

**SUBMISSION**  
**On amending the Charter of organization and operation**

**To: General Meeting of Shareholders of JSC TNH Hospital Group**

- *Pursuant to the Law on Enterprises and its amendments, supplements, detailed regulations and implementation instructions.*
- *Pursuant to the Law on Securities and its amendments, supplements, detailed regulations and implementation instructions.*
- *Pursuant to the Charter of Organization and Operation of TNH Hospital Group Joint Stock Company;*
- *Pursuant to Submission No. 433/TTr-HDQT dated May 26, 2025 of the Company's Board of Directors;*
- *Pursuant to the Proposal of the major shareholder group/representative of major shareholder Blooming Earth Pte. Ltd; Turicum Investment Management AG; Kenno Asset Management Pte. Ltd; Endurance Capital Advisors Limited dated June 2, 2025*
- *Pursuant to Resolution No. 454/2025/NQ-HDQT dated June 7, 2025 of the Company's Board of Directors*
- *Based on the actual needs of the Company's management and operation;*

The Board of Directors (BOD) of the company respectfully submits to the General Meeting of Shareholders of the company for consideration and approval of the amendment of the Charter of organization and operation of TNH Hospital Group Joint Stock Company . Full text of the Charter of organization and operation of TNH Hospital Group Joint Stock Company and Comparative Appendix of the Charter is attached to this Report.

*Note: This submission replaces Submission No. 433/TTr-HDQT dated May 26, 2025 of the Company's Board of Directors.*

*Reason for replacement: Submission No. 433/TTr-HDQT dated May 26, 2025 of the Company's Board of Directors is divided into 02 submissions including:*

- *Report on changing the company's management structure and change the number of members of the Board of Directors*
- *Proposal on amending the Charter of organization and operation of the Company*

Updated charter content:

- *Remove the word 'fax' from all provisions in the Internal Regulations on Corporate Governance because the method of sending notices and documents via fax is no longer suitable in the current context.*
- *Determine the number of members of the Board of Directors of the company is 7 people and the term of office of the Board of Directors members is not more than five (05) years (the old draft content specifically stipulates 05 years)*

We respectfully request the Congress to vote to approve the above issue. Sincerely!

**On behalf of the Board of Directors  
CHAIRMAN OF BOARD OF DIRECTORS**

***Recipient:***

- As above.
- Save: V T , PC, Congress  
Records.

**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](mailto: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**

<b>No.</b>	<b>Business Lines Names</b>	<b>Code</b>
<b>1</b>	<b>Activities of hospitals and health stations</b> <b>Details: Hospital services (CPC 9311); Dental and medical consultation services (CPC 9312)</b>	<b>8610</b> <b>(Primary)</b>
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	<b>Construction of Non-Residential Building</b> Details: Construction of high-rise buildings (CPC 512)	4102
7	<b>Construction of Other Civil Engineering Works</b>	4299

	<b>Details: Construction of Civil Engineering Works (CPC 513)</b>	
8	<b>Other Specialized Construction Activities</b> Details: - Assembly and Installation Works (CPC 514, 516) (for specialized construction activities) - Other Construction Works (CPC 511, 515, 518)	4390
9	<b>Electrical System Installation</b> Details: Assembly and Installation Works (CPC 514, 516) (electrical systems)	4321
10	<b>Installation of Water Supply and Drainage Systems, Heating and Air Conditioning Systems</b> Details: Assembly and Installation Works (CPC 514, 516) (Water supply, drainage systems, heating, and air conditioning systems)	4322
11	<b>Completion of Construction Works</b> Details: Completion of High-Rise Building Works (CPC 517)	4330
12	<b>University Education</b> 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	<b>College training</b> Details	8533

	<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, defense, politics, religion, Vietnamese culture and other subjects necessary to protect Vietnamese social morality).</p>	
14	<p><b>Intermediate training</b></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 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 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 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 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 shall not exceed 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 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, 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 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

							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
<b>Total</b>			<b>2,774,800</b>	<b>27,748,000,000</b>	<b>100</b>				

## 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. 459/TTr-HĐQT, dated 07/06/2025)*

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 style="text-align: center;"><b>INTRODUCTION</b></p> <p><u>Pursuant to the Law on Enterprises 2020 and detailed regulations and implementation instructions;</u></p> <p><u>Pursuant to the Securities Law 2019 and detailed regulations and implementation instructions;</u></p> <p><u>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.</u></p> <p>The full text of this Charter is as follows:</p>	<p style="text-align: center;"><b>INTRODUCTION</b></p> <p><b>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;</b></p> <p><b>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;</b></p> <p><b>This Charter is issued on June...., 2025 according to Resolution No. ..../NQ-ĐHĐCĐ dated June ....., 2025 of the Company's General Meeting of Shareholders.</b></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><b>Article 1. Interpretation of terms</b></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><b>Article 1. Interpretation of terms</b></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; <b>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;</b></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; <b>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.</b></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 <b>directly appointed by the Board of Directors;</b></p>	<p>Amend to clearly show the legal basis for issuance and clarify the criteria of <i>the Enterprise Manager</i></p>
3.	<p><b>Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</b></p> <p>...</p> <p>- E-mail: <a href="mailto:ctcpbenhvienquoctethainguyen@gmail.com">ctcpbenhvienquoctethainguyen@gmail.com</a></p>	<p><b>Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company</b></p> <p>...</p> <p>- Email: <a href="mailto:lr.tnh@tnh.com.vn">lr.tnh@tnh.com.vn</a></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, <u>Article 54</u> 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, <b>Article 52</b> 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><b>Article 11. Organizational structure, administration and control</b></p> <p>The Company's organizational, management, administration and control structure includes:</p> <ol style="list-style-type: none"> <li>1. General meeting of shareholders.</li> <li>2. Board of Directors.</li> <li>3. <u>Board of Supervisors.</u></li> <li>4. Chief Executive Officer.</li> </ol>	<p><b>Article 11. Organizational structure, administration and control</b></p> <p>The Company's organizational, management, administration and control structure includes:</p> <ol style="list-style-type: none"> <li>1. General Meeting of Shareholders</li> <li>2. Board of Directors</li> <li><b>3. Audit Committee under the Board of Directors</b></li> <li>4. Chief Executive Officer.</li> </ol>	<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><b>Article 12. Rights of shareholders</b></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><b>Article 12. Rights of shareholders</b></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 financial reports, <u>reports of the Board of Supervisors</u>, 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 <u>Board of Supervisors</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 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 <u>Board of Supervisors</u>. The nomination of people to the Board of Directors and the <u>Board of Supervisors</u> is carried out as follows:</p> <p>a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the <u>Board of Supervisors</u> 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 <u>Board of Supervisors</u> , the shareholder or group of shareholders specified in this clause has the right</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 <b>the Board of Directors</b> 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. <b>In this case, the inspection shall be directly carried out and reported by the Internal Audit Committee;</b></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 of</p>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	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 <u>Board of Supervisors</u> . 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 <u>Board of Supervisors</u> and other shareholders.	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><b>Article 14. General meeting of shareholders</b></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</p>	<p><b>Article 14. General meeting of shareholders</b></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>request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;</p> <p><u>d) At the request of the Board of Supervisors:</u></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 <u>Board of Supervisors</u> 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, <u>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</u> ;</p> <p>c) In case the <u>Board of Supervisors</u> 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</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, <b>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;</b></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>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>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 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 <u>and members of the Supervisory Board</u> 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 <u>members of the Supervisory Board</u> must report in writing to the Board of Directors and <u>the Supervisory Board</u>.</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><b>Article 15. Rights and obligations of the General Meeting of Shareholders</b></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 <u>Board of Supervisors</u> ;</p>	<p><b>Article 15. Rights and obligations of the General Meeting of Shareholders</b></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</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 <u>Board of Supervisors</u> 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 <u>Board of Supervisors</u> ;</p> <p>l) Approve the internal governance regulations ; regulations on the operation of the Board of Directors and the <u>Board of Supervisors</u> ;</p> <p>...</p> <p>2. The General Meeting of Shareholders discusses and approves the following issues:</p> <p>...</p> <p>d) Report of the <u>Board of Supervisors</u> on the Company's business results, performance of the Board of Directors and General Director;</p> <p><u>d) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors ;</u></p> <p>e) Dividend level for each share of each type;</p> <p>g) Number of members of the Board of Directors and <u>Board of Supervisors</u> ;</p> <p>h) Elect, dismiss, remove members of the Board of Directors and members of the <u>Board of Supervisors</u> ;</p> <p>i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and <u>Board of Supervisors</u> ;</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 <b>the Internal regulations on corporate governance</b> ; 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><b>d) Report of the General Director on the Company's business results and the Board of Directors ' performance ;</b></p> <p><b>e) Report of independent member of the Board of Directors in the Audit Committee ;</b></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>	<p>under Board of Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>...</p> <p>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 <u>Board of Supervisors</u>;</p> <p>u) Other issues as prescribed by law, or at the request of the Board of Directors and the <u>Board of Supervisors</u>.</p>	<p>u) Other matters as prescribed by law, or as requested by the Board of Directors.</p>	
8.	<p><b>Article 16. Authorization to attend the General Meeting of Shareholders</b></p> <p><u>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 .</u></p>	<p><b>Article 16. Authorization to attend the General Meeting of Shareholders</b></p> <p><b>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.</b></p>	<p>Amendment to clarify the number of authorized representatives of shareholders being organizations as prescribed in Article 14 of the Law on Enterprises</p>
9.	<p><b>Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders</b></p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>...</p> <p>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 members of the Board of Directors and <u>Supervisors</u>;</p>	<p><b>Article 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders</b></p> <p>2. The person convening the General Meeting of Shareholders must perform the following tasks:</p> <p>...</p> <p>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 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 Directors</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<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 <u>Board of Supervisors</u>;</p> <p>...</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><b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b></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, <u>the Head of the Supervisory Board</u> 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><b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders</b></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, <b>the Chairman of the Audit Committee shall conduct</b> 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>
11.	<p><b>Article 21. Conditions for the Resolution of the General</b></p>	<p><b>Article 21. Conditions for the Resolution of the General</b></p>	<p>Amendment to clarify the</p>

<p><b>Meeting of Shareholders to be passed</b></p> <p><u>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:</u></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>đ) 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 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 <u>Board of Supervisors</u> can be carried out in other ways as</p>	<p><b>Meeting of Shareholders to be passed</b></p> <p><b>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.</b></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;</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>đ) 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 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</p>	<p>conditions for passing resolutions of the General Meeting of Shareholders (strengthening the authority of the General Meeting of Shareholders)</p>
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No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>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>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, <b>except for the cases specified in Clause 1 of this Article.</b></p> <p>...</p>	
12.	<p><b>Article 22. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders</b></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, <u>except</u> for the cases specified in Clause 2, Article 147 of the Law on Enterprises.</p> <p>...</p> <p>5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the <u>Board of Supervisors</u> 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><b>Article 22. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders</b></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, <b>including but not limited to</b> the cases specified in Clause 2, Article 147 of the Law on Enterprises.</p> <p>...</p> <p>5. The Board of Directors shall count the votes and prepare the vote-counting minutes under the supervision of <b>the person in charge of corporate governance</b> 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>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
	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.	.... 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, <b>except for the case specified in Clause 1, Article 21 of this Charter.</b>	
13.	<p><b>Article 26. Composition and term of office of members of the Board of Directors</b></p> <p>1. The number of members of the Board of Directors is <u>9</u> people.</p> <p>2. The term of office of a member of the Board of Directors shall not exceed 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: The structure of the Board of Directors of the company must ensure that at least <u>1/3 (minimum 2)</u> 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><b>Article 26. Composition and term of office of members of the Board of Directors</b></p> <p>1. The number of members of the Board of Directors is <u>7</u> people.</p> <p>2. The term of office of a member of the Board of Directors shall not exceed 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 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: The structure of the Board of Directors of the company must ensure that there are at least <b>3</b> 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.</p> <p>The company must also ensure that <b>at least</b> 02 members of the Board of Directors are independent members.</p>	Modified due to change in number of Board members



No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>The company must also ensure that <u>there are 02 independent members of the Board of Directors.</u></p> <p>...</p>	<p>...</p>	
14.	<p><b>Article 30. Meeting of the Board of Directors</b></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 <u>Board of Supervisors</u> or an independent member of the Board of Directors;</p> <p>...</p> <p><u>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.</u></p> <p><u>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.</u></p> <p>8. 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>...</p>	<p><b>Article 30. Meeting of the Board of Directors</b></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 <b>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).</b></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
	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> ...		
15.	<p><b>Article 32. Person in charge of corporate governance</b></p> <p>...</p> <p>3. The person in charge of corporate governance has the following rights and obligations:</p> <p>...</p> <p>b) Prepare meetings of the Board of Directors , Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors <u>or Supervisory Board;</u></p> <p>...</p> <p>e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and <u>Supervisory Board members;</u></p>	<p><b>Article 32. Person in charge of corporate governance</b></p> <p>...</p> <p>3. The person in charge of corporate governance has the following rights and obligations:</p> <p>...</p> <p>b) Prepare meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors;</p> <p>...</p> <p>e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members;</p>	Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors
16.	<b>CHAPTER VIII. CHIEF EXECUTIVE OFFICER AND OTHER OPERATING OFFICERS</b>	<b>CHAPTER VIII. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS</b>	
17.	<p><b><u>Article 37. Nomination, Candidacy, and Election of Supervisory Board Members (Supervisors)</u></b></p> <p>1. <u>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.</u></p> <p>2. <u>In case the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient, the incumbent Supervisory Board may</u></p>	<p><b>Article 33. Nomination and candidacy for members of the Audit Committee</b></p> <p>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.</p>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p><u>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.</u></p> <p><b><u>Article 38. Composition of the Supervisory Board</u></b></p> <p>1. <u>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.</u></p> <p>2. <u>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:</u></p> <p>a) <u>Working in the Company's accounting or finance department;</u></p> <p>b) <u>Being a member or employee of an independent auditing firm that audited the Company's financial statements within the last 3 consecutive years.</u></p> <p>3. <u>A member of the Supervisory Board shall be dismissed in the following cases:</u></p> <p>a) <u>No longer meeting the standards and conditions to be a Supervisory Board member as stipulated in Clause 2 of this Article;</u></p> <p>b) <u>Submitting a resignation letter that is accepted.</u></p> <p>4. <u>A member of the Supervisory Board shall be removed from office in the following cases:</u></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><b>Article 34. Composition of the Audit Committee</b></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>a) <u>Failing to fulfill assigned duties and tasks;</u></p> <p>b) <u>Failing to perform their rights and obligations for 6 consecutive months, except in cases of force majeure;</u></p> <p>c) <u>Repeatedly or seriously violating the duties of a Supervisory Board member as prescribed by the Law on Enterprises;</u></p> <p>d) <u>Other cases as decided by resolution of the General Meeting of Shareholders.</u></p> <p><b><u>Article 39. Head of the Supervisory Board</u></b></p> <p>1. <u>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.</u></p> <p>2. <u>Rights and duties of the Head of the Supervisory Board:</u></p> <p>a) <u>Convene meetings of the Supervisory Board;</u></p> <p>b) <u>Request the Board of Directors, the CEO, and other executives to provide relevant information for reporting to the Supervisory Board;</u></p> <p>c) <u>Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.</u></p> <p><b><u>Article 40. Rights and Duties of the Supervisory Board</u></b></p> <p><u>The Supervisory Board shall have the rights and duties as</u></p>	<p><b>Article 35. Rights and obligations of the Audit Committee</b></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 of Directors and prescribed by Law.</p>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>stipulated in Article 170 of the Law on Enterprises and the following additional rights and duties:</p> <ol style="list-style-type: none"> <li>1. <u>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.</u></li> <li>2. <u>Be accountable to the shareholders for its supervisory activities.</u></li> <li>3. <u>Monitor the Company's financial status and ensure compliance with the law by members of the Board of Directors, the CEO, and other managers.</u></li> <li>4. <u>Ensure coordination of activities with the Board of Directors, the CEO, and shareholders.</u></li> <li>5. <u>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.</u></li> <li>6. <u>Develop the Supervisory Board's Rules of Operation and submit them to the General Meeting of Shareholders for approval.</u></li> <li>7. <u>Report to the General Meeting of Shareholders in 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.</u></li> <li>8. <u>Have the right to access the Company's records and documents stored at the head office, branches, and other</u></li> </ol>	<p><b>Article 36. Meetings of the Audit Committee</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>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.</li> </ol> <p><b>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</b></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"> <li>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 Charter;</li> <li>2. Summary of the Audit Committee's meetings, conclusions, and recommendations;</li> </ol>	

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>locations; and to visit the workplace of the Company's <u>managers and employees during working hours.</u></p> <p>9. <u>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.</u></p> <p>10. <u>Exercise other rights and perform other duties as prescribed by law.</u></p> <p><b><u>Article 41. Meetings of the Supervisory Board</u></b></p> <p>1. <u>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.</u></p> <p>2. <u>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.</u></p> <p><b><u>Article 42. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members</u></b></p> <p><u>Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented as follows:</u></p> <p>1. <u>Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The</u></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><u>General Meeting of Shareholders shall determine the total amount for salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.</u></p> <p><u>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.</u></p> <p><u>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.</u></p>		
18.	<p><b>CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, <u>MEMBERS OF THE SUPERVISORY BOARD</u>, GENERAL DIRECTOR AND OTHER MANAGERS</b></p> <p>Members of the Board of Directors, <u>members of the Supervisory Board</u>, 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 benefit of the Company.</p>	<p><b>CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR AND OTHER MANAGERS</b></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 benefit of the Company.</p>	<p>Amendment due to change in management structure from Board of Supervisors to Audit Committee under Board of Directors</p>
19.	<p><b>Article <u>43</u>. Responsibility to be honest and avoid</b></p>	<p><b>Article 42. Responsibility to be honest and avoid conflicts</b></p>	<p>Amendment due to change in management structure from</p>

<p><b>conflicts of interest</b></p> <p>1. Members of the Board of Directors, <u>members of the Supervisory Board</u>, 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, <u>members of the Supervisory Board</u>, 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, <u>members of the Supervisory Board</u>, 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 Law on Enterprises.</p> <p>5. Members of the Board of Directors, members of the <u>Board of Supervisors</u>, 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 <u>Board</u></p>	<p><b>of interest</b></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 <b>10% or more of the charter capital</b> 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 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</p>	<p>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 percent (10%) of charter capital or more to enhance transparency in internal transactions of the Company.</p>
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No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
	<p>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 <u>Board of Supervisors</u>, 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 <u>Board of Supervisors</u>, 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>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>	
20.	<p><b>Article 44. Liability for damage and compensation</b></p> <p>1. Members of the Board of Directors, <u>members of the Board of Supervisors</u>, 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><b>Article 43. Liability for damage and compensation</b></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>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
	<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 <u>Board of Supervisors</u>, 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>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>	under Board of Directors
21.	<p><b>Article 45. Right to look up books and records</b></p> <p>1. Common shareholders have the right to look up books and records, specifically as follows:</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, <u>reports of the Board of Supervisors</u>, 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><b>Article 44. Right to look up books and records</b></p> <p>1. Common shareholders have the right to look up books and records, specifically as follows:</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>	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>...</p> <p>3. Members of the Board of Directors, <u>members of the Supervisory Board</u>, 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 <u>Board of Supervisors</u>, 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>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>	
22.	<p><b>Article 53. Dissolution of the company</b></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><b>Article 52. Dissolution of the company</b></p> <p>...</p> <p>2. The dissolution of the Company <b>before the deadline</b> 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 <b>by law</b>.</p>	<p>Modify the presentation style to be clearer</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
23.	<p><b>Article <u>56</u>. Resolution of internal disputes</b></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, <u>Supervisory Board</u>, 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 <u>Head of the Supervisory Board</u> to appoint an independent expert to act as a mediator for the dispute resolution process.</p>	<p><b>Article 55. Resolution of internal disputes</b></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>
24.	<p><b>Article 58. Effective date</b></p> <p>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 <b><u>December 27, 2024 at the extraordinary</u></b> general meeting of shareholders in 2024 and also approved the full validity of this Charter.</p>	<p><b>Article 57. Effective date</b></p> <p>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 <b>June ....., 2025</b> at the 2025 <b>annual</b> general meeting of shareholders and jointly approved the full validity of this charter.</p>	<p>Amendment due to change of Company name and time of issuance of charter</p>

No.	Provisions in the Current Charter	Provisions in the Amended Charter	Reason/ Explanation/ Note
25.	<p align="center"><b>APPENDIX 01</b></p> <p align="center"><b>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</b></p>	<p align="center"><b>APPENDIX 01</b></p> <p align="center"><b>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</b></p> <p><b>1. Details of the Company's charter capital from the date of establishment to the present</b></p>	Complete with all relevant details
<p align="center"><b>Remove the word 'fax' from all provisions in the Company's Charter</b></p>			As the method of sending notices and documents via fax is no longer appropriate in the current context
<p><b>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</b></p>			