Full name and signature of the chairperson and secretary. In case the chairman or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman or secretary to sign the meeting minutes.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall apply.
4. Resolutions and Minutes of the General Meeting of Shareholders must be fully published on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange within twenty-four (24) hours from the date of approval by the General Meeting of Shareholders and in accordance with the provisions of the Law on Enterprises.
5. Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, resolutions passed and related documents sent with the meeting invitation must be kept at the company's head office.

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

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

content of the resolution of the General Meeting of Shareholders in the following cases:

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

CHAPTER VII. BOARD OF DIRECTORS

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

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

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

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

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce candidates in parallel with organizing the nomination of additional candidates as prescribed in Clause 2 of this Article, the Charter, Internal Regulations on corporate governance and the Regulations on the operation of the Board of Directors. The nomination of additional candidates for the Board of Directors by the incumbent Board of Directors must be

clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

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

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

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

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

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

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

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

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

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

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

Article 27. Powers and obligations of the Board of Directors

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

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

a) Decide on the Company's strategy, medium-term development plan and annual business plan;

b) Propose the type of shares and the total number of shares of each type that can be offered for sale;

- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- e) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on solutions for market development, marketing and technology;
- h) Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the CEO and other important managers as prescribed in the Charter and Internal Regulations on Corporate Governance; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of such persons;
- k) Supervise and direct the CEO and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;
- q) Decide on the private offering of bonds, including the type of bond, total value of bonds and time of offering, except for the case specified in Point a, Clause 1, Article 130 of the Law on Enterprises, but must report to the General Meeting of Shareholders at the latest meeting.
- r) Decision to promulgate the Board of Directors' Operating Regulations and Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decision to promulgate the Company's Information Disclosure Regulations;

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

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

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

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

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

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

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

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

6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 29. 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 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 adoption of resolutions and decisions of the Board of Directors;
- d) Monitor the implementation of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

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

5. In case the 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) to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in the Company's Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has 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 30. Meeting of the Board of Directors

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

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

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

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

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

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

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

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

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

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

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

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

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

11. Resolutions and decisions of the Board of Directors are passed if approved by 2/3 or more of the members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

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

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

Article 32. Person in charge of corporate governance

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

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

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

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

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

c) Consulting on meeting procedures;

d) Attend meetings;

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

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

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

disclosure activities;

h) Acting as a liaison with relevant stakeholders;

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

k) Other rights and obligations as prescribed by law.

CHAPTER VIII. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

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

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

2. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 34. Composition of the Audit Committee

1. The Audit Committee shall consist of at least two (02) members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.

2. Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the company, and not fall into the following cases:

a) Working in the accounting and finance department of the company.

b) Being a member or employee of an auditing organization approved to audit the company's financial statements for the three (03) previous consecutive years.

3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or other higher standards as specified in this Charter, the Company's internal corporate governance regulations, or the Audit Committee's operating regulations.

4. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 35. Rights and obligations of the Audit Committee

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

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

Article 36. Meeting of the Audit Committee

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

Article 37. Report on the activities of independent members of the Board of

Directors in the Audit Committee at the annual General Meeting of Shareholders

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

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

CHAPTER IX. THE CEO AND OTHER EXECUTIVE OFFICERS

Article 38. Organization of management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a CEO, Deputy CEOs, and Chief Accountant. The appointment, dismissal, and removal of the above positions must be approved by resolution or decision of the Board

of Directors.

Article 39. Company Executives

1. The Company's executives include the CEO, Deputy CEO, and Chief Accountant.
2. Upon the request of the CEO and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its operational and organizational goals.
3. The CEO is paid salary and bonus. The CEO's salary and bonus are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as CEO.
2. The CEO is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the CEO shall not exceed 05 years and may be reappointed for an unlimited number of terms. The CEO must meet the standards and conditions prescribed by law.
4. The CEO has the following rights and obligations:
 - a) Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment plan;
 - d) Proposing organizational structure plan and internal management regulations of the Company;
 - e) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
 - f) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the CEO;
 - g) Labor recruitment;
 - h) Proposing plans to pay dividends or handle business losses;
 - i) Other rights and obligations as prescribed by law.
5. The Board of Directors may dismiss the CEO when the majority of the Board

members with voting rights present at the meeting agree and appoint a new CEO to replace him.

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

1. The CEO must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.
2. The CEO must plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

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

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

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

1. Members of the Board of Directors, CEO and other managers must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, the CEO, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, the CEO and other managers are obliged to notify in writing the Board of Directors in the transactions between the Company, its subsidiaries, other companies in which the public company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises.
5. Members of the Board of Directors, CEO, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, CEO, other executives and individuals and organizations related to these subjects are not invalid in the following cases:

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

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

Article 43. Liability for damage and compensation

1. Members of the Board of Directors, CEO and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.

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

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

CHAPTER XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 44. Right to look up books and records

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

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

b) Shareholders or groups of shareholders owning 05% or more of the total number of common shares or have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, contracts, transactions that must be approved by the Board of Directors

and other documents, except for documents related to the Company's trade secrets and business secrets.

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

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

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

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

CHAPTER XII. PROFIT DISTRIBUTION

Article 45. Profit distribution

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

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

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

4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

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

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

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

Article 46. Bank accounts

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

Article 47. Fiscal year

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

Article 48. Accounting regime

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

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

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

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all statements, appendices, and notes as prescribed by law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the

stock market and submit them to competent state agencies.

Article 50. Annual report

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

CHAPTER XV. COMPANY AUDIT

Article 51. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVI. DISSOLUTION OF COMPANY

Article 52. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) According to resolutions and decisions of the General Meeting of Shareholders;
 - b) The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise;
 - c) Other cases as prescribed by law.
2. The dissolution of the Company before the deadline is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority as prescribed by law.

Article 53. Extension of operation

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The term of operation shall be extended when the number of shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the General Meeting of Shareholders approve.

Article 54. Liquidation

1. At least six (06) months before the end of the Company's term of operation or after the decision to dissolve the Company is made, the Board of Directors must establish a

Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

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

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

a) Liquidation costs;

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

c) Tax debt;

d) Other debts of the Company;

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

CHAPTER XVII. RESOLUTION OF INTERNAL DISPUTES

Article 55. Resolution of internal disputes

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

a) Shareholders with the Company;

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

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

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

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

CHAPTER XVIII. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 56. Company's charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

Article 57. Effective date

1. This Charter consists of 18 chapters and 57 articles; unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on June 2025 at the 2025 annual general meeting of shareholders and jointly approved the full validity of this Charter.
2. The Charter is made in 5 copies, of equal value and must be kept at the Company's head office.
3. This Charter is the only and official of the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE
CHAIRMAN**

Hoang Tuyen

APPENDIX 01

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

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

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

Note:

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

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

No.	Shareholder name	Nationality	Total shares			Type of shares	Contact address	ID card	
			Quantity	Value (VND)	Proportion (%)			Number	Place of issue
1	Hoang Tuyen	Vietnam	133,190	13,319,000,000	39.73	Common stock	1514 CT5X2, Hoang Liet Ward, Hoang Mai District, Hanoi City	013177543	Hanoi Police issued on March 28, 2009
2	Luong Dinh Hien	Vietnam	38,847	3,884,700,000	15.00	Common stock	Group 27, Phan Dinh Phung Ward, Thai Nguyen City, Thai Nguyen Province	090426463	Thai Nguyen Provincial Police issued on September 23, 2004
3	Nguyen Vu Phuong	Vietnam	55,496	5,549,600,000	20.00	Common stock	Group 32, Phan Dinh Phung Ward, Thai Nguyen City, Thai Nguyen Province	090857411	Thai Nguyen Provincial Police issued on October 14, 2013
4	Nguyen Van Thuy	Vietnam	27,748	2,774,800,000	10.00	Common stock	Vang Hamlet, Tan Huong Commune, Pho Yen District, Thai Nguyen Province	090094474	Thai Nguyen Provincial Police issued on March 11, 2018
5	Le Xuan Tan	Vietnam	13,874	1,387,400,000	5.00	Common stock	Group 8, Ba Hang Town,	090451238	Thai Nguyen Provincial

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

APPENDIX:

COMPARISON TABLE OF AMENDED AND SUPPLEMENTED CONTENT DRAFT COMPANY CHARTER PROPOSAL FOR APPROVAL OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

(Attached to Submission No. 433/TTr-HĐQT, May 26, 2025)

Note:

- This appendix provides an update on the key amendments 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 indicated with underlined text.
- The amendments and additions under the section “Provisions in the Amended Charter” are presented in **bold**, black text.

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
1.	<p>INTRODUCTION</p> <p>Pursuant to the Law on Enterprises 2020 and detailed regulations and implementation instructions;</p> <p>Pursuant to the Securities Law 2019 and detailed regulations and implementation instructions;</p> <p>This Charter is amended and supplemented on December 27, 2024 according to Resolution No. 1361/NQ-ĐHĐCĐ dated December 27, 2024 of the Company's General Meeting of Shareholders.</p> <p>The full text of this Charter is as follows:</p>	<p>INTRODUCTION</p> <p>Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing documents;</p> <p>Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024 and implementing documents;</p> <p>This Charter is issued on June...., 2025 according to Resolution No./NQ-ĐHĐCĐ dated June, 2025 of the Company's General Meeting of Shareholders.</p> <p>The full text of this Charter is as follows:</p>	<p>Amend to clearly state the legal basis for promulgation and the time of promulgation of the Charter.</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
2.	<p>Article 1. Interpretation of terms</p> <p>1. In this Charter, the following terms are construed as follows:</p> <p>....</p> <p>c) <i>Enterprise Law</i> is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p> <p>d) <i>Securities Law</i> is Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</p> <p>...</p> <p>h) <i>Enterprise managers</i> are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, CEO and individuals holding other management positions as prescribed in the Company Charter;</p>	<p>Article 1. Interpretation of terms</p> <p>1. In this Charter, the following terms are construed as follows:</p> <p>....</p> <p>c) <i>Enterprise Law</i> is Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022 and implementing documents;</p> <p>d) <i>Securities Law</i> is Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding implementation documents.</p> <p>...</p> <p>h) <i>Enterprise managers</i> are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, CEO and individuals holding other management positions as prescribed in the Company Charter and directly appointed by the Board of Directors;</p>	<p>Amend to clearly show the legal basis for issuance and clarify the criteria of the <i>Enterprise Manager</i></p>
3.	<p>Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>...</p> <p>- E-mail: ctcpbenhvienquoctethainguyen@gmail.com</p>	<p>Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</p> <p>...</p> <p>- Email: lr.tnh@tnh.com.vn</p>	<p>Change Company Email; update reference to clause 5</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>...</p> <p>5. Unless the operation is terminated before the deadline specified in Clause 2, Article 54 or the operation is extended according to the provisions in Article 55 of this Charter, the term of operation of the Company begins from the date of establishment and is indefinite.</p>	<p>...</p> <p>5. Unless the operation is terminated before the deadline specified in Clause 2, Article 52 or the operation is extended according to the provisions in Article 53 of this Charter, the term of operation of the Company begins from the date of establishment and is indefinite.</p>	
4.	<p>Article 11. Organizational structure, administration and control</p> <p>The Company's organizational, management, administration and control structure includes:</p> <ol style="list-style-type: none"> 1. General meeting of shareholders . 2. Board of Directors . 3. Board of Supervisors. 4. Chief Executive Officer. 	<p>Article 11. Organizational structure, administration and control</p> <p>The Company's organizational, management, administration and control structure includes:</p> <ol style="list-style-type: none"> 1. General Meeting of Shareholders 2. Board of Directors 3. Audit Committee under the Board of Directors 4. Chief Executive Officer. 	<p>Change the management structure of the TNH from the model specified in Point a to the model specified in Point b, Clause 1, Article 137 of the Enterprise Law - from the Board of Supervisors to the Audit Committee under the Board of Directors.</p>
5.	<p>Article 12. Rights of shareholders</p> <p>...</p> <p>2. Shareholders or groups of shareholders owning 05% or more of total common shares have the following rights:</p> <p>...</p> <p>b) Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, semi-</p>	<p>Article 12. Rights of shareholders</p> <p>...</p> <p>2. Shareholders or groups of shareholders owning 05% or more of total common shares have the following rights:</p> <p>...</p> <p>b) Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>annual and annual financial reports, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;</p> <p>c) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;</p> <p>3. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors is carried out as follows:</p> <p>a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;</p> <p>b) Based on the number of members of the Board of Directors and the Board of Supervisors , the shareholder or group of shareholders specified in this clause has the</p>	<p>annual financial reports, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;</p> <p>c) Request <u>the Board of Directors</u> to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection. <u>In this case, the inspection shall be directly carried out and reported by the Internal Audit Committee;</u></p> <p>3. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate people to the Board of Directors. Nomination of people to the Board of Directors is carried out as follows:</p> <p>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;</p> <p>b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have 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</p>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. 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 according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.	of candidates nominated by shareholders or groups 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.	
6.	<p>Article 14. General meeting of shareholders</p> <p>...</p> <p>3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:</p> <p>a) The Board of Directors deems it necessary for the benefit of the Company;</p> <p>b) The number of remaining members of the Board of Directors and <u>the Board of Supervisors</u> is less than the minimum number of members as prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;</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 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</p>	<p>Article 14. General meeting of shareholders</p> <p>...</p> <p>3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:</p> <p>a) The Board of Directors deems it necessary for the benefit of the Company;</p> <p>b) The number of remaining members of the Board of Directors is less than the minimum number of members prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;</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 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;</p>	Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>copies and must include sufficient signatures of the relevant shareholders;</p> <p>d) At the request of the Board of Supervisors;</p> <p>e) Other cases as prescribed by law.</p> <p>4. Convening an extraordinary meeting of shareholders</p> <p>a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors remaining as prescribed in Point b, Clause 3 of this Article or receiving the request prescribed in Point c and Point d, Clause 3 of this Article. The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;</p> <p>b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises ;</p> <p>c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of</p>	<p>d) Other cases as prescribed by law.</p> <p>4. Convening an extraordinary meeting of shareholders</p> <p>a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors and independent members of the Board of Directors is reduced as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article. The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;</p> <p>b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;</p> <p>In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>Shareholders as prescribed in the Law on Enterprises;</p> <p>In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.</p> <p>d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises .</p> <p>5. Members of the Board of Directors and members of the Supervisory Board must attend the annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in case of force majeure and inability to attend, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board.</p>	<p>accommodation and travel expenses.</p> <p>c) Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.</p> <p>5. Members of the Board of Directors must attend the annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in case of force majeure and inability to attend, members of the Board of Directors must report in writing to the Board of Directors.</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>
7.	<p>Article 15. Rights and obligations of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>...</p> <p>c) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors ;</p>	<p>Article 15. Rights and obligations of the General Meeting of Shareholders</p> <p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>...</p> <p>c) Elect, dismiss, remove members of the Board of Directors;</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>...</p> <p>h) Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;</p> <p>k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors ;</p> <p>l) Approve the internal governance regulations ; regulations on the operation of the Board of Directors and the Board of Supervisors ;</p> <p>...</p> <p>2. The General Meeting of Shareholders discusses and approves the following issues:</p> <p>...</p> <p>d) Report of the Board of Supervisors on the Company's business results, performance of the Board of Directors and General Director;</p> <p>d) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors ;</p> <p>e) Dividend level for each share of each type;</p> <p>g) Number of members of the Board of Directors and Board of Supervisors ;</p> <p>h) Elect, dismiss, remove members of the Board of Directors and members of the Board of Supervisors ;</p> <p>i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Board of</p>	<p>...</p> <p>h) Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;</p> <p>k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;</p> <p>l) Approve the Internal regulations on corporate governance ; Regulations on the operation of the Board of Directors;</p> <p>...</p> <p>2. The General Meeting of Shareholders discusses and approves the following issues:</p> <p>...</p> <p>d) Report of the General Director on the Company's business results and the Board of Directors ' performance ;</p> <p>e) Report of independent member of the Board of Directors in the Audit Committee ;</p> <p>f) Dividend level for each share of each type;</p> <p>g) Number of members of the Board of Directors;</p> <p>h) Elect, dismiss, remove members of the Board of Directors;</p> <p>i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;</p> <p>...</p> <p>t) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;</p>	Directors

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	Supervisors ; ... t) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Board of Supervisors; u) Other issues as prescribed by law, or at the request of the Board of Directors and the Board of Supervisors.	u) Other matters as prescribed by law, or as requested by the Board of Directors.	
8.	Article 16. Authorization to attend the General Meeting of Shareholders 1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises .	Article 16. Authorization to attend the General Meeting of Shareholders 1. An individual shareholder or an organization shareholder may directly attend the meeting or authorize another person to attend the meeting . An organization shareholder owning at least 10% of the total number of common shares may authorize up to 03 authorized representatives to attend the meeting; or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.	Amendment to clarify the number of authorized representatives of shareholders being organizations as prescribed in Article 14 of the Law on Enterprises
9.	Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders 2. The person convening the General Meeting of Shareholders must perform the following tasks: ... d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in	Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders 2. The person convening the General Meeting of Shareholders must perform the following tasks: ... d) 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	Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>case of election of members of the Board of Directors and Supervisors;</p> <p>...</p> <p>3. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to the entire meeting documents so that shareholders can access them, including:</p> <p>a) Meeting agenda and documents used in the meeting;</p> <p>b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;</p> <p>...</p>	<p>members of the Board of Directors;</p> <p>...</p> <p>3. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to the entire meeting documents so that shareholders can access them, including:</p> <p>a) Meeting agenda and documents used in the meeting;</p> <p>b) List and detailed information of candidates in case of election of members of the Board of Directors;</p> <p>...</p>	
10.	<p>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</p> <p>...</p> <p>2. The election of the chairman, secretary and vote counting committee is regulated as follows:</p> <p>a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as chair, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chair and the person with the highest number of votes shall chair the meeting;</p>	<p>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</p> <p>...</p> <p>2. The election of the chairman, secretary and vote counting committee is regulated as follows:</p> <p>a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as chair, the Chairman of the Audit Committee shall conduct the General Meeting of Shareholders to elect the meeting chair and the person with the highest number of votes shall chair the meeting;</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
11.	<p>Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed</p> <p>1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3 , 4 and 6, Article 148 of the Law on Enterprises :</p> <p>a) Type of shares and total number of shares of each type;</p> <p>b) Change of industry, profession and business field;</p> <p>c) Change the Company's management structure;</p> <p>d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;</p> <p>d) Reorganize and dissolve the Company;</p> <p>...</p> <p>3. Voting to elect members of the Board of Directors and the Supervisory Board may be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board 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 or Supervisory Board 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 two (02) or more candidates with the same number of votes for the</p>	<p>Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed</p> <p>1. The resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, <u>or 65% or more of the total number of votes of all shareholders with voting rights in case of obtaining shareholders' opinions in writing</u> , except for the cases specified in Clauses 3 and 6, Article 148 of the Law on Enterprises.</p> <p>a) Type of shares and total number of shares of each type;</p> <p>b) Change of industry, profession and business field;</p> <p>c) Changes in the Company's management structure; Company Charter</p> <p>d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;</p> <p>d) Reorganize and dissolve the Company;</p> <p>...</p> <p>3. Voting to elect members of the Board of Directors may be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the</p>	<p>Amendment to clarify the conditions for passing resolutions of the General Meeting of Shareholders (strengthening the authority of the General Meeting of Shareholders)</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations. In addition, voting to elect members of the Board of Directors and the Board of Supervisors can be carried out in other ways as prescribed in the Election Regulations of each election period.</p> <p>4. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders with voting rights.</p> <p>...</p>	<p>Company's Charter is sufficient. In case there are two (02) or more candidates with the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations. In addition, voting to elect members of the Board of Directors may be carried out by other methods specified in the election regulations of each member election period.</p> <p>4. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders with voting rights, except for the cases specified in Clause 1 of this Article.</p> <p>...</p>	
12.	<p>Article 22. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders</p> <p>The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:</p> <p>1. When deemed necessary for the benefit of the Company, the Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters within its authority, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises.</p> <p>...</p>	<p>Article 22. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders</p> <p>The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:</p> <p>1. When deemed necessary for the benefit of the Company, the Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on all matters within its authority, including but not limited to the cases specified in Clause 2, Article 147 of the Law on Enterprises.</p> <p>...</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:</p> <p>....</p> <p>8. A resolution is passed by way of obtaining written opinions from shareholders if it is approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.</p>	<p>5. The Board of Directors shall count the votes and prepare the vote-counting minutes under the supervision of the person in charge of corporate governance or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must include the following main contents:</p> <p>....</p> <p>8. A resolution is passed by way of obtaining written opinions of shareholders if approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and shall have the same value as a resolution passed at a meeting of the General Meeting of Shareholders, except for the case specified in Clause 1, Article 21 of this Charter.</p>	
13.	<p>Article 26. Composition and term of office of members of the Board of Directors</p> <p>1. The number of members of the Board of Directors is 9 people.</p> <p>2. The term of office of a member of the Board of Directors shall <u>not exceed</u> 05 years and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.</p> <p>3. The composition of the Board of Directors is as follows:</p> <p>The structure of the Board of Directors of the company</p>	<p>Article 26. Composition and term of office of members of the Board of Directors</p> <p>1. The number of members of the Board of Directors is 7 people.</p> <p>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. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.</p> <p>3. The composition of the Board of Directors is as follows:</p> <p>The structure of the Board of Directors of the company must ensure that there are at least 3 members of the Board of</p>	<p>Modified due to change in number of Board members</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>must ensure that at least 1/3 (minimum 2) of the total number of members of the Board of Directors 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.</p> <p>The company must also ensure that there are 02 independent members of the Board of Directors.</p> <p>...</p>	<p>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.</p> <p>The company must also ensure that at least 02 members of the Board of Directors are independent members.</p> <p>...</p>	
14.	<p>Article 30. Meeting of the Board of Directors</p> <p>...</p> <p>3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:</p> <p>a) At the request of the Board of Supervisors or an independent member of the Board of Directors;</p> <p>...</p> <p>7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.</p> <p>Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.</p> <p>11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote <u>if approved by a majority of Board of Directors members</u>.</p>	<p>Article 30. Meeting of the Board of Directors</p> <p>...</p> <p>3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:</p> <p>a) At the request of an independent member of the Board of Directors;</p> <p>...</p> <p>7. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.</p> <p>10. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend meetings and vote if approved in writing by a majority of the Board of Directors or approved directly before the opening of the meeting at the request of the authorized</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; In case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.	person (direct approval must be recorded in the minutes of the Board of Directors meeting). 11. Resolutions and decisions of the Board of Directors are passed if approved by 2/3 or more of the members attending the meeting ; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.	
15.	Article 32. Person in charge of corporate governance ... 3. The person in charge of corporate governance has the following rights and obligations: ... b) Prepare meetings of the Board of Directors , Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board ; ... e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisory Board members ;	Article 32. Person in charge of corporate governance ... 3. The person in charge of corporate governance has the following rights and obligations: ... b) Prepare meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors; ... e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members;	Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors
16.	CHAPTER VIII. CHIEF EXECUTIVE OFFICER AND OTHER OPERATING OFFICERS	CHAPTER VIII. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS	
17.	Article 37. Nomination, Candidacy, and Election of Supervisory Board Members (Supervisors) 1. The nomination and candidacy for members of the Supervisory Board shall be conducted in accordance with Clauses 1 and 2, Article 25 of this Charter.	Article 33. Nomination and candidacy for members of the Audit Committee 1. The Chairperson and other members of the Audit Committee shall be nominated by the Board of Directors, must not be Company executives, and must meet the	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>2. In case the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, the internal corporate governance regulations, and the Supervisory Board's operational regulations. The nomination of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of Supervisory Board members, as prescribed by law.</p> <p>Article 38. Composition of the Supervisory Board</p> <p>1. The Supervisory Board of the Company shall consist of 3 members. The term of each member shall not exceed 5 years and members may be re-elected for an unlimited number of terms.</p> <p>2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following categories:</p> <p>a) Working in the Company's accounting or finance department;</p> <p>b) Being a member or employee of an independent auditing firm that audited the Company's financial statements within the last 3 consecutive years.</p> <p>3. A member of the Supervisory Board shall be dismissed in the following cases:</p> <p>a) No longer meeting the standards and conditions to be a Supervisory Board member as stipulated in Clause 2 of this Article;</p>	<p>qualification requirements specified in Article 34 of this Charter.</p> <p>2. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.</p> <p>Article 34. Composition of the Audit Committee</p> <p>1. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.</p> <p>2. Audit Committee members must have knowledge of accounting and auditing, a general understanding of law and the Company's operations, and must not fall into the following categories:</p> <p>a) Working in the Company's accounting or finance department;</p> <p>b) Being a member or employee of an approved auditing firm that audited the Company's financial statements during the preceding three (03) consecutive years.</p> <p>3. The Chairperson of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or higher standards as specified in this Charter, the Company's internal corporate governance regulations, or the Audit Committee's operating regulations.</p> <p>4. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.</p>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>b) Submitting a resignation letter that is accepted.</p> <p>4. A member of the Supervisory Board shall be removed from office in the following cases:</p> <p>a) Failing to fulfill assigned duties and tasks;</p> <p>b) Failing to perform their rights and obligations for 6 consecutive months, except in cases of force majeure;</p> <p>c) Repeatedly or seriously violating the duties of a Supervisory Board member as prescribed by the Law on Enterprises;</p> <p>d) Other cases as decided by resolution of the General Meeting of Shareholders.</p> <p>Article 39. Head of the Supervisory Board</p> <p>1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, or removal shall be carried out based on majority voting. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the company's business operations.</p> <p>2. Rights and duties of the Head of the Supervisory Board:</p> <p>a) Convene meetings of the Supervisory Board;</p> <p>b) Request the Board of Directors, the CEO, and other executives to provide relevant information for reporting to the Supervisory Board;</p> <p>c) Prepare and sign the Supervisory Board's report after</p>	<p>Article 35. Rights and obligations of the Audit Committee</p> <p>The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and obligations:</p> <p>1. Have the right to access documents related to the Company's operations, and to communicate with other members of the Board of Directors, the CEO, the Chief Accountant, and other management personnel to gather information for the activities of the Audit Committee.</p> <p>2. Have the right to request the representative of the approved auditing firm to attend and respond to matters related to the audited financial statements at meetings of the Audit Committee.</p> <p>3. Outsource the legal, accounting or other consultancy as needed.</p> <p>4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions for handling risks arising in the Company's operations.</p> <p>5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the CEO and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company's Charter.</p> <p>6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.</p> <p>7. Other rights and obligations under this Charter, Internal Regulations on Corporate Governance, and Operating Regulations of the Audit Committee approved by the Board</p>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>consulting with the Board of Directors for submission to the General Meeting of Shareholders.</p> <p>Article 40. Rights and Duties of the Supervisory Board</p> <p>The Supervisory Board shall have the rights and duties as stipulated in Article 170 of the Law on Enterprises and the following additional rights and duties:</p> <ol style="list-style-type: none"> 1. Propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; decide on the auditing firm to review the Company's operations; and dismiss the approved auditor when deemed necessary. 2. Be accountable to the shareholders for its supervisory activities. 3. Monitor the Company's financial status and ensure compliance with the law by members of the Board of Directors, the CEO, and other managers. 4. Ensure coordination of activities with the Board of Directors, the CEO, and shareholders. 5. In cases where violations of the law or the Company Charter by members of the Board of Directors, the CEO, or other executives are detected, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violators to cease their actions, and propose solutions for remediation. 6. Develop the Supervisory Board's Rules of Operation and submit them to the General Meeting of Shareholders for approval. 7. Report to the General Meeting of Shareholders in 	<p>of Directors and prescribed by Law.</p> <p>Article 36. Meetings of the Audit Committee</p> <ol style="list-style-type: none"> 1. The Audit Committee must meet at least two (02) times a year. Minutes of the meeting must be detailed, clear and fully saved. The person taking the minutes and the Audit Committee members attending the meeting must sign the minutes of the meeting. 2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other means as prescribed by the Audit Committee's Regulations on operations. Each member of the Audit Committee shall have one vote. Unless the Regulations on operations of the Audit Committee stipulate a higher percentage, the decision of the Audit Committee shall be passed if approved by a majority of the members present at the meeting; in the event of equal vote, the final decision shall be made by the side with the opinion of the Chairman of the Audit Committee. <p>Article 37. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders</p> <p>The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders. The report on the activities of the independent member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:</p> <ol style="list-style-type: none"> 1. Remuneration, operational expenses, and other benefits of the Audit Committee and each of its members, in accordance with the Law on Enterprises and the Company 	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities.</p> <p>8. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; and to visit the workplace of the Company's managers and employees during working hours.</p> <p>9. Have the right to request the Board of Directors, members of the Board of Directors, the CEO, and other managers to provide complete, accurate, and timely information and documents on the Company's management, operations, and business activities.</p> <p>10. Exercise other rights and perform other duties as prescribed by law.</p> <p>Article 41. Meetings of the Supervisory Board</p> <p>1. The Supervisory Board shall meet at least twice a year. The number of members attending the meeting must be at least two-thirds of the total number of Supervisory Board members. Meeting minutes must be prepared in a detailed and clear manner. The minute-taker and all attending members of the Supervisory Board must sign the minutes. All meeting minutes of the Supervisory Board must be archived to determine the responsibility of each member.</p> <p>2. The Supervisory Board has the right to request members of the Board of Directors, the CEO, and representatives of the approved auditing firm to attend the meetings and clarify relevant issues.</p> <p>Article 42. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members</p>	<p>Charter;</p> <p>2. Summary of the Audit Committee's meetings, conclusions, and recommendations;</p> <p>3. Results of oversight related to financial statements, operational performance, and the financial status of the Company;</p> <p>4. Report on the assessment of transactions between the Company, subsidiaries, other companies in which the Company controls more than ten percent (10%) or more of the charter capital with members of the Board of Directors, CEO, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, CEO, other executives of the enterprise are founding members or managers of the enterprise within the three (03) most recent years prior to the time of the transaction;</p> <p>5. Assessment results of the Company's internal control and risk management system;</p> <p>6. Results of supervision of the Board of Directors, the CEO, and other executives of the Company;</p> <p>7. Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the CEO, and shareholders;</p> <p>8. Other relevant contents (if any).</p>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented as follows:</p> <p>1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount for salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.</p> <p>2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.</p> <p>3. Salaries and operational expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the provisions of the Law on Corporate Income Tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.</p>		
18.	<p>CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER MANAGERS</p> <p>Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other executives are responsible for performing their duties,</p>	<p>CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER MANAGERS</p> <p>Members of the Board of Directors, the Chief Executive Officer and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.	benefit of the Company.	under Board of Directors
19.	<p>Article 43. Responsibility to be honest and avoid conflicts of interest</p> <p>1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other managers must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.</p> <p>2. Members of the Board of Directors, members of the Supervisory Board, the the Chief Executive Officer, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.</p> <p>3. Members of the Board of Directors, members of the Supervisory Board, the the Chief Executive Officer and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.</p> <p>4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the</p>	<p>Article 42. Responsibility to be honest and avoid conflicts of interest</p> <p>1. Members of the Board of Directors, the Chief Executive Officer and other managers must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.</p> <p>2. Members of the Board of Directors, the Chief Executive Officer, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.</p> <p>3. Members of the Board of Directors, the the Chief Executive Officer and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, other companies in which the public company controls <u>10% or more of the charter capital</u> with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the law on securities on information disclosure.</p> <p>4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises.</p> <p>5. Members of the Board of Directors, the Chief Executive</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p> <p>Amending the value level for notification of transactions between the Company, subsidiaries, other companies controlled by the Company with insiders and related persons of insiders of the Company from the level of over fifty percent (50%) of charter capital down to the level of ten</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>Law on Enterprises.</p> <p>5. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.</p> <p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other executives and individuals and organizations related to these subjects are not invalid in the following cases:</p> <p>a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;</p> <p>b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by</p>	<p>Officer, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.</p> <p>6. Transactions between the Company and one or more members of the Board of Directors, the Chief Executive Officer, other executives and individuals and organizations related to these subjects are not invalid in the following cases:</p> <p>a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Chief Executive Officer, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests;</p> <p>b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, the Chief Executive Officer, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.</p>	<p>percent (10%) of charter capital or more to enhance transparency in internal transactions of the Company.</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	votes of shareholders with no related interests.		
20.	<p>Article 44. Liability for damage and compensation</p> <p>1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.</p> <p>2. The Company shall indemnify those who have been, are or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, member of the Board of Supervisors, the Chief Executive Officer, other executive, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and carefully for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.</p> <p>3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.</p>	<p>Article 43. Liability for damage and compensation</p> <p>1. Members of the Board of Directors, the Chief Executive Officer and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.</p> <p>2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, the Chief Executive Officer, other executive officer, employee or representative authorized by the Company who has been or is performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.</p> <p>3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.</p>	Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors
21.	<p>Article 45. Right to look up books and records</p> <p>1. Common shareholders have the right to look up books and records, specifically as follows:</p> <p>...</p>	<p>Article 44. Right to look up books and records</p> <p>1. Common shareholders have the right to look up books and records, specifically as follows:</p> <p>...</p>	Amendment due to change in management structure from Board of Supervisors to

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares or have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.</p> <p>...</p> <p>3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Board and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that this information must be kept confidential.</p> <p>4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.</p> <p>...</p>	<p>b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares or have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.</p> <p>...</p> <p>3. Members of the Board of Directors, the Chief Executive Board and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.</p> <p>4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.</p> <p>...</p>	<p>Audit Committee under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
22.	<p>Article 53. Dissolution of the company</p> <p>...</p> <p>2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.</p>	<p>Article 52. Dissolution of the company</p> <p>...</p> <p>2. The dissolution of the Company before the deadline is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority as prescribed by law.</p>	<p>Modify the presentation style to be clearer</p>
23.	<p>Article 56. Resolution of internal disputes</p> <p>1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:</p> <p>a) Shareholders with the Company;</p> <p>b) Shareholders with the Board of Directors, Supervisory Board, Chief Executive Board or other executives;</p> <p>The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.</p>	<p>Article 55. Resolution of internal disputes</p> <p>1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:</p> <p>a) Shareholders with the Company;</p> <p>b) Shareholders with the Board of Directors, Chief Executive Board or other executives;</p> <p>The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
24.	Article 58. Effective date 1. This Charter consists of 18 chapters and 58 articles; unanimously approved by the General Meeting of Shareholders of Thai Nguyen International Hospital Joint Stock Company on December 27, 2024 at the extraordinary general meeting of shareholders in 2024 and also approved the full validity of this Charter.	Article 57. Effective date 1. This Charter consists of 18 chapters and 57 articles; unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on June, 2025 at the 2025 annual general meeting of shareholders and jointly approved the full validity of this charter.	Amendment due to change of Company name and time of issuance of charter
25.	APPENDIX 01 DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT UNTIL PRESENT AND OWNERSHIP RATIO OF FOUNDING SHAREHOLDERS AT THE DATE OF ESTABLISHMENT OF THE COMPANY	APPENDIX 01 DETAILS OF THE COMPANY'S CHARTER CAPITAL FROM THE DATE OF ESTABLISHMENT UNTIL PRESENT AND OWNERSHIP RATIO OF FOUNDING SHAREHOLDERS AT THE DATE OF ESTABLISHMENT OF THE COMPANY 1. Details of the Company's charter capital from the date of establishment to the present	Complete with all relevant details
Certain other detailed adjustments regarding the order of Articles and Clauses; sentence structure, wording, abbreviations, and cross-references in the Charter have been made to ensure consistency in form and content, without altering the substantive content of the Articles and Clauses			

SUBMISSION

Re: Approval of election of members of the Board of Directors term 2025 - 2030

To: General Meeting of Shareholders of TNH Hospital Group JSC

- *Pursuant to the Law on Enterprises and implementing documents;*
- *Pursuant to the Charter of Organization and Internal Regulations on Administration Company .*

Based on the requirements of the Company's operations, to ensure compliance with legal regulations and improve the Company's management capacity. The Board of Directors respectfully proposes that the General Meeting approve the following contents:

1. Approval of the election of the Board of Directors for the 2025–2030 term: **07 members**
2. In addition, the Board of Directors has attached to this proposal the guidelines and nomination/application forms for the introduction, self-nomination, and nomination of candidates for the Board of Directors for the aforementioned election.

Note: Candidates must meet the criteria specified in Clause 1, Article 155. Enterprise Law 2020 and other relevant documents as prescribed by law and the Company's current publicly announced Charter, internal rules and regulations.

Best regards !

Recipient:

- As above.
- Save: Clerical Dept, Legal Affairs, AGM documents.

**Board of Directors
CHAIRMAN OF BOARD OF
DIRECTORS**

(signed)

Hoang Tuyen

NOMINATION AND CANDIDATE DOCUMENTS

Candidates for election to the Board of Directors for the 2025-2030 term of TNH Hospital Group Joint Stock Company

Board of Directors announces that a shareholder or group of shareholders owning 10% or more of the Company's total common shares wishing to nominate/run for membership in the Board of Directors for the 2025-2030 term shall prepare a candidate profile including:

1. Original copy of the Application for nomination/candidate for membership of the Board of Directors;
2. Original copy of Minutes of the shareholder group meeting (if it is a nominated shareholder group) ;
3. Original Candidate's CV (according to form) ;
4. Copy of applicant's ID card/Passport.
5. Copy of candidate's Diploma and Certificate .

For convenience in organizing and preparing election documents, the company respectfully requests shareholders/groups of shareholders who meet the conditions for candidacy/nomination to fax the above candidacy and nomination documents to the Company before 3:00 p.m. on June 05, 2025. The original copy of the Candidacy and Nomination Documents (in case they have not been sent to the Company in person or by post) must be sent directly to the Organizing Committee by shareholders/groups of shareholders when registering to attend the General Meeting on June 16, 2025.

- o Contact address: No. 328 Luong Ngoc Quyen Street, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province;
- o Contact person: **Ms. Hua Thi Hoa Linh (0947 633 282)** or send a letter/feedback directly to the email below of TNH Hospital Group Joint Stock Company;
- o Email: ir.tnh@tnh.com.vn
- o If a shareholder or group of shareholders does not submit nomination dossier as the above-mentioned nominations to the company before approving the list of candidates/nominations at the General Meeting, the nomination of the shareholder/group of shareholders is not in accordance with the provisions of the Law on Enterprises and the Company's Charter, and the nomination/nomination of the shareholder/group of shareholders will not be valid at the General Meeting.

Based on the Candidacy and Nomination Profiles of shareholders, shareholder groups and the attached profiles of the candidates, the Board of Directors will prepare and approve a list of candidates who meet the prescribed conditions and submit them to the General Meeting of Shareholders for approval to be elected to the Board of Directors. In case of arriving before 3:00 p.m. on 05 June 2025, number of members of the Board of Directors Nominate less than the number of members of the Board of Directors If elected, the remaining candidates will be introduced by the Board of Directors or nominated by the organization according to the provisions of law and the Company's Charter.

Best regards!



NOMINATION FORM
CANDIDATES FOR BOARD OF DIRECTORS
(term 2025-2030)

To: TNH Hospital Group Corporation

I/ We are (*organization/individual*) :

ID card / Business registration number: Date of issue:

Place of issue:.....

Address / Head office :

Currently owns: shares (In words:.....)

.....% of total voting shares calculated on the
list of shareholders as of May 16, 2025.

Representative (*for organization*) :.....Position:

I / We agree to nominate:

Mr/Ms:

ID card/ Passport number: Date of issue: Place of issue:.....

Permanent address:

Education:Major:

Currently owns: shares (In words:))

Correspondingly:% of total voting shares

to run for **Board of Directors** TNH Hospital Group Joint Stock Company term 2025-2030

Detailed candidate information is stated in the candidate's resume attached to this application.

Attached to this application are:

1. Original copy of the minutes of the shareholders' group meeting (if the nomination is made by a group of shareholders)
2. Original copy of the candidate's curriculum vitae (according to the prescribed form)
3. Photocopy of the candidate's Citizen Identification Card/Passport
4. Photocopy of the candidate's diplomas and certificates

Propose that the General Meeting consider and verify the qualifications and conditions of the candidates and include them in the election list if qualified.

Best regards !

**SHAREHOLDER/SHAREHOLDER
GROUP REPRESENTATIVE**



APPLICATION
Board Member
(term 2025-2030)

To: TNH Hospital Group Corporation

My name is:

ID card/Passport number:.....

Date of issue:..... Place of issue:

Permanent address:

Education:

Specialized:.....

Currently owns: shares (In words:)

Corresponding to% of total voting shares
calculated on the list of shareholders as of May 16, 2025.

After studying the criteria and conditions for membership in the Board of Directors for the 2025-2030 term and relevant legal provisions; I find myself qualified and, by this Application, I hereby nominate myself to be **a member of the Board of Directors**. TNH Hospital Group Joint Stock Company term 2025-2030.

If elected by shareholders as a member of **the Board of Directors** for the 2025-2030 term, I will devote all my capacity and enthusiasm to contribute to the development of TNH Hospital Group Joint Stock Company.

I guarantee that the information I provide is true and I am responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content of the attached documents.

Thank you very much!

Attached documents:

- Valid copy of ID card /Passport;
- Certified copies of qualifications (if any);
- Candidate resume (according to form).

..., date..... month year 2025

CANDIDATE

(Sign and print full name)



APPLICANT RESUME SAMPLE
Member of the Company's Board of Directors for the 2025-2030
term

Full name		
Sex		
Date of birth		
Place of birth		
Personal identification		
Nationality		
Ethnicity		
Permanent address		
Phone number		
Cultural level		
Professional qualifications		
Work process:		
Current position at the Company		
Position held at other organizations		
Number of shares owned		
Criminal record		
Conflict of Interest with the Company		
Debts to the Company		
Benefits related to the Company		
Related persons holding shares		

DECLARANT

PROPOSAL

**Regarding the promulgation of the internal Regulation on Corporate
Governance of TNH Hospital Group Joint Stock Company**
(due to the change in the Company's governance structure)

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

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, 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 guiding documents;

- Pursuant to the Law on Securities 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 the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;

- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Law on Securities, passed on December 31, 2020;

- Pursuant to the Charter on Organization and Operation of TNH Hospital Group Joint Stock Company;

- Pursuant to the internal Regulation on Corporate Governance of TNH Hospital Group Joint Stock Company;

- Pursuant to Proposal No. 433TTr-HDQT dated May 26, 2025;

To align with the Company's governance structure, the Board of Directors proposes that the General Meeting of Shareholders approve the promulgation of the internal Regulation on Corporate Governance of TNH Hospital Group Joint Stock Company to replace the internal Regulation on Corporate Governance issued pursuant to the 2023 Annual General Meeting of Shareholders' Resolution No. 501/NQ-DHDCD dated June 19, 2023.

The full text of the internal Regulation on Corporate Governance of TNH Hospital Group Joint Stock Company is attached to this Proposal.

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

Respectfully./.

Recipients:

- As above;
- BOD, Executive Management Board;
- Archives: Clerical Office, Legal Affairs, AGM documents

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

(Signed)

Hoang Tuyen

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INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

TNH HOSPITAL GROUP JOINT STOCK COMPANY

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No: /QC-HDQT

Thai Nguyen, May....2025

REGULATIONS ON CORPORATE GOVERNANCE

PURSUANT TO

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

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

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and applicable subjects

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

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

2. Applicable subjects: This regulation applies to members of the Board of Directors, CEO and related persons.

Article 2. Interpretation of terms

The following terms shall have the following meanings:

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

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

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

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

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

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

- f. “Delegate” means a shareholder or a shareholder's authorized representative attending the General Meeting of Shareholders;
- g. “Founding shareholder” is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company.
- h. “Major shareholder” is a shareholder owning 5% or more of the voting shares of an issuing organization.
- i. “Enterprise manager” means the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director (CEO) and individuals holding other management positions as prescribed in the Company Charter directly appointed by the Board of Directors;
- j. “Enterprise Executive” means the Director (CEO), Deputy Director (Deputy General Director), Chief Accountant, and other executives as prescribed in the Company Charter;
- k. “Non-executive Board Member” (hereinafter referred to as “non-executive member”) is a member of the Board of Directors who is not the Director (CEO), Deputy Director (Deputy General Director), Chief Accountant and other executives as prescribed in the Company Charter.
- l. “Independent member of the Board of Directors” (hereinafter referred to as “independent member”) is a member specified in Clause 2, Article 155 of the Law on Enterprises.
- m. “Family relations” include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, younger sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of wife, brother-in-law of husband, sister-in-law of wife, sister-in-law of husband.
- n. “Insider” is a person holding an important position in the management and administration of an enterprise as prescribed in Clause 45, Article 4 of the Law on Securities;
- o. “Related person” means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

Article 3. Company management apparatus

1. General Meeting of Shareholders
2. Board of Directors
3. Audit Committee under the Board of Directors
4. Executive Management Board

Article 4. Principles of corporate governance

1. Comply with the law and Company Charter.
2. Ensure efficiency in accordance with the Company's operational needs and market fluctuations.

3. Enhance the accountability of governance structures to shareholders;
4. Ensure and balance the legitimate rights and interests of stakeholders in governance activities.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

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

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

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

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

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

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

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

Article 7. Convening the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.
2. The Annual General Meeting of Shareholders is held once a year (01). The Annual General Meeting of Shareholders must meet within four (04) months from the end of the fiscal year. The

Board of Directors decides to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the fiscal year.

3. The person convening the General Meeting of Shareholders must perform the tasks prescribed in Clause 2, Article 18 of the Company Charter.

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

1. The person convening the General Meeting of Shareholders must prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no more than ten (10) days before the date of sending the invitation to the General Meeting of Shareholders.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder (if any).

3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of incorrect information or addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The company manager must promptly provide information or correct or supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely or inaccurate provision of information upon request.

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

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

Article 10. Notice of convening the General Meeting of Shareholders

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

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

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.

2. The proposal to include issues in the shareholders' meeting agenda shall be implemented in accordance with the provisions of Clauses 4, 5 and 6, Article 18 of the Company's Charter.

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

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

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

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

Article 14. Conditions for holding a General Meeting of Shareholders

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

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

1. The procedures for conducting meetings and voting at the General Meeting of Shareholders shall be as prescribed in Article 20 of the Company's Charter. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by

raising voting cards, placing ballots in ballot boxes or other methods specified in detail in the Regulations on the Organization of the General Meeting of Shareholders of each meeting.

2. The agenda and content of the meeting must be approved by the General Meeting of Shareholders after the General Meeting has approved the vote counting committee. The agenda must clearly and specifically specify the time for each issue in the agenda. The Chairman's decision on the order, procedures or events arising outside the agenda voted by the General Meeting of Shareholders will be the highest decision.

3. Depending on the content and nature of each meeting, the Chairman may conduct the Congress in the manner of discussing an issue and then voting on that issue immediately after it is finished, or decide to discuss some or all of the issues on the congress agenda (discussing each issue) and then voting on the issues that have been discussed (voting on each issue).

4. Shareholders attending the General Meeting may only express their opinions after receiving the approval of the Chairman. Their statements must be brief and focused on the key issues that need to be discussed, consistent with the approved agenda of the General Meeting. Issues that have been raised by previous participants must not be raised again to avoid duplication. For important issues, the Chairman has the right to give priority to shareholders who have registered to speak via the registration form and sent to the secretary in advance. Shareholders must respect and absolutely comply with the direction of the Chairman and the Organizing Committee of the General Meeting.

5. In case the shareholders have expressed their opinions under the direction of the chairman, but the meeting agenda does not allow for all questions or opinions of the shareholders to be answered, those questions or opinions must be recorded by the Secretary of the General Meeting and the Board of Directors is obliged to respond in writing to the remaining issues and must send them to all shareholders attending the meeting within 15 (fifteen) days from the end of the General Meeting. This document can be replaced by posting on the company's electronic information page.

6. The General Meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.

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

8. When voting by ballot, shareholders or their authorized representatives shall place their ballots in a sealed ballot box for the vote counting committee to conduct the vote counting. The vote counting committee shall be responsible for checking the number of ballots collected against the

number of ballots issued and for checking the validity of the collected ballots. The number of “Agree”, “Disagree”, “No opinion” votes and the number of invalid votes for each voting content shall be separately compiled and clearly recorded in the vote counting minutes.

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

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

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

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

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

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

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

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

The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market price or price calculated based on the Company's book value within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for shareholders to choose from and that choice shall be the final decision.

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

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

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

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

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

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

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

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

1. Convening the General Meeting of Shareholders

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

2. Prepare a list of shareholders entitled to attend the meeting and notify the convening of the General Meeting of Shareholders.

a. The preparation of the list of shareholders entitled to attend the online General Meeting of Shareholders and the announcement of the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders shall be carried out similarly to the provisions in Articles 8 and 9 of this Regulation.

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

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

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

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

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

5. Conditions for holding a General Meeting of Shareholders

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 23. Cases where written opinions are sought

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

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

1. Prepare documents:

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

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

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

The company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration

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

3. Send documents and ballots to shareholders

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

4. Receive shareholder's return ballot

The completed ballot must be signed by:

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

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

5. Counting votes and making minutes of vote counting

The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the person in charge of corporate governance or of shareholders who do not hold a managerial position in the company. The vote counting minutes must include the contents specified in Clause 5, Article 22 of the Company Charter.

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

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

A resolution passed by way of obtaining written opinions of shareholders must be approved by shareholders representing more than fifty percent (50%) of the total number of shares with voting

rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders, except for the case specified in Clause 1, Article 21 of the Company's Charter.

7. Announcement of vote counting results

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

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

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

9. Save the document

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

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

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

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

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company Charter.
2. Summary of Board of Directors meetings and Board of Directors decisions.
3. Report on transactions between the company, subsidiaries, companies in which the public company controls ten percent (10%) or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the three (03) years immediately preceding the transaction.
4. Activities of independent members of the Board of Directors and the results of the independent members' assessment of the activities of the Board of Directors.
5. Activities of other subcommittees of the Board of Directors (if any).
6. Results of supervision of the CEO.
7. Monitoring results for other operators.
8. Future plans.

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

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

1. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
2. Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;
3. Results of supervision of financial statements, operations and financial status of the Company;
4. Evaluation report on transactions between the Company, its subsidiaries, and companies controlled by the Company with ten percent (10%) or more of charter capital, with members of the Board of Directors, the CEO, other corporate executives, and their related parties; transactions between the Company and companies in which the members of the Board of Directors, the CEO, or other corporate executives are founders or managers within three (03) years prior to the transaction date;
5. Assessment results of the Company's internal control and risk management system;
6. Results of supervision of the Board of Directors, CEO and other executives of the enterprise;
7. Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the CEO and shareholders.
8. Other content (if any).

CHAPTER III. BOARD OF DIRECTORS

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

1. The Board of Directors is the company's management body, with full authority to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be implemented in accordance with the provisions of law, Article 27 of the company charter, and the following contents:
 - a. Responsible to shareholders for the company's operations.
 - b. Treat all shareholders equally and respect the interests of those with interests related to the company.

- c. Ensure that the company's operations comply with the provisions of law, the Charter and internal regulations of the company.
- d. Monitor and prevent conflicts of interest of members of the Board of Directors, the CEO and other managers, including misuse of company assets and abuse of related party transactions.
- e. Appointment of a Corporate Governance Officer.
- f. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, CEO and other managers of the company.
- g. Report on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 25 of this Regulation.
- h. Decision to invest or sell assets with a value of less than 35% of the total asset value recorded in the company's most recent financial report
- i. Approve contracts and transactions with a value of less than 35% of the total value of the enterprise's assets or leading to the total value of transactions arising within 12 months from the date of the first transaction having a value of less than 35% of the total value of the Company's assets recorded in the most recent financial report between the Company and the subjects specified in Clause 1, Article 167 of the Law on Enterprises and between the company and other managers and related persons of these entities.
- j. Approve contracts, loan transactions, lending, and asset sales with a value equal to or less than 10% of the total asset value of the enterprise recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
- k. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except for contracts signed with persons specified in Clause 1, Article 167 of the Law on Enterprises and between the company and other managers and related persons of these subjects.

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

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the company and of the units within the company.
2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:
 - a. Perform their duties honestly and carefully in the best interests of shareholders and the company;

- b. Fully attend meetings of the Board of Directors and give opinions on issues discussed;
 - c. Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;
 - d. Report to the Board of Directors at the most recent meeting on transactions between the company, subsidiaries, companies in which the public company controls 10% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;
 - d. Disclose information when trading the company's shares in accordance with the law.
3. The company's independent Board of Directors must prepare an evaluation report on the Board of Directors' performance.

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

- 1. The number of members of the Board of Directors of the company is at least three (03) people and at most eleven (11) people.
- 2. The term of office of a member of the Board of Directors is 05 years from the date of election and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors of the company for no more than two (02) consecutive terms.

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

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

- 1. The composition of the Board of Directors must ensure compliance with the provisions of Clause 3, Article 26 of the Company Charter.
- 2. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company Charter:
 - a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b. Have professional qualifications and experience in business administration or in the Company's business sector, industry or profession and do not necessarily have to be a shareholder of the Company;
 - c. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of a maximum of 05 other companies.
 - d. Other standards and conditions according to the Company Charter.

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

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

a. Not being a person currently working for the Company, the parent company or a subsidiary of the Company; not being a person who has worked for the Company, the parent company or a subsidiary of the Company for at least the previous 03 consecutive years;

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

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

d. Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the Company;

d. Not a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms;

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

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

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

- The Board of Directors must select from among the members of the Board of Directors to elect the Chairman;

- The Chairman of the Board of Directors may not concurrently hold the position of CEO of the same (01) public company.

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

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

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

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

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

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

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

- a) Not meeting the standards and conditions prescribed by law;
- b) Have a resignation letter and it is accepted;
- c) Other cases specified in the Company Charter.

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

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

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

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

- a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must

convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

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

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

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

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

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

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

Article 35. Method of introducing candidates for Board of Directors

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

a. Full name, date of birth;

b. Professional qualifications;

c. Work history;

d. Other management positions (including positions on the Board of Directors of other companies);

d. Interests related to the Company and its related parties;

e. Other information (if any) as prescribed in the Company Charter;

g. The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one (01) of them to convene a meeting of the Board of Directors.

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

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

a. Develop programs and plans of activities of the Board of Directors;

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

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

d. Supervise the implementation of resolutions and decisions of the Board of Directors;

d. Chairing the General Meeting of Shareholders;

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

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

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

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

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

1. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
2. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a. At the request of an independent member of the Board of Directors;
 - b. At the request of the CEO or at least 05 other managers;
 - c. Requested by at least 02 members of the Board of Directors;
 - d. Other cases as prescribed by the Company Charter.
3. The proposal specified in Clause 2 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 2 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the persons requesting the meeting as specified in Clause 2 of this Article shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.
5. Notice of Board of Directors' meeting shall be made in accordance with the provisions of Clause 6, Article 30 of the Company's Charter.
6. Conditions for holding Board of Directors meetings comply with the provisions of Clause 7, Article 30 of the Company Charter.
7. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend the meeting and vote as prescribed in Clause 10 of this Article;
 - c. Attend and vote via online conference, electronic voting or other electronic form;
 - d. Send voting ballots to the meeting via mail, fax, email;
 - d. Send voting ballots by other means as prescribed in the Company Charter.

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

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

9. How to pass resolutions of the Board of Directors

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

b. The Board of Directors shall pass decisions and resolutions based on the approval of the majority of the Board of Directors attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

c. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution passed at a meeting.

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

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

Article 39. Making minutes of Board of Directors meetings

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

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

b. Time and place of meeting;

c. Purpose, agenda and content of the meeting;

d. Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;

d. Issues discussed and voted on at the meeting;

- e. Summarize the opinions of each member attending the meeting in the order of the meeting;
 - g. Voting results, clearly stating the members who approve, disapprove and have no opinion;
 - h. The matter passed and the corresponding percentage of votes passed;
 - i. Full name and signature of the chairman and the person taking the minutes, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid.
3. The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.
4. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the Company's head office.
5. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

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

1. The chairman has the right to refuse to sign the meeting minutes if the minutes recorded by the secretary do not truthfully and accurately reflect the proceedings of the meeting.
2. The meeting secretary has the right to refuse to sign the meeting minutes if the Chairman requests to add, remove, or edit the meeting minutes, resulting in the minutes not accurately reflecting the meeting proceedings.
3. Matters arising at the meeting but outside the meeting agenda, beyond the legal and valid control of the chair; may only be recorded in the meeting minutes with the chair's consent.

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

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

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

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

comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when a majority of members attend and vote for it at the subcommittee meeting.

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

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

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

2. Standards of the Corporate Governance Officer

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

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

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

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

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

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

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

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

CHAPTER IV. AUDIT COMMITTEE

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

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

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

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

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

2. Audit Committee Membership Standards

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

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

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

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

Article 47. Meeting of the Audit Committee

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

CHAPTER V. CEO

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

1. The CEO is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
2. The CEO has the following rights and obligations:
 - a. Decide on matters related to the Company's daily business operations that are not under the authority of the Board of Directors;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organize the implementation of the Company's business plan and investment plan;
 - d. Propose organizational structure plan and internal management regulations of the Company;
 - d. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
 - e. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the CEO;

- g. Labor recruitment;
- h. Proposing plans to pay dividends or handle business losses;
- i. Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.

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

1. The term of office of the CEO shall not exceed 05 years and may be reappointed for an unlimited number of terms. The CEO must meet the standards and conditions prescribed by law and the Company Charter.
2. The CEO must meet the following standards and conditions:
 - a. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises.
 - b. Must not be a family member of the company's business manager and parent company; representative of state capital, representative of enterprise capital at the company and parent company;
 - c. Have professional qualifications and experience in business administration of the company.
3. The above qualified candidates have the right to run for or be nominated as CEO of the Company.

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

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

Article 51. Salary and other benefits of the CEO

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

CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF

DIRECTORS AND EXECUTIVE

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

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

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

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

Article 54. Cases in which the CEO proposes to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion

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

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

2. Issues requiring the Board of Directors' opinion:

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

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

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

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

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

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

1. The contents to be reported are specified in this Regulation.
2. The CEO is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and other companies in which the Company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law.
3. Other contents requiring comments and reports to the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.
4. In the case of approving contracts and transactions as prescribed in Clause 1, Article 167 of the Law on Enterprises and having a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller ratio or value as prescribed in the Company Charter, the company representative signing the contract or transaction must notify the members of the Board of Directors of the entities related to that contract or transaction and send along a draft contract or main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of

the notification; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

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

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

1. When there is a proposal for the company's organizational structure and internal management regulations, the CEO shall send it to the Board of Directors as soon as possible but no less than seven (07) days before the date on which the content needs to be decided;
2. The CEO must plan for the Board of Directors to approve issues related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and managers;
3. The CEO must plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in the Company's Charter, the Company's regulations and current legal regulations;
4. The CEO is obliged to notify the Board of Directors of transactions between the Company, subsidiaries, and other companies in which the Company controls 10% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law;
5. The contents that the CEO needs to consult the Board of Directors must be sent at least seven (07) working days before the expected date of receiving feedback from the Board of Directors .

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

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

1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board of Directors, the CEO and other executives.
2. The performance evaluation criteria must harmonize the interests of the business operator with the long-term interests of the Company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors at each time. In particular, non-financial indicators can be mentioned as: the interests of related parties, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on assigned functions and tasks, established evaluation criteria and achieved results, the Board of Directors organizes an evaluation of the performance of Board members.
4. The evaluation of other operators' performance is carried out according to internal regulations or may be based on the self-evaluation of these operators' performance.

Article 60. Rewards

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

Article 61. Discipline

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

CHAPTER VIII. IMPLEMENTATION PROVISIONS

Article 62. Amendments and supplements

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

this charter, the provisions of that law shall naturally be applied and regulate the company's operations.

Article 63. Entry into force

1. This Regulation consists of 8 chapters and 63 Articles and was unanimously approved by the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company on, 2025 and jointly accept the full text of this Regulation.
2. Copies or extracts of the Company's internal regulations on corporate governance must be signed by the Chairman of the Board of Directors of the Company or at least one-half (1/2) of the total number of members of the Board of Directors.
3. The Board of Directors, Executive Management Board and other relevant individuals and organizations of TNH Hospital Group Joint Stock Company are responsible for implementing this Regulation.

Recipient:

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

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

Hoang Tuyen

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>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	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.

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
		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>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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><u>2. Summary of the Supervisory Board meetings and the conclusions and recommendations of the Supervisory Board.</u></p> <p><u>3. Results of monitoring the company's operational and financial situation.</u></p> <p><u>4. 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><u>5. Monitoring results regarding the Board of Directors, CEO, and other corporate executives.</u></p> <p><u>6. 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

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
		<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>	

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
		<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>	

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
		<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>

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
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>		

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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>		

No	Provisions of the Current Internal Corporate Governance Regulations	Provisions of the Amended Internal Corporate Governance Regulations	Reason/Explanation/Note
	<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.			

PROPOSAL

**Regarding the promulgation of the Regulation on the Operation of the Board of
Directors of TNH Hospital Group Joint Stock Company
(due to the change in the Company's governance structure)**

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

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, 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 guiding documents;

- Pursuant to the Law on Securities 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 the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;

- Pursuant to Decree No. 155/2020/ND-CP of the Government detailing the implementation of a number of articles of the Law on Securities, passed on December 31, 2020;

- Pursuant to the Charter on Organization and Operation of TNH Hospital Group Joint Stock Company;

- Pursuant to the internal Regulation on Corporate Governance of TNH Hospital Group Joint Stock Company;

- Pursuant to the Regulation on the Operation of the Board of Directors of TNH Hospital Group Joint Stock Company;

- Pursuant to Proposal No. 433/TTr-HDQT dated May 26, 2025;

To align with the Company's governance structure, the Board of Directors proposes that the General Meeting of Shareholders approve the promulgation of the Regulation on the Operation of the Board of Directors of TNH Hospital Group Joint Stock Company to replace the Regulation on the Operation of the Board of Directors issued pursuant to the 2023 Annual General Meeting of Shareholders' Resolution No. 501/NQ-DHDGD dated June 19, 2023.

The full text of the Regulation on the Operation of the Board of Directors of TNH Hospital Group Joint Stock Company is attached to this Proposal.

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

Respectfully./.

Recipients:

- As above;
- BOD, Executive Management Board;
- Archives: Clerical Office, Legal Affairs, AGM documents

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

(Signed)

Hoang Tuyen

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

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>	
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	<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>	
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	<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>

	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>	1. This Regulation, consisting of 7 chapters and 24 articles, was approved and takes effect from, 2025.	
	Recipients: <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 	Recipients: <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 	Removed the Supervisory Board from the list of recipients.
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			

No.: /NQ - DHDCD

Bac Giang, June 16, 2025

**RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

**GENERAL MEETING OF SHAREHOLDERS
TNH HOSPITAL GROUP JOINT STOCK COMPANY**

- *Pursuant to the Law on Enterprises and its guiding documents;*
- *Pursuant to the Law on Securities and its guiding documents;*
- *Pursuant to the Charter of Organization and Operation and the Company's Internal Corporate Governance Regulations;*
- *Pursuant to the Meeting Minutes No. /BB-DHDCD dated, 2025 of the General Meeting of Shareholders of TNH Hospital Group Joint Stock Company;*

RESOLVES:

Article 1: Approve the contents stated in the following proposals:

1. Approval of the audited separate and consolidated financial statements for 2024 of TNH Hospital Group Joint Stock Company according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

2. Approval of the selection of the auditing unit for the 2025 financial statements of TNH Hospital Group Joint Stock Company according to Proposal no. /TTr-BKS ngày /.... /2025 of the Board of Supervisors;

3. Approval of the 2024 business performance report and the 2025 business plan of TNH Hospital Group Joint Stock Company according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

4. Approval of the report of the Board of Directors regarding results of operations in 2024 and direction of operations in 2025 according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

5. Approval of the report on assessment of independent members of the Board of Directors' performance in 2024 according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

6. Approval of the report of the Board of Supervisors regarding the operation results in 2024 and the operation direction in 2025 according to Proposal no. /TTr-BKS ngày /.... /2025 of the Board of Supervisors;

7. Approval of the remuneration for the Board of Directors and the Supervisory Board members for 2024 of TNH Hospital Group Joint Stock Company according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

8. Approval of the plan for share issuance to increase charter capital from owner's equity according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

9. Approval of changes in the company's management structure, changes in the number of members of the Board of Directors and amendment of the Charter of organization and operation according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

10. Approval of the election of Board of Directors term 2025-2030 according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

11. Approval of the promulgation of the internal regulations on corporate governance of TNH Hospital Group Joint Stock Company (*due to the change in the Company's governance structure*) according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

12. Approval of the promulgation of the regulation on the operation of the Board of Directors of TNH Hospital Group Joint Stock Company (*due to the change in the Company's governance structure*) according to Proposal no. /TTr-HDQT dated, 2025 of the Board of Directors;

13. Approval of the election of Board of Directors term 2025-2030 as follows:

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Article 2: Effectiveness and Implementation

1. This Resolution takes effect from the date of signing.

2. The Board of Directors, the Executive Management Board, the Legal Representative, and all officers and employees of the Company shall be responsible for organizing and implementing the contents of this Resolution ./.

Recipients:

- Shareholders (Disclosure in accordance with regulations);
- Board of Directors; Executive Management Board;
- Relevant authorities and organizations shall be duly informed;
- Save: Clerical Dept, Legal Affairs, AGM documents.

**O/B. GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF THE BOD**

Hoang Tuyen